

BY-LAWS

APICS – THE AMERICAN PRODUCTION & INVENTORY CONTROL SOCIETY, FOX RIVER CHAPTER NO. 207

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By-Laws
Of
APICS – The American Production and Inventory Control Society,
Fox River Chapter No. 207

ARTICLE I. NAMES, AFFILIATIONS

- A. The name of the corporation shall be APICS – The American Production and Inventory Control Society, Fox River Chapter 207, hereinafter referred to as “Chapter.”
- B. The Chapter shall be affiliated with the International Organization known as APICS – The American Production and Inventory Control Society, also known as The Association for Operations Management, hereinafter referred to as “the Association” or “Association.”
- C. The Chapter also has such powers as are now or may hereafter be granted by the General Not-for-Profit Corporation Act of the State of Illinois.

ARTICLE II. DEFINITIONS

- A. Chapter shall mean the APICS - The American Production and Inventory Control Society, Fox River Chapter 207, Inc., also known as APICS Fox River, also known as the APICS Fox River Chapter, and also known as Fox River Chapter.
- B. APICS shall mean APICS – The American Production and Inventory Control Society also known as APICS - The Association for Operations Management.
- C. The Association shall mean APICS – The American Production and Inventory Control Society also known as APICS - The Association for Operations Management.
- D. Board shall mean the Board of Directors of the Chapter as listed in the organizational section of the Policies and Procedures Manual. Board will also mean filled board positions. Vacancies are not included for purposes of voting.
- E. This Chapter is organized as a not for profit organization and no part of the net earnings shall be distributed to the benefit of any individual member.
- F. The term “SOPs” and/or “Procedure” shall mean Chapter board approved standard operating procedures.

ARTICLE III. PURPOSES

The Chapter is organized and shall be operated for the following purposes:

- A. To foster and maintain high standards in the fields of operations management and supply chain management.
- B. To provide a means of mutual exchange of problems and ideas in the field of operations management and supply chain management.
- C. To promote educational programs which are relevant to the fields of operations management and supply chain management.
- D. To inform members and interested non-members in techniques and systems in the field of operations management and supply chain management.
- E. To establish an awareness and recognition among industry leaders in the field of operations management and supply chain management.
- F. To distribute so much of the assets or funds of the Chapter to schools with active Fox River Chapter associated Student Chapters for funding their operations and/or supply-chain related scholarships as the Chapter Board deems necessary and appropriate.
- G. In order to accomplish the purposes set forth above, the corporation is authorized to transact any and all lawful business under the Illinois General Non Profit Corporation Act.

ARTICLE IV. MEMBERSHIP

- A. Qualification and eligibility for Chapter membership shall follow the policies established by the Association and shall be open to any Association member in good standing upon application and collection of Chapter dues.
- B. Membership Types shall match those of the Association.
- C. Termination
 - 1. A Chapter member shall be deemed terminated when that person is no longer carried on the Association's membership rolls. Any membership may be suspended or terminated for cause.
 - 2. Sufficient cause for such suspension or termination of membership shall be a violation of the By-laws or any lawful rule or practice duly adopted by the Association and/or by the Chapter, or any other conduct prejudicial to the interests of the Association and/or of the Chapter.
 - 3. The Chapter board may, with a 2/3 vote of the entire board, suspend or expel a member for cause according to the following provisions:
 - a. The member is notified of the pending action and given the opportunity to respond to the charges within a 30 day time period.
 - b. A suspended member shall be stricken from the membership roll and may be reinstated only by approval of a 2/3 vote of the entire board.

D. Transfer of Membership

1. A person may transfer membership from one chapter to another by notifying the Association. The Association has established policies and procedures for chapter notification and dues distribution. Membership dues shall remain with the Chapter to which they were paid, and the transferring member will be a member of the new chapter for the remainder of the year in which the transfer occurs.

ARTICLE V. DUES

- A. Annual Chapter dues, which are in addition to Association dues, are established by the Chapter Board of Directors. Notification of pending changes in the dues structure must be sent by mail or electronically to Chapter membership at least 60 days prior to the board meeting in which it will be voted upon.
- B. Chapter dues are billed and collected by the Association and rebated to the Chapter. The Association must be formally notified of changes in Chapter dues according to Association policy and procedures.

ARTICLE VI. FINANCE

- A. Contracts: No Chapter board member may enter into a contract, release, agreement or letter of intent in the name of, or on behalf of, the Chapter without budgetary approval of the Board.
- B. Chapter funds may be disbursed according to either of the following conditions:
 1. Authorized expenses within the board approved budget may be paid in accordance with Chapter policies and procedures.
 2. Emergency, excess budgetary or non-budgeted items require the approval of the majority of the Board.
- C. All expenditures authorized by the Board must be audited and signed by 2 officers in addition to the Treasurer, at least one of whom has signature authority on the account. This is intended to be a verification process.

ARTICLE VII. BOARD OF DIRECTORS

A. Functions

1. The control and management of the affairs, activities, property, and funds of the Chapter shall be vested in the Board of Directors.
2. The Board shall be responsible for the establishment of policy for the Chapter.

B. Composition

1. The Board shall consist of the elected officers of the Chapter as defined in Article VII.

C. Terms of Office.

1. Officers shall be elected annually to one-year terms of office to coincide with the

Chapter fiscal year immediately following their election.

- a. Appointments to fulfill a partial term of office shall not count as a full term of office unless the term covers more than half of the board meetings for that year.
 - b. A resignation after a partial term covering more than half of the board meetings will count as a full term of office.
2. The President and Executive Vice President may serve no more than two consecutive terms in the same position unless a qualified applicant is not available and a majority of the board approved.

D. Removal of Board Members.

1. Any Board member or officer who misses 3 consecutive board meetings without cause during the one-year term of office can be removed from the Board.
2. At a regular or special meeting of the Board, an officer may be removed for cause by a 2/3 vote of the entire Board, subject to the following conditions:
 - a. A vote for removal for cause shall not be taken until the officer has been given advance written notice of the reasons for removal and an opportunity of at least 30 days to be present and heard at the board meeting at which such matter will be considered.
 - b. The removed officer retains all rights and privileges accorded Chapter membership.
 - c. The removed officer may be reelected by the members, and if so reelected, may not again be removed from the Board for the same incident.

E. Vacancies.

1. In the event of a vacancy in the office of the president, the Executive Vice President shall assume the office of the president.
2. Vacancies in other offices shall be filled by presidential appointment, with at least 2/3 approval of the Board.

F. Compensation

Members of the Board of Directors typically shall not receive any compensation for their services in their capacity as a Board Member. Budgeted authorizations may prescribe procedures for approval and payment of such expenses by designated officers or agents of the Chapter. Nothing herein shall preclude a Board Member from serving the Chapter in any other capacity and receiving compensation for such other services.

G. Meetings of the Board

1. Board meetings shall be held not less than six times a year, at a time and place designated by the President. The first meeting of a new Board will be held within two months of its installation.
2. In addition to regular board meetings, board meetings may be called at the request of the President, or request of not less than three other officers, for the purpose of addressing a specific issue. At these meetings, the board may act only upon the specific issue for which the meeting was convened. If timing or special circumstances require immediate action, these meetings may be done electronically and documented with separate minutes.
3. A quorum for regular board meetings shall be at least five members of the Board, of which only 49% can be from the same company, consisting of the following: President or designate, Secretary or designate, Marketing Team member, Education Team

- member, one other Board member
4. Written notice including the time and place of all Board meetings shall be given to each member of the Board not less than seven days in advance of the meeting. The seven-day notice may be waived by an advance consent, which may be granted electronically, of two-thirds of the entire Board to conduct urgent business at a special meeting.
 5. Each member of the Board shall have one vote. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the entire Board, except where otherwise provided by law or by these bylaws.

ARTICLE VIII. CHAPTER OFFICERS

The Board shall contain three teams of elected officers, administrative, marketing, and education. In addition to the positions described below, other officer positions are described in the SOP for each team.

A. ADMINISTRATIVE TEAM

1. President – The President shall be the Chief Executive Officer of the Chapter and shall in general manage and control all of the business and affairs of the Chapter.
 - a. The President shall preside at all regular or special meetings of the membership and meetings of the Board of Directors.
 - b. The President may appoint ad-hoc committees to accomplish the general purposes or special projects of the Chapter. These committees shall serve until the end of the Chapter fiscal year of the appointment, unless dissolved at an earlier date, or reappointed by the subsequent President.
 - c. The President is an ex-officio member of all committees, except the nominating committee.
 - d. The President shall be responsible for ensuring the Chapter's financial books are independently audited or reviewed per the recommendations of the Chapter Leadership Handbook for Finance / Treasurer.
 - e. In general that person shall perform all duties incident to the office of the President, and such other duties as may be prescribed by the Board of Directors from time to time.
2. Executive Vice President – The Executive Vice President shall be the Chief Operating Officer of the Chapter and shall supervise and control the day to day operations of the Chapter.
 - a. In the absence of the President or in the event of that person's inability or refusal to act, the Executive Vice President shall perform the duties of the President, and when so acting shall have all powers of, and be subject to all the restrictions upon the President.
 - b. The Executive Vice President shall assist the Treasurer in preparing the annual operating budget, and hold supervisory responsibilities for Chapter membership recruitment, and retention.
 - c. The Executive Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.
 - d. The Executive Vice President shall oversee the preparation and submission to the Region representatives of the Chapter Benchmarking and Reporting (C-BAR) materials.
3. Treasurer – The Treasurer shall be the financial officer of the Chapter.

- a. The Treasurer is bonded for the faithful discharge of that person's duties in the sum surety or sureties as the Board of Directors shall provide.
- b. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Chapter from any source whatsoever, and deposit all such monies in the name of the Chapter in such depositories as shall be selected by the Board of Directors.
- c. The Treasurer shall provide a statement of the financial condition of the Chapter at every Board meeting with a detail listing of both income and expenditures.
- d. The Treasurer shall submit an annual operating budget to the Board for approval at the first meeting after the beginning of the fiscal year.
- e. In general the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

4. Secretary

- a. The Secretary shall keep the minutes of all annual and special meetings of the Membership and board of directors.
- b. The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws
- c. The Secretary shall be custodian of the Chapter's records, bylaws, and SOPs. The Secretary shall ensure that all core Chapter documents are electronically archived.
- d. In general the Secretary shall perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

B. MARKETING TEAM

Vice President of Marketing – The Marketing Vice President shall supervise the affairs of the Chapter pertaining to publicity, publications, and communications, and such other duties as from time to time may be assigned by the President or the Board of Directors.

C. EDUCATION TEAM

Vice President of Education – The Education Vice President shall supervise the affairs of the Chapter pertaining to certification, seminars, programs, instructor services, educational programs the Chapter establishes in cooperation with educational institutions, consultants, and such other duties as from time to time may be assigned by the President, or Board of Directors.

ARTICLE IX. ELECTION OF OFFICERS

A. Qualifications

1. Candidates shall be Chapter members in good standing and voting members of APICS.
2. Candidates for the following positions - President, Executive Vice President, Vice President of Marketing, Vice President of Education Leader, Secretary, and Treasurer, must have been a Chapter member for at least one year prior to running for election.
3. No more than 35% of the Board may be from the same company, where the definition of the word company is broad and is meant to include all divisions or subgroups of any one organization regardless of legal status, tax filing status, or any other

distinguishing feature. The intent is to ensure that representatives from one company do not have majority control over the chapter.

4. Student chapter members may not hold a Chapter board position, but are strongly encouraged to volunteer their time or services.

B. Candidates

1. Candidates shall be nominated by the Nominating Committee.
2. Additional written nominations may be made by any member in good standing, supported by the signature of 1 current Chapter member, and submitted to the Secretary.

C. Nominating Committee

1. The nominating committee is charged with the responsibility of nominating a slate of candidates.
2. The nominating committee shall consist of one board member, who shall chair the committee, and not less than two additional chapter members in good standing, to be appointed by the President with the approval of the board.
3. No more than two members of the committee may be from the same company.

D. Elections

1. Elections shall take place at the general membership meeting in May; all Chapter members in good standing who are in attendance may vote.
2. Elections shall be by a plurality of those votes cast.

ARTICLE X. MEMBERSHIP MEETINGS

- A. An annual membership meeting shall convene in May for the purpose of electing Chapter Officers for the following fiscal year, and for the transaction of such other business as may come before the meeting.
- B. Regular membership meetings will be held at locations and times designated by the President or Board approved designee for general education and/or entertainment purposes per SOPs.
- C. Special membership meetings may be called by the President, a majority of the Board, or at least five voting members of the Chapter, for the purpose of addressing a specific issue. If the request comes from the five voting members, it must be submitted in writing to the President.
 1. At a special membership meeting, the membership may act only upon the specific issue for which the meeting was convened.
 2. Written notice including the time and place of all regular and special membership meetings shall be sent to each member not less than fifteen days in advance of the meeting, in accordance with SOPs.
 3. A quorum for regular and special membership meetings shall be the members present. Each member in good standing shall have one vote. Members who are not in attendance cannot vote.

ARTICLE XI. PARLIAMENTARY AUTHORITY

- A. Unless otherwise specified by the chairperson, Robert's Rules of Order, revised, shall determine the conduct of business in all Chapter meetings, except where these rules would be inconsistent with the Articles of Incorporation, Association bylaws or Chapter bylaws.
- B. There shall be no Chapter meetings closed to the membership, with the exception of the Nominating Committee.

ARTICLE XII. BY LAWS

- A. The Chapter Board of Directors shall be the authority for the interpretation of these bylaws.
- B. Amendments
 - 1. These bylaws may be repealed, replaced or amended by an affirmative 2/3 vote of filled board positions.
 - 2. Notice of proposed amendments or changes to these bylaws shall be mailed or made available electronically to all Chapter members by the Secretary at least thirty days prior to the Board meeting at which such amendments or changes may be adopted.

ARTICLE XIII. DISTRIBUTION OF FUNDS AND DISSOLUTION

- A. This chapter shall use its funds only to accomplish the objectives and purposes specified by these bylaws. This should not, however, prevent the payment of reasonable compensation for services rendered to or for the Chapter in carrying out any of its purposes (i.e. instructing) or the reimbursement of expenses, in accordance with Chapter policy as determined by the Board.
- B. As one of the last acts in advance of dissolution, the Board shall in accordance with the tenets of Article III – Purposes, above, designate and authorize the distribution of any and all remaining funds.
- C. Upon the dissolution of the Chapter, any funds remaining shall be donated to area organizations which are involved in local training and education programs in Operations and Supply Chain related areas as determined by the outgoing Board of Directors. This will be decided by 2/3 Board Vote on which organization(s) to donate the remaining funds.

These Bylaws are ratified and confirmed by a majority of the quorum of the current Board of Directors on this the 10th day of September, A. D., 2013.

Tony J. J... President

Richard L. Skene 9/10/13 Secretary