

BYLAWS
Seattle Chapter
The Society for Marketing Professional Services

ARTICLE I - NAME

1.1. Name. The name of this not-for-profit corporation is THE SEATTLE CHAPTER, SOCIETY FOR MARKETING PROFESSIONAL SERVICES. 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 to 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, distinguished life, and emeritus.

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 if 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 of office. In addition, the Board of Directors may award Distinguished Life membership to other individuals who have made extraordinary contributions toward enabling the Society to accomplish its purposes and goals. Distinguished Life members shall be exempt from payment of membership dues.

3.2.4. Emeritus membership in the Society is available to any regular member in good standing who is retired and who has been an active member of SMPS for a minimum of 15 years, upon application certifying that these requirements are met and upon payment of reduced annual dues as established by the Board of Directors. Upon electing this status, an Emeritus member will no longer be eligible to vote or to serve as a member of the Board of Directors.

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 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 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 events, 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 30 percent are present shall be the acts of the members. Proxy voting shall not be permitted.

3.4.3. All matters to be submitted for a vote by members may be acted upon by written ballot sent by mail, fax, email, or hand delivered, as determined by the Board of Directors.

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 from time to time. Any member who has failed to pay the applicable dues by the date the membership expires shall be suspended and may 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.

3.5.3. Upon written request within 60 days by a firm that paid the membership dues for the current year for a member who is no longer affiliated with the firm, the SMPS membership shall be transferred to another person affiliated with the same firm for the remainder of the term at no additional cost. Those whose memberships are transferred by their firms to other individuals may continue their memberships for the remainder of the term at a discounted rate established by the Board of Directors.

3.5.4. Emeritus members shall pay reduced annual dues as established by the Board of Directors.

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 Chapter's members. Meetings of members may be held at any place within or outside the State of Washington, 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 at least thirty (30) and not more than sixty (60) days in advance of the meeting.

3.8. Quorum. Thirty 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 for in these Bylaws.

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 individuals currently serving as the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past President, and seven (7) Directors-at-Large.

4.1.3. To be eligible for election as a director, an individual must be a Regular or Distinguished Life member in good standing and has served on a committee. No

individual may hold more than one directorship at any time nor have served as National President.

4.1.4. To be eligible for election as President-Elect, the individual must have served on the Board of Directors for the Seattle Chapter or another SMPS Chapter, or on the National Board of Directors.

4.1.5. To be eligible for election as Treasurer, the individual shall have at least some basic bookkeeping or business management experience.

4.1.6. To be eligible for election as Secretary, the individual shall have strong communication and organization skills.

4.2 Board Member Responsibilities.

4.2.1. President. The president is the principal officer of the chapter exercising general oversight of its affairs and officers.

4.2.2. President-Elect. The president-elect stands ready to fill in for the president in their absence. In addition, the president-elect shall have all the powers and be subject to the same restrictions as the president. The president-elect assists the president in overseeing the board and serves as an additional resource for all positions and committees.

4.2.3. Secretary. The Secretary shall keep and be responsible for Chapter records, which include minutes for the past meetings, Chapter Management Manual, Chapter Bylaws, Chapter Annual Strategic Plan and Annual Operating Budget, correspondence, committee reports, and other pertinent information.

4.2.4. Treasurer. The Treasurer shall participate in the development of the annual operating budget, oversee the financial integrity of the Chapter, ensure that income receipts are deposited and correctly recorded and that Chapter expenses are tracked, paid and properly recorded, assure the production of financial reports and annual audit, 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 Board of Directors.

4.2.5. Immediate Past President. The past president remains on the board in a capacity of advisor and to provide continuity to the new board of directors.

4.2.6. Directors-at-Large. The Directors-at-Large shall be full voting members of the Board of Directors and may be assigned responsibility for the management and oversight of one or more committees or other activities as determined from time to time by the Board.

4.3. Election and Term. All directors shall commence their terms of office on September 1.

4.3.1. The President, President-Elect, 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.

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

4.3.3. The Secretary and Directors shall each be elected for a one-year term. No more than two consecutive one-year terms shall be held for any of these Board positions by the same individual.

4.3.4. The Treasurer shall be elected for a two-year term in even-numbered years. No more than two consecutive two-year terms shall be held by the same individual.

4.3.5. 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 must be made by individuals (self-nominations are allowed) and must be received by the Nominations and Elections Committee by April 15. All nominations must include the nominee's personal data, verification of eligibility, and a statement outlining the candidate's views on current Chapter issues and special areas of interest.

4.3.5.1. Individual nominations shall be screened and evaluated by the Nominations and Elections 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.

4.3.6. 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 the ballots are distributed by fax or email, the deadline for votes shall be 10 days later; if by first class mail, the deadline shall be 20 days later; or if by bulk mail, the deadline shall be 30 days later. Votes will be valid if received via fax, email, mail, or hand delivered to a member of the board.

4.4. Vacancies. Subject to the qualifications in Section 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.

4.5. Removal. A majority of directors currently in office may remove any director who fails to attend (or be represented by a qualified substitute for) two meetings in a row or three meetings within a six-month period, or for other just causes.

4.6. 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.

4.7. 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, and a resignation as a director shall be deemed to also constitute resignation from office.

4.8. Meetings. The President shall set the time and place of the regular meetings of the board, which shall occur at least 10 times a year. Special meetings of the Board of Directors may be called by either the President or upon written request of one-half of the members of the Board of Directors. The President, or the directors who call the meeting, shall fix the time and place of

the special meeting. Meetings of the Board of Directors may be held at any location within or outside the State of Washington. Any director may participate in any meeting of the board by means of a conference telephone or similar communication equipment through 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.

4.9. 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, fax, email, or by telephone. If mailed 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, or faxed to the number 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 must be specified in the notice of such a meeting.

4.10. 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 applicable law or by these Bylaws.

4.11. 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, unless the act of a greater number is required by law or by these Bylaws. 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.

4.12. 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 a 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.

4.13. 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, unless:

4.13.1. The director has breached or failed to perform the duties of his or her office under the Articles of Incorporation; or Bylaws of the Chapter or the Society; or under relevant Missouri Statutes; and

4.13.2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

4.13.3. 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 to local, state or federal law.

ARTICLE V - OFFICERS

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

5.2. Responsibilities. In addition to other Board responsibilities as described in Article IV, Chapter officers shall be responsible for approving and executing any deed, mortgage, bond, contract, or other instrument authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to another. Signatories to such instruments shall include the President and at least one other officer.

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, and the Nominations and Elections Committee, each as described below. All standing committees shall include at least one director. Membership is required for participation in Chapter committees. 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 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 subject to board approval and members of the committee shall be appointed by the committee chairperson. 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, President-Elect, Immediate Past President, Secretary and Treasurer, with the President serving as chairperson. The Executive Committee may, 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 taken to the board 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 conversion, 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 Election Committee.

6.3.1. The Nominations and Elections Committee shall consist of at least five individuals, each of whom is a member of the Chapter in good standing, and who represents the diverse membership of the Chapter. The chair of the committee shall be the Immediate Past President 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.

ARTICLE VII - ADMINISTRATION OR STAFF

7.1. Administrator. The Board of Directors may employ an individual to serve as an administrator for the Chapter, and shall fix the terms and conditions of such employment or contract.

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 Society shall indemnify any person, and may purchase insurance, for any purpose and to the greatest extent authorized by Sections 355.461 through 355.501 of the Missouri Nonprofit Corporation Act, as amended from time to time. 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.

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 Washington, 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. These Bylaws may be altered, amended or repealed, and new Bylaws adopted, by action of a majority of the Board of Directors, providing notice is given thirty (30) days prior to the meeting at which the proposed changes are to be considered; and providing that such changes are not contrary to the provisions of the National SMPS organization.