

BYLAWS OF APICS

MICHIANA CHAPTER NO. 57

ARTICLE I. NAMES, AFFILIATIONS AND DEFINITIONS

- A. The name of the corporation shall be APICS Michiana Chapter No. 57 Inc., hereinafter referred to as "Chapter".
- B. The Chapter shall be affiliated with APICS hereinafter referred to as "Society".
- C. 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.
- D. The term "Board" shall mean the Chapter board of directors.
- E. The term "SOPs" shall mean Chapter Board approved standard operating procedures.
- F. "Consultant/vendors" shall mean those engaged in the sale of delivery of consulting services, computer hardware/software, or other services and/or equipment in support of resource management.

ARTICLE II. PURPOSES

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

- A. To develop professional competency in resource management through study, research and application of scientific methods.
- B. To promote a professional attitude in Michiana towards an understanding and acceptance of the science of resource management
- C. To disseminate general and technical information on improved techniques and developments through the promotion and delivery of educational programs.
- D. To promote an awareness and recognition among industry leaders of the value of APICS contributions to the field of resource management.

ARTICLE III. MEMBERSHIP

- A. Qualification and eligibility for Chapter membership shall follow the policies established by Society and shall be open to any Society member in good standing upon application and collection of Chapter dues.
- B. Classes of membership shall match those of Society.
- C. Termination:
 - 1. A Chapter member shall be deemed terminated when that person is no longer carried on Society's membership rolls.
 - 2. The Chapter Board of Directors may, with a 2/3 vote of the entire Board, suspend or expel a member for cause according to the following provisions:
 - 3. The member is notified of the pending action and given the opportunity to respond to the charges.
 - 4. A Chapter 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 and the member is still an active member on APICS membership rolls.
- D. Transfer of membership
A person may transfer membership from one chapter to another by notifying Society. Society has established policies and procedures for chapter notification and dues distribution.

ARTICLE IV. DUES

- A. Annual Chapter dues, which are in addition to Society dues, are established by the Chapter Board of Directors. Notification of pending changes in the dues structure must be submitted 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 Society and rebated to the Chapter. Society must be formally notified of changes in Chapter dues according to Society policy and procedures.

ARTICLE V. FINANCE

Contracts

- A. No Chapter officer or director may enter into a contract, release, agreement or letter of intent in the name of, or on behalf of, the Chapter without 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 written approval of 2 officers of the Board.

ARTICLE VI. BOARD OF DIRECTORS

- A. Functions
 - 1. The control and management of the affairs, 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, and the management of the Chapter's affairs and activities.
- B. Composition
 - 1. The Board shall consist of the elected officers and directors of the Chapter as defined in Articles VII and VIII.
- C. Terms of Office
 - 1. New Officers and Directors shall be elected annually to office, to coincide with the Chapter fiscal year immediately following their election.
 - 2. The president and executive vice president may serve no more than 3 consecutive terms in these positions.
- D. Removal of Board Members
 - 1. Any Board member who misses 3 consecutive board meetings without cause (where reasonable notice has been given) during the one year term of office shall be automatically removed from the Board.
 - 2. At a regular or special meeting of the Board, an officer or director 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/director has been given due process.
 - b. The removed officer/director retains all rights and privileges accorded Chapter membership and is eligible to be reelected to the Board by the Chapter members.
- 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 the approval of 2/3 of the Board.
 - 3. Appointments to fulfill a partial term of office shall not count as a full term of office.
- F. Board members shall receive no salary or financial compensation for their services.
- G. Meetings of the Board
 - 1. Regular 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 four weeks of its installation.
 - 2. Special board meetings may be called at the request of the president, or request of not less than 3 other officers or directors, for the purpose of addressing a specific issue. At a special meeting, the Board may act only upon the specific issue for which the meeting was convened.
 - 3. A quorum for regular and special Board meetings shall be a majority of the Board. Directors who are not in attendance at a Board meeting cannot vote by proxy, but are permitted to submit a written opinion on any subject under discussion.
 - 4. Notice including the time and place of all regular and special Board meetings shall be given to each member of the Board not less than 10 days in advance of the meeting. The 10 day notice may be waived by an advance consent of 2/3 of the entire Board to conduct urgent business at a special meeting.
 - 5. Each member of the Board shall have 1 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 Board of Directors except where otherwise provided by law or by these bylaws.

ARTICLE VII. CHAPTER DIRECTORS

The Board shall contain the following directors:

- A. **President** – The president shall be the chief executive officer of the Chapter and shall in general supervise and control all of the business and affairs of the Chapter. The president shall preside at all meetings of the membership and Board of Directors. The president shall assist the treasurer in preparing the annual operating budget. The president, with the approval of the Board of Directors, shall appoint all committee chairpersons. The president is an ex-officio member of all committees. All checks authorized by the Board may be approved by the president. 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.
- B. **Executive Vice President** – 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. 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.
- C. **Treasurer** – The treasurer shall be the financial officer of the Chapter. The treasurer is bonded for the faithful discharge of that person's duties in the sum surety or sureties as the Society Board of Directors shall provide. 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. 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. The treasurer shall submit an annual operating budget to the Board for approval at the first meeting after the beginning of the fiscal year. 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.
- D. **Secretary** – The secretary shall keep the minutes of all meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws; be custodian of the Chapter's records. 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.
- E. **Publications** – Shall be responsible for disseminating Chapter information to members and other interested parties, primarily by publishing and distributing the Chapter newsletter.
- F. **Education** – Shall update the Board of Directors and the members on the educational offerings of the Chapter and Society; shall be responsible for the coordination of the qualified instructor program and shall report to the Board regarding certification program participation.
- G. **Membership** – Shall administer membership recruitment and retention; shall report on membership status at each Board meeting and shall maintain the chapter member data base.
- H. **Programs & Quality** – Shall be responsible for planning programs for all regular meetings, making the necessary program arrangements and providing program information to the publication director. Also shall be responsible for setting up, promoting and running all Chapter seminars and shall report seminar status and results to the Board.
- I. **Marketing** – Shall be responsible for the design and maintenance of the Chapter website and all marketing activities.
- J. **Members-at-large** – Shall be assigned special projects to assist the other Chapter Directors when needs arise.

ARTICLE VIII. ELECTION OF DIRECTORS

- A. Qualifications
 - 1. Candidates for office shall be Chapter members in good standing and voting members of APICS.
 - 2. Candidates for director positions must have been a Chapter member for at least 1 year prior to running for election.
- B. Candidates
 - 1. All candidates for office shall be nominated by the Board of Directors, except as noted in Article VIII.B.2.
 - 2. Additional nominations may be made by any member in good standing.
- C. Elections
 - 1. Elections for all offices shall take place in April; all Chapter members in good standing may vote. A Balloting Survey will be sent to each current chapter member with available email address to select/approve the emailed Board ballot.
 - 2. Elections for all offices shall be by a plurality of those votes cast.

ARTICLE IX. MEMBERSHIP MEETINGS

- A. An annual meeting of the members shall convene in May for the purpose of confirming the election of new directors for the following Chapter fiscal year and for the transaction of such other business as may come before the meeting.
- B. Regular meetings will be held at locations and times designated by the president or Board approved designee for general education and/or entertainment purposes.
- C. Special membership meetings may be called by the president, a majority of the Board or members of the Chapter for the purpose of addressing a specific issue.
 - 1. Five or more regular members in good standing are needed to submit such a request to the president in writing for a special meeting.
 - 2. At a special meeting, the membership may act only upon the specific issue for which the meeting was convened.
 - 3. Notice including the time and place of all regular and special meetings shall be sent to each member not less than 15 days in advance of the meeting.
 - 4. A quorum for regular and special meetings shall be the members present. Each member in good standing shall have 1 vote. Members who are not in attendance cannot vote.

ARTICLE X. PARLIAMENTARY AUTHORITY

- A. Unless otherwise specified by the president, 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, Society bylaws or Chapter bylaws.
- B. There shall be no Chapter meetings closed to the membership.

ARTICLE XI. BYLAWS

- 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 the entire Board.
 - 2. Notice of proposed amendments or changes to these bylaws shall be sent to all Chapter members by the secretary at least 15 days prior to the Board meeting at which such amendments or changes may be considered.

ARTICLE XII. DISTRIBUTION OF FUNDS AND DISSOLUTION

- A. This Chapter shall use its funds only to accomplish the objectives and purposes specified by these bylaws, and no part of said funds shall be distributed to the members of the Chapter. This will not, however, prevent the payment of reasonable compensation for services rendered to or for the Chapter if effecting any of its purposes (i.e. instructing) or the reimbursement of expenses, in accordance with Chapter policy as determined by the Board.
- B. On dissolution of the Chapter, any funds remaining shall be donated to area organizations (for profit and/or Not-for-Profit) which are involved in local training and education programs in Operations related areas as determined by the outgoing Board of Directors. This also may or may not include a distribution to the Education and Research Foundation of APICS.