

# APICS Toledo, Chapter 69

## Bylaws

(To be proposed at 2016 Chapter Annual Meeting)

### **ARTICLE I**

#### **NAME AND AFFILIATION**

- Section 1. The name of this organization shall be APICS, Toledo Chapter #69.
- Section 2. This Chapter shall be affiliated with the international organization known as APICS.

### **ARTICLE II**

#### **PURPOSE**

- Section 1. To unite, through membership in this Chapter, persons interested in Operations and Supply Chain Management, and promote good fellowship among such members.
- Section 2. To provide, through research, discussion and educational programs, the opportunity for members to increase their knowledge of techniques and systems in the profession.
- Section 3. To provide opportunity for the mutual discussion of problems and exchange of ideas in the area of Operations and Supply Chain Management.
- Section 4. To foster and maintain high standards in the professions of Operations and Supply Chain Management, and to promote recognition of these professions.

### **ARTICLE III**

#### **EXISTENCE**

- Section 1. The period during which said Chapter shall continue is perpetually.
- Section 2. Dissolution.
- A. This Chapter may be dissolved by a majority vote of members present at a meeting called for that purpose with specific notice of at least thirty (30) days prior to the meeting.
- Upon such dissolution, and after payment of all just debts and liabilities of the Chapter, any remaining assets shall be divided and forwarded as follows:

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- 1/3 to the Richard Penlesky / APICS Toledo Scholarship Endowment Fund at Bowling Green State University
- 1/3 to the Renee V Elicano / APICS Toledo Scholarship Endowment Fund at The University of Toledo
- 1/3 to the APICS Supply Chain Council or then current successor

### **ARTICLE IV**

#### **MEMBERSHIP**

Section 1. The membership of the Chapter shall be composed of persons who subscribe to the purpose of the Chapter as described in these by-laws.

Section 2. Membership is open to all persons interested in Operations and Supply Chain Management or related professions.

### **ARTICLE V**

#### **MEMBERSHIP PROCEDURE**

Section 1. Application for membership in the Chapter shall be made by preparing the "Application for Membership" form and submitting it with the correct dues to the APICS.

### **ARTICLE VI**

#### **TRANSFER OF AFFILIATION BETWEEN CHAPTERS**

Section 1. Transfer of affiliation from one Chapter to another shall be made by the member requesting APICS to reassign the member's affiliation. Affiliation with the original Chapter shall continue until the transfer is effected.

### **ARTICLE VII**

#### **TERMINATION OF MEMBERSHIP IN CHAPTER**

Section 1. A member may resign from the Chapter at any time by notifying APICS.

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- Section 2. Any members whose dues are unpaid for the current year shall forfeit membership and have no vote in any matters pertaining to the Chapter and may be removed from chapter mailing lists (surface mail or electronic). Membership shall be restored immediately upon the payment of dues.
- Section 3. The Board of Directors of the Chapter may suspend, for a definite or indefinite period, or expel any member for cause. This shall not be done until the member has been given ample opportunity to defend his/her action. Any expelled member can be readmitted to the Chapter membership upon approval of the Board of Directors of the Chapter.

### **ARTICLE VIII**

#### **DUES**

- Section 1. All Chapter members are sent a statement of the amount of their annual dues by APICS.

### **ARTICLE IX**

#### **FISCAL YEAR**

- Section 1. The fiscal year of the Chapter shall start July 1 of one year and end June 30 of the following year.

### **ARTICLE X**

#### **MEETINGS**

- Section 1. Chapter meetings will be held as required between September and June. The location of Chapter meetings is determined by the Vice President Programs. Members shall be notified of the time and place of each meeting at least two (2) weeks in advance by the Vice President Programs. Notification shall be by surface mail, electronic mail or any method deemed appropriate by the Vice President Programs.

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Section 2. Meetings of the chapter members, or the Board of Directors, may be called by the President or, on request to the Vice President Administration, by a majority of the Board of Directors.

Notice of special meetings, stating time, place and objective of the meeting, will be communicated to each member or each member of the Board of Directors, as the case may be, at least one (1) week before the meeting. Notification shall be by surface mail, electronic mail or any method deemed appropriate by the Vice President Administration.

Section 3. Any issue subject to membership vote will be published and communicated to all members at least one (1) week in advance of the meeting. Notification shall be by surface mail, electronic mail or any method deemed appropriate by the Vice President Administration. A majority vote at the meeting will decide the issue.

### **ARTICLE XI**

#### **GOVERNMENT**

Section 1. The control and management of affairs, property and funds of the Chapter shall be vested in the Chapter Board of Directors.

Section 2. All issues requiring a vote coming before the Chapter, its duly authorized governing bodies and committees, shall be decided by majority of votes cast unless otherwise specifically provided.

Section 3. Motions shall be decided by a vote of members present. Any member may demand and obtain a vote by a secret ballot, if desired.

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### **ARTICLE XII**

#### **OFFICERS**

Section 1. The officers of the Chapter shall be:

- Chair
- President
- Executive Vice President
- Vice President Administration
- Vice President Education
- Vice President Finance
- Vice President Membership
- Vice President Programs
- Vice President Publicity
- Vice President Student Liaison

Section 2. The elected term of office for the officers of the Chapter shall be one (1) year.

### **ARTICLE XIII**

#### **ELECTION OF OFFICERS**

Section 1. The officers of the Chapter shall be elected by the Chapter members at an Annual Meeting to be held between May 1st and June 30th as decided by the Board of Directors.

The newly elected officers shall assume their offices on July 1, the beginning of the fiscal year for the Chapter.

Section 2. Officers must be current members of the Toledo chapter of APICS at the time of the Annual Meeting and must maintain membership during their elected year in office. If their membership lapses during the year the officer will cease to be a member of the Board of Directors for the remainder of the board year unless and until their membership is renewed.

Section 3. Any office other than those of the Chapter President and Executive Vice President may be combined at the discretion of the Board of Directors.

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- Section 4. Any office vacated (or office holder unable to perform his/her duties) shall be filled by the Board of Directors, by election at the next monthly board meeting, and this officer shall serve the unexpired term.
- Section 5. The outgoing President shall automatically become the Chair of the Board of Directors for the next year. The next three most recently retired presidents shall automatically become members of the Past-President's Advisory Board, and shall be invited to all board meetings, but shall not vote.
- Section 6. The outgoing President is normally succeeded by the current Executive Vice President.
- If there is no Executive Vice President there will be an election for the office of President, candidates for the position must have been members of the Toledo board for the current year.
- No individual may serve more than 3 consecutive terms as President.
- Section 7. Candidates for the office of Executive Vice President must have been elected at the previous Annual Meeting as a voting member of the current APICS Toledo Chapter Board of Directors to be eligible for this office.
- Section 8. Candidates for the office of Vice President of Finance must have served at least one year as a voting member of the APICS Toledo Chapter Board of Directors to be eligible for this office.
- Section 9. All other officers will be elected annually.

### ARTICLE XIV

#### DUTIES OF OFFICERS

- Section 1. The **Chair** is the immediate past President of the Chapter. The Chair shall advise the current President, provide leadership continuity and, as necessary, provide counsel and advice to members of the Board of Directors and the Executive committee.

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- Section 2. The **President** shall be the executive head of the Chapter. The President shall preside at all annual and special meetings of the Chapter, and at all meetings of the Board of Directors and Executive committee.
- Section 3. The **Executive Vice President** shall perform the duties of the President in the absence of the President, or the inability of the President to act. The Executive Vice President shall compile information required for district and APICS reporting or award programs assisted as necessary by other chapter officers.
- Section 4. The **Vice President Administration** shall keep, or cause to be kept, full and complete records of the Chapter. The Vice President Administration shall keep records of all annual and special meetings of the Board of Directors and Executive Committee.
- If the position of Executive Vice President is unfilled the VP Administration will be responsible for the compilation of information required for district and APICS reporting or award programs assisted as necessary by other chapter officers.
- Section 5. The **Vice President Finance** shall be the financial officer of the Chapter. The Vice President Finance shall keep, or cause to be kept, complete records of all monies received and disbursed by or on behalf of the Chapter, and shall secure proper receipts for all moneys disbursed.
- The Vice President Finance shall be Chair of the Finance Committee.
- Section 6. The **Vice President Programs** shall arrange all programs for the Chapter. The agenda for each monthly meeting of the members will be established and published prior to each meeting. The Vice President Programs can arrange for a feature speaker, panel discussion, or other suitable program relative to the statements of purpose of the Chapter as made in Article II.
- The Vice President Programs shall select all meeting places for monthly dinner meetings of the members, and shall arrange for provision of dinner to the members at a price established by the Board of Directors. All necessary facilities for a dinner meeting conducive to a relaxing and friendly meeting atmosphere will be arranged and contracted by the Vice President Programs.

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All reservations (if required) for any regular or special dinner meeting will be handled by the Vice President Programs.

Section 7. The **Vice President Membership** shall develop and promote programs for the enlistment of new members for the Chapter. All necessary forms (or paperwork) regarding new or present Chapter members will be processed by the Vice President Membership and sent to APICS. The Vice President Membership will act as liaison between the Chapter and APICS regarding any Chapter member status problems.

Section 8. The **Vice President of Education** shall promote programs to further develop the education of the Chapter members within the areas of Operations and Supply Chain Management and shall offer the Chapter members the opportunity to further their knowledge of techniques and systems in the profession. This position will also work with any university or college in the development and presentation of classes of instruction by the university, college or Chapter.

The Vice President of Education shall be responsible for planning and conducting Chapter seminars as required.

Section 9. The **Vice President Student Liaison** shall work with any local university or college in granting Chapter scholarships and in supporting and administering chapter-level activities associated with student programs or competitions and supporting and advising the student chapter board of affiliated student chapters.

Section 10. The **Vice President Publicity** shall prepare and arrange for all publicity regarding any Chapter function. Any newsletters, flyers or publications will be edited and published by the Vice President Publicity. Any recognition or awards due or received by a Chapter member will be publicized by this Vice President.

Section 11. The President and Vice President Finance shall submit annual reports at the annual meeting of the Chapter. The report of the President shall be made on behalf of himself/herself as President and on behalf of the Board of Directors. The report of the Vice President Finance shall be reviewed by the Executive committee not more than thirty (30) days prior to the annual meeting.

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Section 13. All instruments for the payment of money shall be drawn in the name of the Chapter.

Section 14. Any movement of funds of the Chapter from any account to another account or between financial institutions by the Vice President Finance shall be approved in advance, including amounts for each account, by a majority vote of the Board of Directors.

### ARTICLE XV

#### BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of the officers listed in Article XII, Section 1, and only the officers of the chapter are entitled to vote on Board matters.

Section 2. The Board of Directors will meet prior to September 1 and establish and organize themselves for their term of office.

Section 3. The quorum of the Board of Directors shall consist of any number of its members but not less than thirty-three and one-third (33 1/3) percent of the voting membership of the Board, excluding any voting membership position unfilled at the time of the meeting.

Section 4. The Board of Directors, by a majority of all of the Directors, may also appoint an Executive Committee consisting of the President, Executive Vice President, Vice President Administration and Vice President Finance and not more than two (2) additional board members. This committee shall, when the board is not in session, possess such authorities and powers for transaction of the Chapter's business as the board may, from time to time, confer upon it. The acts of such committee shall not relieve the Board of Directors of any responsibility placed upon such board by applicable state or federal law.

Section 5. Monthly meetings of the Board of Directors shall be held at such place and time as the Board and / or the President may direct.

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- Section 6. Any member of the Board of Directors may be relieved from office upon petition of two-thirds (2/3) of the Board membership for due cause and after having been given the opportunity to make a defense against said charges.
- Section 7. Any vacated directorship shall be filled by the Board of Directors from the membership to serve the balance of the unexpired term.
- Section 8. At any time a maximum of 1/3 (one third) of the listed voting positions on the Board of Directors may be held by representatives from one parent group / company unless a member is appointed by majority vote of the Board between Annual Meetings.

### **ARTICLE XVI**

#### **COMMITTEES**

- Section 1. The following committee chairpersons shall be appointed by the President as and when any of these committees are deemed necessary by the Board of Directors.
- The role of chairperson may be filled from the general membership:
- A. Nominating Committee Chair.
  - B. Rules and Procedures Committee Chair.
  - C. National Delegate.
- Chairs of the above committees serve at the pleasure of the President and will step down immediately if so requested by the President
- Section 2. The Vice President Finance shall be the chair of the Finance Committee.
- Section 3. Selection of committee members shall be by the Committee Chair, subject to the President's approval.
- Section 4. Duties of all committees shall be defined by the President.

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### **ARTICLE XVII**

#### **MEETINGS OF MEMBERS – PROCEDURE**

Section 1. Robert's Rules of Order, revised, where applicable, shall determine the conduct of business in all Chapter meetings and its governing bodies and committees, except where inconsistent.

### **ARTICLE XVIII**

#### **AMENDMENT TO BY-LAWS**

Section 1. These By-Laws may be repealed, altered, amended or new By-Laws adopted by a vote of two-thirds (2/3) of the membership present at the meeting, provided notification of the proposed changes has been made to each member at least one (1) week in advance of the scheduled date of the meeting. Notification shall be by surface mail, electronic mail or any method deemed appropriate by the Vice President - Administration.

### **ARTICLE XIX**

#### **TRAVEL AND EXPENSE REPORT POLICY**

- Section 1. All expenses except mileage must be covered by an original receipt.
- Section 2. Mileage is paid based on distance from your home (or place of departure if closer) to the activity. The current IRS rate is used.
- Section 3. Tolls are paid by receipt.
- Section 4. Normal travel to Board of Directors and Chapter meetings is not eligible for reimbursement.
- Section 5. Transportation reimbursements will be made for flights, cab, busses, and shuttles with proper receipt.
- Section 6. Hotel accommodations are payable only for the required activity; extended stays are at your expense.
- Section 7. Valet services are reimbursed for trips with duration of more than five (5) days.

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- Section 8. Meals are reimbursable on a maximum of \$80.00 per diem basis based on actual expenditure; expenditure above that level can be authorized retrospectively by a majority vote of the Board of Directors or declined if the Board determines the expenditure to be excessive.
- Section 9. APICS Toledo will not reimburse for alcoholic beverages.
- Section 10. APICS Toledo will reimburse for one (1) home phone call each day of the required activity.
- Section 11. Any APICS member taking a reimbursable trip with expenses over \$200.00 must submit a budget for approval at the Board of Directors meeting prior to the scheduled departure.
- Section 12. Tipping shall not exceed 20%.
- Section 13. Any purchases of materials or postage must have an original receipt.
- Section 14. Expense reports must be submitted for payment within thirty (30) days of the activity. Delay will require an additional signature for payment.