

# SIM PORTLAND CHAPTER BY-LAWS



Pradeep Kumar



WHERE  
IT  
LEADERS  
CONNECT

PORTLAND

# BYLAWS OF THE PORTLAND CHAPTER SOCIETY FOR INFORMATION MANAGEMENT (SIM)

## Contents

ARTICLE I PURPOSE AND ACTIVITIES .....	3
ARTICLE II APPLICABLE LAW .....	4
ARTICLE III MEMBERSHIP .....	4
ARTICLE IV MEETINGS OF MEMBERS .....	6
ARTICLE V EXECUTIVE BOARD .....	7
ARTICLE VI GOVERNANCE .....	9
ARTICLE VII COMMITTEES MEMBERSHIP .....	10
ARTICLE VIII FINANCES .....	11
ARTICLE IX LIMITATION OF LIABILITIES .....	11
ARTICLE X MEETING GUIDELINES AND BYLAWS .....	11
ARTICLE XI AMENDMENTS & REVISIONS .....	12
Revision History .....	13

## ARTICLE I

### PURPOSE AND ACTIVITIES

**SECTION 1. PURPOSE.** The Portland Chapter (the "Chapter") of the Society for Information Management (the "Society") is committed to enhancing the effectiveness of Information Technology (IT) management within member organizations. This is achieved through a dedicated focus on best practices, emerging technology trends, and leadership development in the IT domain.

**SECTION 2. ACTIVITIES.** The Chapter's activities are organized to foster professional growth, enhance communication, and promote excellence in the IT field. These activities, including education and personal development, presentations and networking, and community engagement and collaboration, support both the private and public sectors. Each category aims to address the comprehensive needs of IT professionals through a variety of initiatives:

**Education & Personal Development:** This category focuses on advancing the knowledge and skills of IT professionals through:

- **Topical Presentations:** Providing access to presentations by leading IT experts and executives on subjects relevant to the IT industry and our members' interests.
- **Executive Education:** Offering in-depth programs designed to educate executives on the implications and management of emerging technologies.
- **Personnel Development:** Supporting senior IT professionals and their teams who show significant career advancement potential with awards, mentorship, and leadership training opportunities.
- **Educational Institutions Outreach:** Partnering with academic institutions to ensure IT curricula meet industry standards, thereby preparing students for successful IT careers through guest lectures, advisory roles, and internship facilitation.

**Presentations & Networking** - Aiming to cultivate a vibrant community of IT professionals through:

- **In-Person Forum:** Creating opportunities for idea exchange and sharing of best practices via Chapter meetings, workshops, and annual conferences.
- **Virtual Forum:** Establishing an online platform for discussions, knowledge sharing, and peer support across various IT topics using social media technologies.
- **Members in Transition:** Providing a confidential setting for members seeking new career opportunities to network, share job openings, and gain career advice.

**Community Engagement & Collaboration:** Dedicated to enriching the broader community through:

- **Community Outreach:** Participating in service projects or providing financial contributions to support local initiatives, including STEM outreach, scholarships for IT aspirants, and grants for special projects, all sanctioned by the Executive Board.
- **Collaboration with Sister Organizations:** Engaging with local groups like the Technology Association of Oregon (TAO), Project Management Institute (PMI), Information Systems Audit and Control Association (ISACA), and International Society of Automation (ISA) to host



## BYLAWS OF THE PORTLAND CHAPTER SOCIETY FOR INFORMATION MANAGEMENT (SIM)

enriching events that broaden the SIM membership experience and foster wider community involvement.

The scope of the Chapter's activities encompasses a broad spectrum of IT-related topics, including conceptual foundations, operational strategies, technological advancements, financial and managerial aspects, networking opportunities, and avenues for professional and leadership development. Through these activities, the Chapter remains committed to equipping its members with the tools and knowledge needed to navigate the rapidly evolving IT landscape.

### ARTICLE II APPLICABLE LAW

**SECTION 1.** The Chapter shall operate as a Nonprofit Corporation, adhering to both the State of Oregon's regulations and the 501(c)(6) requirements set forth by the IRS. It will follow the bylaws of SIM International and the Oregon Nonprofit Corporation Act, as outlined in Oregon Revised Statutes Chapter 65, unless deviations are specified within this document.

### ARTICLE III MEMBERSHIP

**SECTION 1. MEMBERSHIP POLICY.** The Chapter is dedicated to creating an inclusive and diverse forum for its members, prioritizing effective and interactive communication. To this end, membership is structured to encompass a broad spectrum of IT leadership roles, ensuring a dynamic and multifaceted community. Membership is offered to individuals in the following categories:

#### Categories of Members:

- **Practitioner**

Leadership team members who report to the corporate/division head and hold key management responsibilities. Exceptions may be made for people whose job responsibilities are equivalent in complexity. This category includes:

- a. Chief Information Officers (CIOs) and Chief Technology Officers (CTOs), or other CxOs who set technical direction or lead teams that manage technology and their direct reports.
- b. Executive Directors, Directors, and their direct reports
- c. Members or former members "in transition" actively seeking re-employment.
- d. Other leaders and managers whose roles significantly impact the profitability and direction of their organizations.
- e. Retired IT executives or longstanding Chapter members who have made significant contributions to SIM Portland

- **Academic Member**

Full-time university or college faculty members making significant contributions to the IT field, recognized scholars conducting practice-oriented research, or leaders in IT curriculum design initiatives. Senior-level academics with significant influence over the direction of the university

budget are also eligible.

- **Consultant Member**

Leaders at the owner, partner/principal level who influence the technical direction of IT services at their company or their clients' companies are qualified. These individuals must demonstrate that they operate at the senior level to qualify for membership. Their responsibilities are primarily delivering IT services to CIOs and CxOs, not just selling IT services.

- **Other Leaders**

Vendors, recruiters, non-IT executives, former members who are "transitioning" from prior responsibilities, or leaders from another profession with a significant role in matters that impact the strategic direction of information technology will be considered for membership.

- **Member Emeritus**

Retired previous members in good standing or who fell into one of the earlier categories during active service and have served on the Board.

- **SIM Regional Leadership Forum (RLF) graduates and SIM Portland Mentor program**

Applications for Chapter membership by graduates of these programs will be automatically accepted for the year following graduation, provided the applicant's job has not changed to preclude them from participating in the Chapter. At the end of the one year, membership in the Chapter will be reviewed by the Chapter.

All membership renewals are subject to review by the Membership Committee. Notwithstanding the above provisions, the Membership Committee will ensure that more than 80% of the Chapter comprises Practitioners, Academic, and Consultant Members. Chapter members are automatically members of SIM International.

**SECTION 2: MEMBERSHIP EXCEPTION.** The Executive Board retains the discretion to grant membership exceptions for individuals who do not meet standard criteria, including academics, consultants, and former members. This flexibility allows the inclusion of individuals whose experience and contributions are deemed beneficial to the Chapter's mission. When reviewing exceptions, the Board will consider factors such as the individual's impact on IT, leadership experience, and potential contributions to the Chapter.

**SECTION 3: APPROPRIATE BEHAVIOR FOR MEMBERS.** Members must conduct themselves professionally, adhering to a code of conduct that prohibits aggressive marketing activities during Chapter events. This policy, detailed in a separate document, emphasizes respect, integrity, and the professional representation of the SIM community. Violations, particularly those disrupting the professional atmosphere of Chapter activities, may lead to sanctions, including exclusion or expulsion following due process.



## BYLAWS OF THE PORTLAND CHAPTER SOCIETY FOR INFORMATION MANAGEMENT (SIM)

**SECTION 4: RIGHTS AND LIABILITY OF MEMBERS.** All members enjoy voting rights on significant Chapter matters, reinforcing the democratic governance of the Chapter. Members are shielded from personal liability for Chapter obligations. While volunteer service is unpaid, the Chapter may reimburse approved expenses incurred in service to the Chapter, subject to Executive Board approval.

**SECTION 5: MEMBERSHIP YEAR.** The membership calendar aligns with the calendar year, simplifying the administrative process and aligning with typical fiscal periods.

**SECTION 6: MEMBERSHIP DUES.** The Executive Board sets annual dues, which are essential for funding chapter operations, events, and member services. Incentives for early payment or recruitment may be offered to encourage membership growth and retention.

**SECTION 7: MEMBERSHIP RENEWAL.** Members in good standing, having fulfilled their financial obligations to the Chapter, are eligible for renewal. The Membership Committee reviews renewals to ensure ongoing compliance with membership criteria, safeguarding the Chapter's professional standards.

**SECTION 8: EXPULSION.** Members may be expelled for dues delinquency beyond 90 days or for breaches of conduct, following a transparent process that includes notification, an opportunity to respond, and a final decision by the Executive Board. Expelled members may appeal to the Chapter's Officers for a final review.

**SECTION 9: RESTRICTIONS.** To maintain the focus on professional development and networking, overt marketing, recruitment, or business development activities are restricted at Chapter events, with specific exceptions requiring Executive Board approval. This policy ensures events remain valuable and conducive to professional growth.

### ARTICLE IV MEETINGS OF MEMBERS

**SECTION 1. ANNUAL MEETING.** The Chapter shall convene an annual meeting at a time and place determined by the Executive Board, accessible to all members to elect officers and conduct essential business. Members will receive notice of the meeting thirty (30) days in advance to ensure adequate preparation time.

**SECTION 2. CHAPTER MEETINGS.** Chapter meetings will be held for members and guests to enjoy presentations, exchange ideas, and manage the Chapter business. The Event and Program Committees, led by their respective Directors, are tasked with scheduling and content curation, encouraging member input to reflect diverse interests. The annual schedule will be available for member reference on the SIM International web portal.

**SECTION 3. PLACE OF CHAPTER MEETINGS.** Locations for Chapter meetings will be chosen by the Director of Meetings and Events and Committee, with Executive Board approval. Venue selection



## BYLAWS OF THE PORTLAND CHAPTER SOCIETY FOR INFORMATION MANAGEMENT (SIM)

will prioritize accessibility and inclusivity, utilizing a maintained database of venues for efficient planning and feedback consideration.

**SECTION 4. NOTICE OF CHAPTER MEETINGS.** Notification of meetings detailing the venue, date, and time will be electronically communicated to members 5 to 60 days in advance. The communication process includes:

- Authorization for the Director of Meetings and Events and other relevant Directors to access the current member roster via SIM International for Chapter communications, as sanctioned by the Executive Board.
- Members are required to keep their contact information updated on the SIM portal, ensuring the reliable delivery of official communications.
- Provision of online registration for events via the National Portal, extending to special events where feasible, to streamline participation and payment processes.
- Utilization of marketing and social media channels for additional notices, adhering to active Chapter marketing and public relations policies.

**SECTION 5. GUESTS.** Members are encouraged to bring guests to chapter meetings with prior approval from the Executive Board or Membership Committee to introduce potential new members to SIM. Guests should be formally introduced during the meeting, and their inclusion should be aimed at fostering Chapter growth. The Program and Membership Committees will determine guest-related costs and policies.

### ARTICLE V EXECUTIVE BOARD

**SECTION 1. OFFICERS.** The Executive Board shall comprise the President, Past President, President-Elect, Secretary, Treasurer, Assistant Treasurer, and Directors overseeing specific functions such as Programs, Education, Marketing & Digital Strategy, Membership, Meetings and Events, Sponsorship, Operations, Strategic Initiatives, and additional roles deemed necessary.

**SECTION 2. DEPUTIES** Each Officer, except the President, President-Elect, Past President, and Treasurer, must appoint at least one Deputy to ensure continuity and representation. These Deputies are authorized to act on behalf of the Director in Chapter Board meetings, especially in cases of the Director's absence or resignation. The appointment of Deputies ensures robust governance and the effective management of Chapter activities, allowing for flexibility and comprehensive coverage across all functions.

**SECTION 3. TRUSTEES.** All past Presidents maintain eligibility to become Trustees, contingent on continuous membership and active Chapter participation. Trustees, confirmed annually by member vote, are fewer in number than Directors and serve as voting Board members. Their roles include offering guidance to the President, conducting the annual financial audit, and participating in the nominating committee.



## BYLAWS OF THE PORTLAND CHAPTER SOCIETY FOR INFORMATION MANAGEMENT (SIM)

**SECTION 4. ROLES AND RESPONSIBILITIES.** Detailed responsibilities for each Officer, Director, and Trustee are maintained in the Chapter’s Roles & Responsibilities document, as approved by the Executive Board. The bylaws define governance structure and authority; the Roles & Responsibilities document defines operational execution.

**SECTION 5. NOMINATION.** A Nominating Committee, appointed by the President and excluding current officers, will propose candidates for upcoming vacancies, ensuring general membership involvement in the nomination process. All chapter members are eligible for nomination, promoting inclusiveness and governance participation.

**SECTION 6. ELECTION.** Elections are conducted online, with electronic ballots distributed two weeks before the annual election, including provisions for write-in candidates. Active membership is required for voting eligibility. Election results are announced at the April Chapter meeting and emailed to all members. The terms of the elected officers and board members commence following the May Monthly meeting. This ensures a structured transition and alignment with the Chapter's strategic planning and activities.

**SECTION 7. STAGGERED BOARD ELECTIONS FOR CONTINUITY:** To ensure continuity and stability within the Board, elections are structured so that approximately half of the board positions are elected in years ending with an odd number, and the remaining positions are elected in years ending with an even number. This approach facilitates ongoing leadership and smooth transitions within the Board, maintaining the Board's effectiveness and strategic oversight.

Roles elected in a year ending with an odd number	Roles elected in a year ending with an even number
<ul style="list-style-type: none"> <li>• President-Elect</li> </ul>	<ul style="list-style-type: none"> <li>• Secretary</li> </ul>
<ul style="list-style-type: none"> <li>• Treasurer</li> </ul>	<ul style="list-style-type: none"> <li>• Assistant Treasurer</li> </ul>
<ul style="list-style-type: none"> <li>• Director of Education</li> </ul>	<ul style="list-style-type: none"> <li>• Director of Meetings and Events</li> </ul>
<ul style="list-style-type: none"> <li>• Director of Programs</li> </ul>	<ul style="list-style-type: none"> <li>• Director of Marketing &amp; Digital Strategy</li> </ul>
<ul style="list-style-type: none"> <li>• Director of Membership</li> </ul>	<ul style="list-style-type: none"> <li>• Director of Sponsorship</li> </ul>
<ul style="list-style-type: none"> <li>• Director of Operations</li> </ul>	<ul style="list-style-type: none"> <li>• Director of Strategic Initiatives</li> </ul>

**SECTION 8. PRESIDENTIAL ELECTION CYCLE:** The role of the President is structured as a four-year cycle to ensure leadership continuity and mentorship within the Board. The cycle is outlined as follows:

- **Year 1:** The individual elected as President-Elect prepares for their presidency by working closely with the current President, gaining insight and understanding necessary for the role.

- **Year 2:** The President-Elect assumes the role of President. The previous President transitioned to the role of past President, providing support and serving as an advisor, thereby ensuring stability and continuity.
- **Year 3:** The individual continues to serve as President. A new President-Elect is elected this year to prepare for the subsequent cycle.
- **Year 4:** The President transitions to the role of Past President. In this capacity, the past President supports the new President, offering guidance and continuity until the end of their term at the end of the year.

This structured cycle facilitates effective leadership transitions and embeds a system of ongoing mentorship and support among executive roles. It is crucial for maintaining the strategic direction and governance consistency of the Board.

**SECTION 9. MEMBERSHIP FOR OFFICERS.** Executive Board members must maintain active SIM membership, with the Chapter supporting dues for officers without employer reimbursement, underlining the importance of aligning with SIM's broader community.

**SECTION 10. REMOVAL.** A majority vote by the Executive Board can remove any Officer or Executive Board member, following a formal recommendation and scheduling process. Notification of such removal elections is included in the Chapter meeting notices, ensuring transparency and due process.

**SECTION 11. RESIGNATIONS.** Officers may resign via written notice to the President or Secretary, with such resignations taking effect as specified, streamlining the process for voluntary departure from office.

**SECTION 12 VACANCIES.** With Executive Board majority approval, the President fills any vacancies outside the election cycle, ensuring the Chapter's leadership remains robust and effective until the next election.

## ARTICLE VI GOVERNANCE

**SECTION 1. COMPOSITION AND GENERAL POWERS.** The Executive Board, consisting of the President, President-Elect or Past President, Treasurer, Secretary, Directors, and appointed Deputies, governs the Chapter. It oversees property, business, and affairs, formulates policies, and approves activities, ensuring alignment with the Chapter's mission.

**SECTION 2. GENERAL POWERS AND DUTIES.** As the governing body, the Executive Board oversees the Chapter's property, business, and affairs, with the authority to:

1. Act as representatives for members in internal and external matters.
2. Formulate and enact Chapter policies and procedures.
3. Approve and oversee all Chapter activities and arrangements, ensuring alignment with the Chapter's mission and values.



## BYLAWS OF THE PORTLAND CHAPTER SOCIETY FOR INFORMATION MANAGEMENT (SIM)

**SECTION 3. MEETINGS AND VOTING.** The Executive Board must meet at least seven times per membership year and may convene additional meetings as necessary. Meetings may be in-person, virtual, or hybrid. A quorum consists of at least 60% of the Executive Board members. The Board is permitted to conduct business and vote electronically between meetings.

**SECTION 4. QUORUM.** A meeting quorum requires at least 60% of the Executive Board members, including any vacant positions. This ensures that decisions reflect a broad consensus.

**SECTION 5. ELECTRONIC MEETINGS AND VOTING.** Electronic business and voting are permitted between regular meetings. Decisions require a majority vote from a quorum. All determinations and communications must be documented and included in the subsequent meeting's minutes.

**SECTION 6. BYLAWS ENFORCEMENT.** The Executive Board addresses Bylaw violations through an investigative process that includes member notification and determination of corrective actions to ensure fairness and accountability.

**SECTION 7. CONFLICT OF INTEREST.** Executive Board members must disclose any conflicts of interest in transactions or disbursements. Affected members will recuse themselves from related votes. Conflicts and their management will be systematically recorded to maintain transparency and uphold ethical standards.

### ARTICLE VII

#### COMMITTEES MEMBERSHIP

**SECTION 1. FORMATION AND MANAGEMENT OF COMMITTEES.** The Executive Board has the authority to form standing committees as defined in the Chapter's Roles & Responsibilities document. It also holds the discretion to appoint additional committees to address emerging needs or specific tasks, ensuring the Chapter's objectives are met efficiently.

**SECTION 2. SPECIAL COMMITTEES.** The President is empowered to establish special committees, appointing members as necessary. These committees are tasked with specific, non-governing functions and report directly to the Executive Board, highlighting the collaborative nature of Chapter governance.

**SECTION 3. COMMITTEE MEETINGS.** Committees are expected to meet quarterly to discuss progress, plan activities, and coordinate efforts. Committee Directors are responsible for notifying members of upcoming meetings at least seven days before, facilitating organized and productive engagements.

**SECTION 4. REMOVAL FROM COMMITTEES.** The Executive Board holds the authority to remove any committee director or member for cause based on the recommendation of the Committee Director. This ensures that committee memberships are aligned with the Chapter's goals and standards.

### ARTICLE VIII FINANCES

**SECTION 1. FISCAL YEAR.** The Chapter's fiscal year aligns with the calendar year, simplifying financial planning, reporting, and auditing processes.

**SECTION 2. FUND DEPOSITS.** All Chapter funds are to be promptly deposited with qualified custodians as official Chapter assets. Interest or dividends earned are to be reinvested, supporting the Chapter's financial growth and stability.

**SECTION 3. FUND DISBURSEMENTS.** The Treasurer is responsible for all fund disbursements, with the Assistant Treasurer and President serving as alternates if necessary. Expenditures not included in the approved budget require Executive Board approval, except for minor reimbursements, ensuring fiscal responsibility.

**SECTION 4. TREASURER'S REPORT.** Annually, the Treasurer or Assistant Treasurer will present a comprehensive financial report to the Executive Board at the annual meeting. This report is available for inspection by any Chapter member upon request, promoting transparency.

**SECTION 5. FINANCIAL REVIEW.** The Chapter's accounts will undergo an annual review by an independent representative, not a current Executive Board member, to ensure accuracy and integrity in financial reporting and management.

**SECTION 6. DISSOLUTION.** In the event of dissolution of the Chapter, all assets and records of the Chapter will be transferred promptly to SIM International. In the event the Chapter disassociates with SIM International, all records and assets shall remain with the newly formed organization.

### ARTICLE IX LIMITATION OF LIABILITIES

Nothing herein shall constitute members of the Chapters as partners for any purpose. No member, Officer, agent, or employee of this Chapter shall be liable for the acts or failure to act on the part of any other member, Officer, agent, or employee of the Chapter. Nor shall any member, Officer, agent, or employee be liable for his acts or failures under the Bylaws, except only acts or omissions to act arising out of his willful misfeasance.

### ARTICLE X MEETING GUIDELINES AND BYLAWS

**SECTION 1. MEETING GUIDELINES.** For the conduct of meetings, the Chapter Executive Board may refer to Robert's Rules of Order Revised (RONR) as a procedural guide. These guidelines serve to supplement the bylaws, which remain the primary governing document in any situation where discrepancies may arise. The application of RONR is at the Executive Board's discretion, allowing for flexible and efficient meeting management.

**SECTION 2. INTERPRETATION OF BYLAWS.** The Executive Board is designated as the ultimate authority for interpreting these bylaws, ensuring that any ambiguities or disputes can be resolved consistently and in alignment with the Chapter's goals and principles.

**SECTION 3. SUSPENSION OF BYLAWS.** The bylaws may be temporarily set aside by a two-thirds vote of members present at any Executive Board or Chapter meeting, providing the flexibility needed to effectively address unforeseen or exceptional circumstances.

**SECTION 4. NON-CONFLICT WITH INTERNATIONAL CONSTITUTION AND BYLAWS.** These Chapter bylaws are crafted to complement, not conflict with, the overarching bylaws and constitution of SIM International. Any deviation from this principle requires explicit written consent from SIM International, promoting harmony and alignment within the broader SIM community.

### ARTICLE XI

#### AMENDMENTS & REVISIONS

**SECTION 1. BIENNIAL REVIEW.** The bylaws and role descriptions of SIM Portland shall undergo a biennial review to ensure they remain relevant and effectively govern the organization in response to the evolving needs of the membership and the external environment.

**SECTION 2. REVIEW COMMITTEE & PROCESS:** A Bylaw Review Committee shall be appointed by the President or the Executive Board every two years. This committee will be tasked with conducting a comprehensive review of the bylaws and all role descriptions according to the following process:

1. **Assessment:** The Review Committee will solicit feedback from members, assess organizational and operational changes, and evaluate the effectiveness of the bylaws and role descriptions.
2. **Recommendations:** Based on the assessment, the Committee will propose necessary amendments or revisions to the Executive Board.
3. **Approval:** Any amendments or revisions must be approved according to the procedures outlined in Article XI, Section 5 of these bylaws.

**SECTION 3. DOCUMENTATION:** The outcomes of the review and any subsequent changes to the bylaws or role descriptions shall be well-documented and made accessible to all members.

**SECTION 4. AMENDMENTS:** Amendments to these bylaws can be proposed by the Executive Board or through a petition by at least 40% of the membership. Proposed amendments must be submitted in writing to the Secretary at least 21 days before the next scheduled monthly meeting.

**SECTION 5. VOTING.** Adopting an amendment requires a two-thirds majority vote from the members present at a monthly Chapter meeting. This voting threshold underscores the importance of consensus and broad support for governance changes, reflecting the democratic values of the organization.



WHERE  
IT  
LEADERS  
CONNECT

PORTLAND

## BYLAWS OF THE PORTLAND CHAPTER SOCIETY FOR INFORMATION MANAGEMENT (SIM)

### Revision History

Version	Date	Comments
7.1		Added role for Director of Operations
7.0	May 8 <sup>th</sup> , 2024	Revised and duly adopted by the membership
6.0	April 14 <sup>th</sup> , 2021	Revised and duly adopted by the membership
5.0	February 11 <sup>th</sup> , 2020	Revised and duly adopted by the membership
4.0	October 8 <sup>th</sup> , 2017	Revised and duly adopted by the membership
3.0	November 9 <sup>th</sup> , 2016	Revised and duly adopted by the membership
2.0	April 4 <sup>th</sup> , 2002	Revised and duly adopted by the membership
1.0	March 21 <sup>st</sup> , 2001	Duly adopted by the membership