

Michigan Chapter of the Institute of Management Consultants
(Adopted – December, 1999)

BYLAWS

Article I
NAME AND OFFICE

Section 1. **Name.** The name of the organization shall be the Institute of Management Consultants Michigan Chapter (Chapter).

Section 2. **Principal Office.** The principal office of the Chapter shall be in a place designated from time to time and published by the Chapter Board of Directors (Board).

Article II
DEFINITION OF PROFESSIONAL FIELD AND CHAPTER

The Chapter subscribes to and supports a definition of professional field, as described by the Institute of Management Consultants, Inc. (“the Institute”), as follows:

Section 1. **Management Consulting.** Management consulting is the rendering of independent advice and assistance about the process of management to clients with management responsibilities.

Section 2. **Management Consultant.** A Management Consultant is an individual who provides independent advice and assistance about the process of management to clients with management responsibilities.

Section 3. **Professional Management Consultant.** A Professional Management Consultant is an individual who is engaged principally in the practice of management consulting, who strives for self-improvement in the processes of both management and management consulting, as supported by the Institute.

Section 4. **Certified Management Consultant.** A Certified Management Consultant is a Professional Management Consultant who meets relevant requirements of character, education, experience, competence and independence established by the Institute.

Section 5 **Chapter.** This Chapter is the Michigan affiliate of the Institute of Management Consultants, Inc.

Article III MISSION AND PURPOSES

Section 1 **Mission.** The Chapter subscribes to and supports the mission of the Institute.

In furtherance of this mission, the Chapter invites and encourages the participation of all Chapter Members in the planning for and operation of the Chapter and carries on the following activities, among others at the Chapter level, in line with the Institute.

Section 2 **Purpose.** The purpose of the Chapter, as defined by these By-laws and the Board, is to assist the Institute in assuring the public that Chapter members possess the moral and ethical standards, professional competence, and objectivity required for membership and, as such, are qualified to practice Management Consulting.

Section 3 **Goal.** The broad goal of the Chapter is to help ensure standards for Chapter members in the practice of Management Consulting, and to foster an atmosphere of public confidence in the practice of Management Consulting.

Article IV MEMBERSHIP

Section 1. **Joint Membership.** Members of this chapter shall jointly be Members of IMC, Inc.

Section 2. **Geography.** Members of IMC, Inc. who reside in the state of Michigan and all other members who desire chapter affiliation due to proximate geography or previous chapter membership shall be Members of the Chapter.

Section 3. **Categories of Membership.** Membership in the Chapter shall be defined by the category of membership of the member as provided by the Institute -- namely: Certified Member and Regular Member

The requirements for each of the various categories of Membership, as well as special Membership designations, and the processes for applicant review and approval, in addition to those contained in these Bylaws shall be established and published by the Institute. The Institute shall serve as the arbiter of membership status in the event such status may be in question regarding a Chapter member.

All actions relating to Membership, appointments and/or nominations shall be based solely on the individual's qualifications, with adherence to the principles of equality of opportunity and to all applicable non-discrimination laws. The Chapter reserves the right through action of the Board to recommend to the Institute actions related to Membership, appointments and/or nominations.

Certified Members. The Chapter shall have only one category of Certified Members. All Certified Members shall be designated Certified Management Consultants and may use the appellation CMC in accordance with standards set forth by the Institute..

Membership in this category shall be restricted to individuals who spend a substantial majority of their working time practicing as management consultants, or in the administrative or supervisory support of management consulting, and in accordance with the Institute of Management Consultants Code of Ethics.

Certified Members shall be entitled to one vote in person, by proxy or mail ballot, in the election of Chapter Board Members and in the conduct of other Chapter business at annual, regional, and special meetings of the Chapter.

Regular Members. Individuals who participate in management consulting, or are otherwise interested in management consulting and who subscribe to the IMC Code of Ethics may be admitted as Regular Members.

Regular Members may attend and participate in all meetings open to Members and shall be able to vote, by proxy or mail ballot, in the election of Chapter Board Members, may be appointed as Members or the Chair of standing and other committees, except the Nominating Committee, but may not be elected officers of the Board or Members of committees approving applicants for Membership.

Regular Members may not use the appellation CMC in any manner or form, but may hold themselves out to the public as individual Members of the Institute. Regular Members may become Certified Members by qualifying for the Certified Management Consultant designation as defined and administered by the Institute.

Section 4. Tenure of Membership. Tenure of Chapter Membership, including but not limited to application, duration, resignation, reinstatement, censure, suspension or expulsion from membership, and re-application shall be in compliance with the standards and administrative processes set forth by the Institute.

Article V GOVERNANCE

Section 1. Board of Directors. Overall policy, general control of the activities, funds, Membership, property, and programs of the Chapter shall be vested in a Board of Directors. The President of the Board shall be the Chief Elective Officer of the Chapter, in accordance with Article VI. The officers of the Board shall all be Certified Management Consultants whose titles are President, President Elect/Vice President, President *Ex-officio* (immediate Past President as defined in Section 9 of this Article), and Secretary-Treasurer.

Additional officers may be named to the Board as Committee Chairs as defined in Article VIII.

Section 2. **Executive Committee.** General administration of the activities and programs of the Chapter shall be vested in an Executive Committee composed of the President, President-elect, and Secretary-Treasurer. The President shall be Chairperson of the Executive Committee. The Board shall define the authority of the Executive Committee.

Section 3. **Committees.** Responsibility for implementation of policies established by the Board may be vested in the Committees of the Chapter, in accordance with Article VIII of the Bylaws.

Section 4. **President.** Day-to-day control and administration of the activities, funds, Membership, staff, property, and programs of the Chapter shall be the responsibility of the President who will maintain and be guided by these Bylaws and standing rules approved by the Board.

Section 5. **Special Interest Groups.** The Board may at its discretion establish special interest groups subject to such regulations as the Board may from time to time determine and prescribe.

Section 6. **Financial Liabilities and Policy Decisions.** The Board and Chapter Members are not authorized in any way to encumber or commit the Institute to any financial liability or policy decision.

Article VI BOARD OF DIRECTORS

Section 1. **Composition.** The Board of Directors (“Board”) shall consist of membership as defined in Article V..

Section 2. **Manner of Election and Term.** Directors shall be elected at the Chapter's annual Membership meeting by a vote of the Membership in person or by proxy or mail ballot.

Section 3. **Re-election.** No Member of the Board who has served three full one year terms shall be eligible for re-election until at least one year shall have elapsed; provided, however, that a Board Member may continue beyond three one year terms, if they become a Board Member through election as an officer. Upon election as an officer, the re-election limit of three one year terms before a one year hiatus is reinstated.

Section 4. **Quorum.** A majority of the officers of the Board shall constitute a quorum at any meeting of the Board. Any one or more Members of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and such participation shall constitute presence in person at the meeting.

Section 5. **Voting.** Members of the Board must personally exercise their own votes. Voting rights of a Board Member shall not be delegated to another but may be exercised by proxy..

Voting may be exercised by proxy through written or electronic communication to the President or Secretary-Treasurer of the Board. Accepted communication in this case includes written

letter, facsimile or electronic mail where the signature and/or identification of the voting member may be verified.

In the event of a Board vote that results in a tie, the President shall serve as the tie-breaking vote.

Section 6. **Vacancies.** Any Board Member vacancy may be filled by a majority vote of the remaining Members of the Board for the remainder of the current electoral year.

Section 7. **Compensation.** Board Members and elective officers shall not receive any compensation for their services.

Section 8. **Meetings.** There shall be at least three meetings of the Board during each fiscal year, one of which shall be held within one week of the annual Membership meeting (as defined in Article IX, Section 1). Board meetings shall be open to all Certified Management Consultants.

Section 9. **Immediate Past-President on Board (President *Ex-officio*).** The immediate Past-President shall remain a Member of the Board as an *ex-officio* voting Member, if that person is not eligible to serve under other provisions of the Bylaws.

Article VII OFFICERS

Section 1. **Officers.** The elected officers of the Chapter are those officers who act with governance on behalf of the Chapter set forth in Article V, to be elected at the annual Membership meeting of the Chapter or by vote by mail of the Chapter as defined herein and serve until their successors have been duly elected and have assumed office. In the event of any contest, election may be by secret ballot. The majority of the votes cast shall elect. Elected officers shall assume office January 1 of the following year.

Section 2. **Qualifications for Office.** Subject to the provisions of Section 4 of Article VIII, only Certified Members in good standing shall be eligible for nomination and election to any officer position on the Chapter Board.

Section 3. **Term of Office.** The President, President-elect/Vice President, and Secretary-Treasurer and other Members of the Board as provided in Article V may be re-elected twice for successive one-year terms following their initial election. No person who has served for three years in one office may be elected to the same office or another office until at least one year has elapsed. Any officer may be removed from office by the Board at any time for cause.

Section 4. **Vacancies.** Vacancies in any of the elective offices may be filled for the balance of the un-expired term by the Board at any of its meetings, except that when the office of President becomes vacant the President-elect shall fill the un-expired term of the President. In the temporary absence or incapacity of the President, the line of succession for chairing meetings, unless each is absent or vacated from office, is in order: the President-elect/ Vice President, and the Secretary-Treasurer. During any extended absence or disability or expected extended absence

or disability of the President, the Board, by majority vote, shall select an acting President who will act in the President's stead during the period of absence or disability.

Section 5. **Chapter Administrator.** The Board shall have the power to appoint a Chapter Administrator, to define the Chapter Administrator's duties, and to appoint a personnel committee to recommend compensation, personnel policies, procedures and a management contract for the Chapter Administrator. Subject to the provisions of any management contract, the Board may terminate the Chapter Administrator's employment. The Chapter Administrator is a non-elective position and reports to the President.

Section 6. **Duties of Officers.** The President shall be the Chief Elective Officer of the Chapter and the President's duties and the duties of the other elective officers shall be such as their title by general usage would indicate, as may be specified by the Board or assigned to them from time to time, and as may be required by the law or as described in these Bylaws. Each Board Member may appoint a committee to assist in fulfilling the duties of his or her office.

The President-elect/Vice President shall serve as President in the event that the President may temporarily or may longer be able to execute the responsibilities of office, as well as discharge any functions necessary for the success and operations of the Chapter as needed and otherwise not discharged by the remaining officers. The President *Ex-officio* shall serve as advisor to the Board. The Secretary-Treasurer shall be responsible for recording of Chapter business, financial operations of the Chapter, communication with the Institute, and reporting operational status on a quarterly basis to the Board.

Article VIII COMMITTEES

Section 1. **Standing Committees.** The President, with notification to the Board, can form standing committees. Standing committees may include: Finance, Communications, Ethics, Certification, Membership, Programs, Professional Development, Special Events, and Public Relations. The President, with the ratification of the Board, may appoint committee Chairpersons to head these committees.

The President, with the consent of the President-elect and of the Nominating Committee defined herein, may elect to forego the creation of Standing Committees. In this event these functions shall be the responsibility of the Vice President.

The Chairpersons of the standing committees shall serve as officers of the Board until the next annual election or until replaced or removed.

Section 2. **Committees.** The President, with notification to the Board, can form committees. The President, with the ratification of the Board, may appoint committee Chairpersons from among the Members of the Chapter. The President and the committee Chairpersons may appoint the Members of these committees. The President, if necessary, shall make any necessary replacements of committee Chairpersons with the ratification of the Board.

Section 3. **Special Committees.** The Board may appoint or authorize the President to appoint other administrative or special committees from the Membership, as needed, and delegate authority and responsibilities to such committees, and revoke them and terminate the existence of such committees as it sees fit

Section 4. **Past-Presidents Council.** A special council will exist of all Past-Presidents of the Board of Directors of the Chapter. This council is encouraged to meet at least once each calendar year, at its own discretion, and deliberate on the Chapter: past, present and future. It is encouraged to make a written report to the Board within 30 days of any such meeting.

Section 5. **Nominating Committee.** A nominating committee of no less than three, no more than two of who may be elected Members of the Board, shall be appointed by the President, subject to the ratification by the Board, and shall be announced to the Membership ninety days before the annual Membership meeting. The Nominating Committee shall invite suggestions from the Membership of suitable candidates for the nominees for the Board. The Nominating Committee shall select candidates who are representative of Membership constituencies; including geographic, specialization, firm size and who have skills and perspectives needed by the Chapter. The report of the Nominating Committee, together with independent nominations received in accordance with Section 6 of this Article shall be presented to the Membership by the President at least thirty days before the annual Membership meeting, and the nominations shall be voted on during that meeting.

In preparing its slate, the Nominating Committee shall submit one nominee for each seat of the Board and each office which is about to expire or is vacant. All persons nominated shall have given their prior consent to nomination and election. If the Nominating Committee endorses any candidate independently nominated in accordance with Section 5 of this Article, this shall be so noted on the ballot.

Section 6. **Independent Nominations.** Independent nominations also may be made by any three Members of the Chapter, no more than two of whom may be from any single firm, by submitting them in writing to the President or the Chair of the Nominating Committee not less than sixty days prior to the date of the annual Membership meeting. When this happens, the President shall forward such petitions to the Nominating Committee for their consideration, and shall ensure that the ballot sent to the Membership contains both the names of those nominated by the Nominating Committee and those nominated independently.

Article IX MEETINGS OF MEMBERSHIPS AND VOTING

Section 1. **Annual Members Meeting.** The annual meeting of Members of the Chapter for the election of Board Members and for the transaction of other business shall be held not earlier than September nor later than December at a time and place to be designed and announced by the Board at least ninety days prior to the annual meeting. Any Members can attend the Annual Members Meeting at no charge.

Section 2. **Special Meetings.** Special meetings may be called by the Board at any time, or shall be called by the President upon written request of ten percent of the certified Members at a time mutually agreeable or within thirty days after the filing of such requests with the President. The business to be transacted at each special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 3. **Notices.** Within sixty business days following the designation of a time and place for the annual Members' meeting by the Board, the President shall mail to all Members at their addresses as they appear in the records of the Chapter, a written notice of the meeting. At least fifteen days in advance of the annual Members meeting the President shall mail to each Member a supplementary notice listing the principal items of business to come before the meeting.

Section 4. **Voting.** At all meetings of the Chapter, each Member shall have one vote and may take part and vote in person or by proxy. Unless otherwise specifically provided in these Bylaws, a majority vote of the Membership, present and voting in person or by proxy, shall govern. In the event of a tie by a vote of the General Membership, the issue will be considered by the Board as provided in Article VI.

Section 5. **Quorum of Members.** At an annual or special meeting of Members, a quorum shall consist of not less than 51% of Members eligible to vote who are present in person or by proxy. If less than this number is present at any such meeting, the presiding officer may adjourn the meeting until a quorum is present.

Section 6. **Proxies.** Members may vote by proxy at any annual Membership meeting if it is not possible for them to be present in person. Each proxy must be executed in writing and will be valid only for the meeting at which it is presented and for which it is intended by indication of the date printed thereon.

Section 7. **Rules of Order.** The current edition of *Robert's Rules Of Order (Revised)* shall govern all meetings of the Chapter, of the Board, and of all committees on any point not covered by these Bylaws.

Section 8. **Minutes of Chapter Meetings.** A synopsis of the minutes of the annual Membership meeting shall be inserted by the President in the first newsletter or other communication distributed to the Membership following this meeting.

Article X FINANCES

Section 1. **Fiscal year.** The fiscal year shall be established by the Board. Initially, it shall be January 1 through December 31.

Section 2. **Bond.** The President and any other officers so authorized by the Board may sign checks, execute contracts, or incur financial obligations as provided in the Bylaws. They shall be bond-able in such amount as the Board may determine, the cost to be paid by the Chapter.

Section 3. **Annual Budget.** The Board, with the recommendation of the Treasurer and President, shall adopt an annual income and expense budget reflecting all projected expenses and activities of the Chapter.

Section 4. **Annual Report.** The Board, at the annual meeting of Members, shall furnish the Membership with a review of the year's activities, a report on changes in the Membership, and a financial report for the fiscal year.

Section 5. **Program and Event Fees and Special Assessments.** The program and event fees, and any special assessments and manner of payment shall be determined by the affirmative vote of a majority of the Members of the Board.

Article XI INDEMNIFICATION

Section 1. **Indemnification.** Any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that the person, the persons testator or intestate, is or was a Board Member or officer of the Chapter, shall be indemnified by the Institute of Management Consultants, Inc. and the Institute may pay the persons related expenses, only to the full extent payment is provided by the applicable insurance policy then in effect for the Institute of Management Consultants authorized or permitted by law.

Article XII
ENFORCEMENT OF STANDARDS OF PROFESSIONAL CONDUCT

Section 1. **Enforcement Procedures.** The Chapter and the Institute shall enforce the shared standards of professional conduct by means of the procedures contained in the Code of Ethics - Enforcement procedures as adopted by the Board.

Article XIII
AMENDMENTS

Section 1. **Amendments to Bylaws.** The Bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote of the Certified Members voting in person or by proxy at any annual Members meeting or duly called special meeting of the Chapter or by a majority vote of eligible Certified Members voting by mail ballot. Notices of such proposed changes shall be sent in writing or by facsimile to the Members thirty days before the meeting or before a mail ballot is due.

Amendments may be proposed by the Board on its own initiative or upon petition of any twelve Certified Chapter Members addressed to the President. Such proposed amendments shall be presented to the Membership meeting or any other duly organized meeting of the Chapter or by mail or facsimile.

Article XIV
DISSOLUTION OF THE CHAPTER

Section 1. **Dissolution.** The Chapter may be dissolved by a resolution adopted by a majority of the Board and shall require an affirmative two-thirds vote of the certified Members at any duly constituted meeting of the Chapter. Certified Members may vote in person, by mail, or by proxy.

Section 2. **Responsibility for Carrying Out Dissolution.** In the event of dissolution of the Chapter, the Board or a committee appointed by the Board shall be responsible for its liquidation.

Section 3. **Distribution of Assets.** In case of dissolution of the Chapter, the Board shall authorize the payment of all indebtedness of the Chapter and arrange for the distribution of the remaining net assets according to the applicable provisions of Michigan State law.

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