

**BYLAWS
SOCIETY FOR MARKETING PROFESSIONAL SERVICES**

ARTICLE I – NAME

1.1. Name. The name of this not-for-profit corporation is the SOCIETY FOR MARKETING PROFESSIONAL SERVICES. It is hereinafter referred to in these bylaws as the Society.

ARTICLE II – PURPOSE

2.1. Purpose. The purposes of the Society are to promote the professional and educational advancement of persons engaged in marketing professional services and business activities on behalf of professional services firms, foster understanding of the skills and techniques employed in such activities, and exchange of information related to such activities.

ARTICLE III – MEMBERSHIP

3.1. Eligibility. Membership in the Society shall be available to all persons having an interest in marketing and business development of professional services, consistent with our purpose, and who recognize and comply with the Society's Articles of Incorporation, Bylaws, and Standards and Code of Ethics.

3.2. Categories. The following are the membership categories. The Board of Directors may establish other criteria for each membership category unless prescribed in these Bylaws.

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.

3.2.2. Student membership in the Society is available to individuals enrolled in an accredited educational 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 towards enabling the Society to accomplish its purposes and goals. Distinguished Life members shall be exempt from payment of membership dues.

3.2.4. Retired 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, a Retired 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 for membership shall be approved or denied by the Chief Executive Officer or his or her designee.

3.4. Voting.

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

3.4.2. Any Regular member who has failed to pay the applicable dues at the time of any meeting of members or the date by which ballots are mailed from the Society 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 100 is present shall be the acts of the members. Proxy voting shall not be permitted.

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

3.5. Dues.

3.5.1. Each member shall be obligated to annually pay dues in an amount as determined by the Board of Directors from time to time or as prescribed in these Bylaws. Any Regular 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.

3.5.2. Distinguished Life members shall be exempt from annual membership dues.

3.5.3. Upon written request 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 year at a discount rate established by the Board of Directors.

3.6. Meetings.

3.6.1. Annual Meeting. There shall be an annual meeting of the membership, to be held at a time and place to be determined by the Board of Directors, to hear reports concerning the conduct of the Society'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 membership may be called by a majority of the members of the Board of Directors or by written request of at least three hundred (300)

members, with no more than fifty (50) members being from any one chapter. Meetings of members may be held at any place within or outside the State of Missouri, 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 Meeting of members shall be mailed at least thirty (30) and not more than sixty (60) days in advance of the meeting, and of special meetings of members at least fifteen (15) days in advance (by first class mail), but not more than sixty (60) days after receipt of appropriate written request (unless a longer period of notice is required by applicable law). The notice of all special meetings of members shall state the general nature of the business to be transacted. Any written notice shall be delivered personally, by mail or by publication in the Society's newsletter or other journal distributed to members generally or by electronic means.

3.8. Quorum. One hundred (100) members entitled to vote who are present, in person or by written ballot, at any meeting of members 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 Society 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 Society shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Society and/or the Chief Executive Officer (CEO) 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-Treasurer, the Immediate Past President, the Chapter Delegate, the Fellows Delegate and the At-Large Delegate.

4.1.2.1. Effective September 1, 2017, paragraph 4.1.2 shall be replaced with the following: 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-Treasurer, the Immediate Past President, three At-Large Directors, and the Chief Executive Officer (ex officio and non-voting).

4.1.3. To be eligible for election as a director, an individual must be a Regular or Distinguished Life member and must have been such a member for five years as of the date of the meeting at which the results of the election are to be announced. All candidates for the Board must hold either the designation of Certified Professional Services Marketer (CPSM) and/or recognition as an SMPS Fellow (FSMPS), and must keep that status current during their entire tenure on the Board. No individual may hold more than one Directorship at any time nor have served as Society president.

4.1.4. To be eligible for election as President-Elect, the individual must have completed a term as a chapter president or must have served either as a Society board member or Society committee or task force chairperson. The individual shall not have previously served or be serving as President or President-Elect of the Society (except by interim appointment to fill a vacancy).

4.1.5. To be eligible for election as Secretary-Treasurer, the individual must have completed a term as chapter officer or must have served either as a Society board member or Society committee or task force chairperson.

4.1.6. To be eligible for election as an At-Large Director, the individual must have completed a term as a chapter officer, or Society committee or task force chairperson.

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

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

4.2.2. The President-Elect shall be elected at large, shall serve in that office for one year, and shall 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.

4.2.3. The Secretary-Treasurer shall be elected at large for a two-year term and shall be elected in odd-numbered years. Term limit shall be two consecutive two-year terms.

4.2.4. Effective September 1, 2017 and thereafter, one At-Large Director shall be elected in odd-numbered years for one two-year term. Two At-Large Directors shall be elected in each even-numbered years for one two-year term. The term limit shall be two consecutive two-year terms.

4.2.4.1. Effective September 1, 2017, the current Fellows Delegate shall assume the position as an At-Large Director and serve through August 31, 2018. The current At-Large Delegate shall assume the position as an At-Large Director and serve through August 31, 2018.

4.2.5. Nominations. No later than March 1 of each year the Nominations and Elections Committee shall issue a call for nominations and call for petitions for candidates for available positions on the board. Nominations may be made by individuals (self-nominations are allowed) or by petition and must be received by the committee at the Society office 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.

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

4.2.5.2. Petition nominations shall automatically appear on the ballot (along with the slated candidates) if the candidate meets all requirements of the board position being sought. Petitions must be signed by a minimum of 300 members with no more than 50 members from any one chapter, using Society membership numbers as of March 1.

4.2.6. Balloting. A ballot with the slate of candidates determined by the Nominations and Elections Committee plus the names of qualified candidates submitted by petition shall be submitted to the membership by May 15. If the ballots are distributed by facsimile, deadline for votes shall be 10 days later; if by first class mail, deadline shall be 20 days later; if by bulk mail, deadline shall be 30 days later. No ballot is required if no candidates are submitted by petition and the Secretary-Treasurer shall declare the slate elected.

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

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

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

4.6. Resignation. A director may resign from the Board of Directors by written notice to the board. Unless another time is specified in the notice, a director's resignation shall be effective upon receipt by the board, and a resignation as a director shall be deemed to also constitute resignation from office.

4.7. Meetings. The President shall set the time and place of the regular meetings of the board, which shall occur at least twice a year. Special meetings of the Board of Directors may be called by either the President or upon the written request of one-half of the members of the Board of Directors. The President, or directors who call the meeting, shall fix the time and place of any special meeting. Meetings of the Board of Directors may be held at any location within or outside the State of Missouri. Any director may participate in any meeting of the board by means of conference telephone or similar communications equipment by means of which all persons

participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

4.8. Notice. Notice of time and place of each meeting of the Board of Directors shall be given at least fourteen (14) days prior to the date of a regular meeting and at least seven (7) days prior to the date of a special meeting. Notice shall be in writing by mail, telephone, or transmitted by electronic means. If mailed, 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 as shown on the records of the Society. If notice is given by telephone, it shall be deemed delivered when the director who is contacted has been spoken with directly. If notice is given by electronic means, it shall be deemed delivered when the message exits the sender's device and the message is not returned as "undeliverable." The business to be transacted at any special meeting of the Board of Directors must be specified in the notice of such meeting.

4.9. Quorum. The presence of a majority of the voting 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.

4.10. Voting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, 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 Society.

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

4.12. Limitation of Liability. A director of the Society 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:

4.12.1. the director has breached or failed to perform the duties of his or her office under the Articles of Incorporation; or Bylaws of this Society or under relevant Missouri statutes; and

4.12.2. the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

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

ARTICLE V – OFFICERS

5.1. Officers Generally; Election. The officers of the Society shall be a President, a President-Elect, a Secretary-Treasurer, and the Chief Executive Officer. Only Regular members or Distinguished Life members may serve as elected officers of the Society. The President and President-Elect shall each hold office for a term of one year or until their successors are elected and have taken office, provided that the President-Elect shall automatically become President on September 1. The Secretary-Treasurer shall hold office for a term of two years or until his/her successor is elected and has taken office. The Secretary-Treasurer shall be elected in odd-numbered years. No more than one office may be held at one time by the same individual.

5.2. President. The President shall be the principal officer of the Society and shall, consistent with policies established by the Board of Directors, exercise general oversight of its affairs and officers. The President shall preside at all meetings of the members of the Society, at all meetings of the Board of Directors, and at all meetings of the Executive Committee; shall be the principal spokesperson for the Society; shall appoint (with the approval of the Board of Directors) the chairpersons of all Society-committees (except the Finance and Nominations and Elections Committees); and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President may sign, with the Secretary or any other officer of the Society authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to another.

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

5.4. Secretary-Treasurer. The Secretary-Treasurer shall ensure that the minutes of meetings of the membership, the board, and Executive Committee are recorded and maintained in the permanent record of the Society. The Secretary-Treasurer shall participate in the development of the annual budget, oversee the financial integrity of the Society, assure the production of financial reports and an annual audit, serve as chairperson of the Finance Committee, and in general perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

ARTICLE VI – COMMITTEES

6.1. Committees in General

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

6.1.2. Special Committees. The board may, by resolution, establish one or more special committees (“special committees”) to advise 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 Society. 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 meeting of the members of the Society 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. Nominations and Elections Committee.

6.2.1. The Nominations and Elections Committee shall consist of at least five individuals, each of whom has been a member of the Society for at least five (5) years, and who represent the diverse membership of the Society. The chair of the committee shall be the President-Elect of the Society, who shall appoint the other members, subject to approval of the Board of Directors.

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

6.3. Finance Committee. The Finance Committee shall consist of the President, the Secretary-Treasurer and the Chief Executive Officer, with the Secretary-Treasurer as chairperson. The Finance Committee shall be responsible for the general supervision of the Society's finances. It shall prepare and recommend the annual budget, provide for regular financial reports and the annual external audit, review and recommend investments, and alert the board to financial ramifications of the board's decisions.

ARTICLE VII – STAFF

7.1. Chief Executive Officer. The Board of Directors may employ an individual to serve as the Chief Executive Officer (“Executive” or “CEO”) of the Society and shall fix the terms and conditions of the CEO's employment. The CEO shall have full authority for the management of the Society's affairs subject only to the duties specified by the Bylaws or other governing documents or to the direction of the Board or the President. The CEO shall plan, organize, direct, and coordinate the programs and activities of the Society and have sole and exclusive authority for the engagement and discharge of all other employees of the Society.

ARTICLE VIII – CHAPTERS

8.1. Establishment. The Society shall have chapters, which may be designated by city, state, or region. Chapters shall be required to adopt and maintain bylaws that are consistent with these Bylaws and are approved by the Board of Directors of the Society. New chapters shall follow the affiliation procedures adopted by the Board of Directors.

8.2. Governance. The members of each chapter shall elect the governing board and officers of such chapter. Each chapter may conduct its affairs in such manner as it sees fit subject to the authority of these Bylaws, the Society's Standards and Ethics, and the authority of the Society's Board of Directors.

8.3. Membership and Finances. Every chapter member must be a member in good standing of the Society. Chapters shall be financed in part by rebates from Society dues, the amount of which shall be determined by the Society's Board of Directors, and by local program fees and contributions.

ARTICLE IX – DELEGATION OF AUTHORITY

9.1. The Board of Directors may authorize any officer or agent of the Society, 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 Society, and such authority may be general or confined to specific instances. No member or chapter 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 X – INDEMNIFICATION

10.1. 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 XI – MISCELLANEOUS

11.1. Fiscal Year. The fiscal year of the Society shall begin on the first day of September and end on the last day of August.

11.2. 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 Missouri, a waiver thereof, whether given before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

11.3. Use of Assets. The Society'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 Society, or any other person having a personal or private interest in its activities.

11.4. Dissolution. Upon dissolution of the Society, any funds or other assets remaining after payment of all obligations of the Society shall be distributed to accomplish its purposes; to any other allied trade or professional association or society that is exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code; or for charitable purposes or to any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

11.5. 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 Society where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

11.6. Use of Logo. Use of the Society's logo is authorized only by those members and employees of the Society or a chapter conducting official business of the Society or the chapter and must conform to appropriate use of logo as outlined in the Society's policies and procedures.

ARTICLE XII - AMENDMENTS

12.1. Amendments. Upon the recommendation of a majority vote of the entire Board of Directors currently in office, a majority of the members of the Society present and entitled to vote at any meeting of members may amend, alter, repeal, or adopt new Bylaws, provided that notice of any proposed amendment or a summary thereof shall have been given to each director or member not less than thirty (30) days prior to the date of the meeting. Amendments may be adopted by written ballot as permitted by Section 3.4.3.