

APICS THE ASSOCIATION FOR OPERATIONS MANAGEMENT PHOENIX CHAPTER NUMBER 58 BYLAWS

Effective Date: 1 September 2005

Revision: I

ARTICLE 1 GENERAL

SECTION 1 Title

The Chapter shall be known as the APICS The Association for Operations Management, Phoenix Chapter # 58.

SECTION 2 Definitions

APICS Chapter Region	APICS The Association for Operations Management APICS, Phoenix Chapter #58 An entity established between APICS and the Chapter to facilitate the administration of API CS and enhance inter-Chapter activities and networking.
BOD	Phoenix Chapter Board of Directors
VP	Vice President
Director	An individual appointed by a BOD member to meet a particular functional requirement; is nonvoting and does not require BOD nor Chapter membership approval. May, also, be designated "Chairperson".
PDM Policy	Professional Development Meeting (PDM)(formerly Dinner Meeting) The stated position of APICS and/or the Chapter on a particular matter.
Procedure	The methodology the Chapter uses to execute its policies.
ASO	Admin Support Organization, currently J Lewis (Boucher).

SECTION 3 Headquarters

The official address of the Chapter shall be that of the administrative support organization chosen to perform ongoing administrative functions on behalf of the chapter, currently, J Lewis (Boucher), Admin Support Organization

SECTION 4 Purposes and Objectives

The chapter shall be a not-for-profit organization operated exclusively for purposes and objectives beneficial to the interests of operations management and the profession of production and inventory control. These purposes and objectives are expressed in the Chapter Vision and Mission as follows:

The Vision of the Chapter:

“The Phoenix Chapter of APICS will be recognized as the foremost professional provider of knowledge and education for operations management within the Chapter’s area of influence by both its internal (members) and external (manufacturing and service industry) customers and non-members by enhancing their lifelong learning options.”

The Mission of the Chapter:

“The Phoenix Chapter of APICS will strive to:

- Provide forums and vehicles for individuals to gain professional expertise in the integrated supply chain management field.
- Provide vehicles to increase awareness of the national and local capabilities of APICS as a global educational leader across the Phoenix Chapter’s area of influence.
- Provide synergistic support for the Phoenix APICS Chapter’s vision by creating alliances between the Chapter and community leadership and other professional organizations.
- Ensure that Chapter member volunteers are recognized, appreciated, and rewarded for efforts in support of meeting Chapter objectives.

ARTICLE II. FISCAL YEAR

SECTION 1 Duration

The fiscal year for the Chapter shall run from 1 July of one year through 30 June of the following year and correspond with the BOD year.

ARTICLE III. MEMBERSHIP AND VOTING RIGHTS

SECTION 1 Composition

Membership shall be composed primarily of persons who are engaged or interested in the field of manufacturing planning and control and/or operations management, related service industries, and academia.

SECTION 2 Application

Application for membership as a Chapter member shall be in writing on a regulation APICS application form or in an approved electronic format.

SECTION 3 Membership Classes

Membership shall be divided into four classes:

a. Chapter Members: Includes those under Section 2 of this article and have paid their annual The Association and Chapter dues or APICS members in good standing who transfer from another chapter to include Retired Members.

b. Honorary Chapter Member: A person who has aided the Chapter or The Association in attainment of its purposes and goals, and who has been approved by the majority vote of the BOD, will be granted non-renewable honorary membership for the duration of one year. Such members may not vote nor hold elective office.

c. Student Member: A person attending full-time formal courses and engaged in the study of production and inventory control, materials management, logistics, operations management, resource management, supply chain management, or similar curriculum. Such members may not vote nor hold elective office; however, they may be appointed as directors on the BOD to assist Chapter functional VPs.

d. Corporate Member: A member specified by a company, which holds a Corporate Membership. Corporate memberships include not more than five employees per corporate member company. Such members may vote during the period during which they represent their corporate member company; however, they may not hold elective office.

SECTION 4

Members who fail to pay their dues within 60 days after the dues became payable will be dropped from the membership rolls and will not be eligible to vote nor hold office unless reinstated as outlined in Section 6, this Article.

SECTION 5

Those members described in Section 3, subparagraphs a and d of this Article shall be entitled to vote upon any matter properly submitted to the voting membership. Honorary and student members may attend meetings and attend education courses at the member rate and participate in discussions, but are not accorded voting rights.

SECTION 6.

Any member who has previously been suspended because of non-payment of dues may be reinstated upon full payment of any dues owed the Association. A member who fails to pay his/her annual dues and is dropped from the rolls at the time established by the Association must reapply for membership to rejoin the Association and Chapter.

ARTICLE IV. DUES

SECTION 1.

a. Annual dues are payable at the time of joining APICS and annually thereafter on the member's anniversary date.

b. Annual The Association dues for members shall be set by The Association. Chapter dues are set by the Chapter BOD and included in the dues charged by The Association (the Chapter is reimbursed by The Association).

c. Annual dues for student members are set by and paid to The Association.

SECTION 2.

No cancellation or refund of dues will be made if a member resigns during his/her membership year.

ARTICLE V. LIABILITY AND INDEBTEDNESS

SECTION 1.

No members shall become liable to the Chapter, nor become liable on behalf of the Chapter for any moneys other than annual dues, as a result of being a member. Financial obligations due the Chapter by any member shall be on a payable-in-advance basis. This Article has no bearing on the type of financial and business obligations made on behalf of the Chapter and referred to in Article VII, Section 6.

ARTICLE VI. MEMBERSHIP MEETING/PDMS

SECTION 1.

- a. Regular meetings shall be held monthly at a time and place determined by the Vice President - Programs. Such meetings will be used for elections, plant tours, instructional programs, workshops, and/or the transaction of such business as is properly brought before it.
- b. Unless otherwise designated by the BOD, the May meeting shall be the annual meeting for reports from all officers and committee chairpersons prior to the annual election. The President will coordinate these reports to assure adequate coverage of activities and for brevity.
- c. Special meetings of the Chapter may be called at any time and place by the President, by majority vote of the BOD, or upon written request of twenty percent or more of the membership eligible to vote. Such special meetings may be used to

transact only such business as is specified in the call. Such special meetings may not replace regular meetings except where specifically provided for in these Bylaws.

- d. Notice of all regular and special meetings shall be made to the membership at least ten days prior to the meeting. Such notice shall state the purpose of the meeting as well as the time and place of the meeting. The Chapter newsletter may be used to issue such notices.
- e. Regular and corporate members who attend a regular or special meeting of the Chapter, either in person or by written proxy, shall constitute a quorum capable of transacting all business brought before the meeting, provided due notice has been made under Section 1d of this Article.
- f. Any member failing to attend a meeting, either in person or by submitting a written proxy, shall be considered to have waived the right to participate in the transaction of business and, thereby, to have consented to and, thus ratify such action(s) taken the majority of those present, either in person or by written proxy.
- g. Except as provided in Article XI, a majority vote of the membership present at the meeting, in person or by written proxy, shall govern in all matters properly introduced during the meeting, except that, should a financial obligation on the part of the Chapter be authorized or created, the provision against personal liability (Article V, Section 1) shall be made a written part of the obligation instrument.
- h. Proxies shall be received at the Chapter's headquarters or other announced location for verification and recording at least seven days prior to the hour of the meeting in which the proxies apply, and the President shall determine the validity of such proxies subject to the right of appeal to the BOD.
- i. Absentees desiring consideration of matters at a chapter meeting shall submit such matters in writing to the President at least ten days prior to the meeting date.

SECTION 2.

- a. As soon as practicable after adjournment of the regular June meeting, the incoming President shall call a meeting (Transition Meeting) of the newly elected BOD to plan the Chapter's activities and to budget for the new year. The meeting should, if practicable, occur prior to the Region VII Officers' Meeting that is, typically, held in mid to late July.
- b. Regular BOD meetings shall be scheduled by the President. Other Special BOD meetings may be called by the President or by three or more BOD members. Notice of such meetings shall be sent to each BOD member in time to be received

at least five days prior to the meeting. Electronic notification is allowed if verification of receipt by each elected BOD member is required and received.

- c. Except as provided in Article VII, Section 5, the presence of at least one-half of all elected BOD members shall constitute a quorum for the transaction of business. Minutes shall be kept of all BOD meetings.

ARTICLE VII. OFFICERS AND DIRECTORS

SECTION 1.

Members of the Chapter BOD shall, at a minimum, be duly elected or appointed from the membership defined in Article III, Sections 3(a). The number and duties of directors and/or chairpersons shall be determined by the BOD appointing them.

SECTION 2.

Members shall be elected to the BOD as functional officers and shall serve the Chapter as outlined in Article IX. The elected officers shall be:

- President
- Executive Vice President
- Vice President – Administration
- Vice President – Education
- Vice President – Finance
- Vice President – Marketing
- Vice President – Membership
- Vice President – Programs

The remainder of the BOD shall be made up of the immediate Chapter past president and, additionally, such other non-voting members as appointed under provisions of Article VII, Section 4.

SECTION 3.

Except as otherwise provided in these bylaws, elected officers shall hold office for one year, unless removed earlier or otherwise disqualified, and until their successors are elected and installed. Officers shall be eligible for reelection for an aggregate term of seven consecutive years. Any elected BOD member who is absent for four consecutive BOD meetings without due cause, as determined by the BOD members, shall be subject to disqualification by BOD vote. Further, a BOD member may be removed by the remainder of the BOD year for cause upon two-thirds vote of the BOD members present when the vote is taken; adequate written notification of the action must be provided to all BOD members not less than five days prior to the date of the vote. No member of the BOD shall be elected to fill more than one function. If an elected BOD member shall vacate his or her position, another BOD member may be appointed to temporarily fill the vacated position until a replacement is appointed or elected. This temporary appointment may not exceed 90 calendar days.

SECTION 4.

Chairpersons and/or directors may be appointed by the President/functional VP for specific ad hoc chapter management assignments. Directors in a functional area do not require BOD approval. Chairpersons and directors are non-voting BOD members.

SECTION 5.

Vacancies on the BOD may be filled by a majority vote of the remaining BOD members, even though a quorum does not exist. The chosen BOD member shall hold office through the unexpired BOD term until a successor has been duly elected and installed. Ad-interim elections appointment shall only be for unexpired terms. If otherwise qualified, the BOD member, so appointed, shall be eligible to serve full elected terms on the BOD.

SECTION 6.

The business management and affairs of the Chapter shall be under the direction and control of the BOD. The BOD shall have authority to authorize contracts, incur liabilities, expend funds, and to attend to all matters connected with the conduct of the Chapter's affairs, as appropriate.

SECTION 7.

Business management actions shall be subject to the right of the membership entitled to vote, to direct and control the BOD in the exercise of those powers. The membership shall have the right to recall any BOD member or members for conduct detrimental to the continued, responsible operation of the Chapter. Any member may submit a request for recall stating the reason for the proposed action and may, at his/her discretion, present such information at a regular or special meeting of the Chapter membership. The BOD member(s) shall be removed upon approval by two-thirds of the members present at the regular or special meeting called to consider the recall petition to include verified proxies.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

SECTION 1.

During March, a nominating committee appointed by the President and approved by the BOD, composed of a chairperson and however many other members as may be deemed necessary, who hold no elected position on the BOD, shall select candidates for prospective vacancies on the BOD. Nominations shall be presented to the membership by the Nominating Committee chairperson at the regular April PDM. Nominations can be presented either verbally or in writing. Nominations from the floor will also be accepted at the regular April meeting. Nominations will be closed at midnight on April 30th. A majority of the members in good standing attending the regular May meeting shall decide the election. Elected officers shall take office on 1 July each year. Chairpersons serve at the pleasure of the President and Directors serve at the pleasure of the functional VP appointing them.

SECTION 2.

Nominations for an office shall be drawn from members in good standing as identified in Article III Section 3.

ARTICLE IX. DUTIES

SECTION 1. PRESIDENT

- a. Preside at all regular and/or special meetings of the BOD and all meetings of the Chapter.
- b. Call special meetings of the BOD or Chapter.
- c. Represent the Chapter at such events, times and places as are appropriate, and report the results of those meetings to the BOD and, if appropriate, to the Chapter.
- d. Represent the Chapter and serve as a voting member of the Region VII staff.

SECTION 2. EXECUTIVE VP

- a. Preside at meetings and perform the President's duties in his/her absence.
- b. Succeed to the office of the President without further election.
- c. Maintain and coordinate the Chapter's submission to the Passport Program or its successor program.

SECTION 3. VP PROGRAMS

- a. Responsible for the program for each PDM/meeting of the chapter.
- b. Notify the Newsletter Editor of the details of each meeting in accordance with the submission schedule published by the Newsletter Editor.
- c. Perform the duties of the President in the absence of the President and Executive VP
- d. Prepare and maintain a tentative six month calendar of chapter PDM activities.
- e. Serve as primary BOD advisor concerning programs matters.

SECTION 4. VP EDUCATION

- a. Responsible for Chapter educational programs.
- b. Notify the Newsletter Editor of the details of the Chapter education programs in accordance with the schedule coordinated with the Newsletter Editor.
- c. Prepare and maintain a tentative schedule of one year's courses/seminars/workshops.
- d. Act as a liaison between the Chapter and educational institutions, as required, to include any appointed Academic Liaison Directors.
- e. Serve as primary BOD advisor concerning educational matters.

SECTION 5. VP MEMBERSHIP

- a. Conduct all membership activities of the Chapter and represent the Chapter as an official host at Chapter functions.
- b. Promote the attendance of the members to the functions of the Chapter and The Association.
- c. Develop and execute a follow-up procedure for members whose membership has lapsed.
- d. Maintain an up-to-date membership file, based on Association-provided information.
- e. Provide oversight of the Chapter Employment Opportunities Program
- f. Provide oversight and management of the Company Coordinator program, if established.

- g. Serve as primary BOD advisor concerning membership matters.

SECTION 6. VP FINANCE

- a. Responsible for all of the Chapter's financial activities.
- b. Prepare and report performance against budgets.
- c. Publish monthly financial reports and an annual financial report.
- d. Assure that necessary income tax and other regulatory forms have been filed.
- e. Serve as primary BOD advisor concerning financial matters

SECTION 7. VP ADMINISTRATION

- a. Maintain a record of the minutes of all regular and special BOD and Chapter meetings.
- b. Furnish copies of all minutes to the BOD, the Chapter website manager, and, upon request, to any Chapter members.
- d. Maintain files of all critical historical Chapter communications not otherwise maintained in other functional areas.
- e. Maintain general oversight of any contract administrative support organization, as appropriate.
- g. Serve as primary BOD advisor concerning administrative matters.

SECTION 8. VP MARKETING

- a. Develop and maintain a Chapter marketing plan including target markets and strategies.
- b. Coordinate channels for distribution of marketing collateral.
- c. Maintain contact with other BOD positions to determine specific market identification and targeting needs for each functional area.
- d. Responsible for oversight of the preparation, editing, and distribution of the monthly Chapter newsletter, currently in electronic format, and the policies/procedures concerned with the newsletter function.

- e. Serve as primary BOD advisor concerning marketing matters

SECTION 9. IMMEDIATE PAST PRESIDENT

- a. Coordinate performance of the end of fiscal year audit of the Chapter's bank account and financial records with the VP-Finance and the Chapter Administrative Service.
- b. Represent the Chapter at the annual International Conference, if sufficient Chapter funds are available.

ARTICLE X. AMENDMENTS

SECTION 1.

These bylaws may be amended and/or new bylaws may be adopted or deleted by a two-thirds vote of the members in good standing present at a PDM/regular meeting or special meeting called for the purpose or as outlined below, provided:

- a. The BOD has approved a formal notice of the proposed amendment by a two-thirds vote. Before the BOD can approve such notice the amendment must have been before the BOD in writing at or prior to the regular BOD meeting preceding the meeting at which approved, and
- b. The formal notice of a proposed amendment must be made to the membership at least five days prior to the date scheduled for the meeting called to consider the proposal. Notice of the proposed amendment sent to each member in good standing, with a ballot for approval or disapproval, may constitute a meeting, and two-thirds consensus of the replies received within thirty days after date notice was made shall constitute a majority.

ARTICLE XI. CONDUCT OF BUSINESS

SECTION 1.

Conduct of business shall be in accordance with Robert's Rules of Order (Revised).

SECTION 2.

A simple majority of a quorum of the BOD of the elected BOD members must approve extraordinary expenditures deemed by the VP of Finance to be appropriate to bring before the BOD. Approval may be sought and received electronically, if dictated by the situation.

CERTIFICATION

Approval of these Bylaws was recommended by the BOD on 09 December 1997 and the Bylaws were approved by vote of the Chapter membership on 15 January 1998.

Revision B of these Bylaws was approved by the BOD on 05 October 1998 and, as the changes were cosmetic, a vote by the Chapter membership was not required.

Revision C of these Bylaws was approved by the BOD on 13 September 1999 and, as the changes were cosmetic, a vote by the Chapter membership was not required.

Revision D of these Bylaws was approved by the BOD on 11 September 2000 and, as the changes were cosmetic, a vote by the Chapter membership was not required.

Revision E of these Bylaws was approved by the BOD on 6 August 2001 and, as the changes were cosmetic, a vote by the Chapter membership was not required.

Revision F of these Bylaws was approved by the BOD on 9 September 2002 and, as the changes were cosmetic, a vote by the Chapter membership was not required.

Revision G of these Bylaws was approved by the BOD on 15 September 2003 and, as the changes were cosmetic, a vote by the Chapter membership was not required.

Revision H of these Bylaws was approved by the BOD on 16 August 2004 and, as the changes were cosmetic, a vote by the Chapter membership was not required.

Revision I of these Bylaws was approved by the BOD on 15 August 2005 and, as the changes were cosmetic, a vote by the Chapter membership was not required.

The next review of these bylaws is to be conducted on or about 1 July 2006.