

APICS The Association for Operations Management

Cleveland Chapter By-Laws

ARTICLE I - IDENTIFICATION

Section 1 - Name:

The name of this corporation shall be Cleveland Chapter, APICS The Association for Operations Management, Inc. Also D.B.A.: APICS-Cleveland Chapter, Inc.

Section 2 - Charter:

This Chapter is chartered by the State of Ohio as a “Not for Profit Corporation.” The officers and Board of Directors shall be responsible for maintaining this not-profit status in accordance with all State of Ohio and Federal Statutes.

Section 3 - Location:

The principal offices for the transaction of business shall be hereby fixed and located in Cleveland, Ohio.

ARTICLE II - PURPOSES

Section 1 - Purpose:

Said corporation is organized exclusively for educational and research purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). These educational and research purposes will be to establish a leading quality source of resource management education for the Cleveland area. Resource management includes education in materials management (CPIM) and the Certified Supply Chain Professional (CSCP) to specifically address the educational needs in supply chain management. *(Removed the statement “...and the development of cross-functional business leadership skills (CIRM)” as CIRM is no longer offered)*

- A. Foster and maintain high standards in the profession of production and resource management.
- B. Provide means of mutual exchange of problems, information and ideas in the profession of production resource management.
- C. Assist members and non-members in keeping abreast of latest techniques and systems in the profession of production and re-source management.

D. Conduct, encourage, and assist education and research in production and resource management.

E. Receive, own and maintain real and personal property as required and necessary to achieve its purposes and be consistent with them.

F. Advise and assist educational institutions in the development and improvement of educational programs dealing with production and resource management.

G. Develop a community presence and awareness of the benefits of APICS certification. Develop an understanding of the benefits of affiliation with APICS.

Section 2 - Distribution of Funds:

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE III - MEMBERSHIP

Section 1 - Classifications:

There shall be three classes of membership: Company, Individual and Honorary:

A. Company Memberships.

1. Affiliate Member. An "Affiliate Member" is a company desiring to assist in furthering the aims and purposes of this Chapter and to be represented at this chapter's functions.

a. Each company will have one voting right and may designate as its representatives, five individuals who shall enjoy full membership privileges accorded to Chapter Members.

B. Individual Memberships.

1. Chapter Member. A person engaged in or interested in work related to production and inventory control. Members shall have full voting rights.

2. Student Member. A "Student Member" is a person attending classes, full-time, at an accredited college or University. Student members shall have no voting rights and cannot hold office.

C. Honorary Chapter Member. A person determined by the Chapter Board of Directors to have made an exceptional contribution to the profession of production and inventory control or to the Cleveland Chapter.

1. Honorary members must be nominated in writing by at least ten Chapter members and approved by at least two-thirds of the total Board of Directors.

2. Honorary members shall not have voting rights, nor, hold a Chapter Office. They are entitled to receive all Chapter mailings and to attend all functions at member rates.

Section 2 - Applications:

A. Applicants for membership will be directed to forward their applications and fees directly to the APICS' National Office in **Chicago, IL**.

B. Applications received at the Chapter Office's mailing address **are** however, as a service, forwarded to the APICS National Office by the Chapter's Secretary. A welcoming letter and an acknowledgement of this action will be mailed to the individual within one week of receipt.

C. Prior to forwarding the application, the Secretary will screen the application for completeness and proper fees. Applicants submitting insufficient fees or incomplete information will be contacted within 7 days to correct the deficiency.

D. Requests for applications, information, forms, etc. to the Secretary will be promptly logged, summarized and presented to the Chapter board of directors on a quarterly basis.

Section 3 - Duration:

The terms of membership shall be one calendar year commencing with the month in which the National Office places the applicant on the member roster.

Section 4 - Resignation:

A member may resign at any time provided the Chapter President is notified in writing. There shall be no refunding of dues, fees, or assessments.

Section 5 - Inactivity:

Any member who shall neglect or refuse to pay dues for a period of sixty days from the date due shall forfeit membership, office, and all privileges, and their name shall be stricken from the active membership roster and their membership privileges shall become inactive. An inactive member shall be restored to active status immediately upon payment of dues to the National Society Office in **Chicago, IL**.

Section 6 - Termination:

Membership may be terminated *for just cause* by a two-thirds affirmative vote of the entire Board of Directors. A personal appearance of the accused member before the Board vote must be granted if requested by that member.

A. Persons expelled through process of this procedure are not eligible for re-election to membership.

Section 7 - Transfers:

Transfers of membership from other Chapters shall automatically be accepted, without Board of Directors' approval or special assessments, upon notification from the National Office, unless such transferee has been expelled by Cleveland Chapter.

ARTICLE IV - DUES AND ASSESSMENTS

Section 1 - Annual Dues:

The annual dues shall be paid in advance for the year commencing with the member's anniversary date. Chapter dues, included with annual dues, will be established and may be changed by the Board of Directors.

Section 2 - Initiation Fees:

An Initiation Fee and special assessments can be authorized by the Board of Directors.

Section 3 - Dues Increases:

Any increases in dues, fees or assessments authorized by the Board of Directors will only become effective sixty days after all members have been notified in writing.

ARTICLE V - MEETINGS

Section 1 - Location:

All corporation membership meetings and Board of Directors' meetings will be held in the Greater Cleveland area at any specific location designated by the Board of Directors.

Section 2 - Schedule:

No less than 8 Chapter monthly membership meetings or events shall be held the second Wednesday of each month, September through June inclusive, unless otherwise published to the membership via the Chapter's Newsletter at least seven days in advance of the regularly scheduled meeting.

Section 3 - Annual Elections:

The annual membership meeting of the corporation shall be held each April, at which time officers will be elected for the next year and corporate business transacted.

- A. All members shall be notified of the annual meeting and a list of nominees no less than fourteen or more than forty-five days prior to the meeting.
- B. Each attending Chapter member shall be entitled to one vote on all action taken.
- C. Any number of members attending the Annual or a Chapter meeting shall constitute a quorum.

Section 4 - Special Meetings:

Special meetings of the membership may be called by the President, or by any four members of the Board of Directors, upon sending written notice to all members at least fourteen days but not more than forty-five days prior to the meeting,

Section 5 - Board of Directors Meetings:

- A. The President shall post dates of all Board of Directors meetings for the fiscal year prior to 1st meeting of the fiscal year.
- B. The President shall post an agenda 3 days (or earlier) prior to each Board of Directors Meeting.

ARTICLE VI - DIRECTORS

Section 1 - Scope of Power and Responsibilities:

Subject to the limitations of the Articles of Incorporation, State of Ohio, of these by-laws and of Federal non-profit corporation laws and regulations, all corporate responsibilities and powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following:

- A. To conduct, manage, and control the affairs, properties, moneys and business of the corporation, and to make rules and regulations not inconsistent with federal laws, the Articles of Incorporation, or the by-laws.

- B. To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and/or other evidence of debt and securities.

Section 2 - Board of Directors:

The number of elected and voting directors of this Corporation is nine and shall consist of the President, the President Elect, Secretary, Treasurer, Director of Programs, Director of Communications, Director of Education, Director of Chapter Marketing, and the Director of Special Events. Serving the Board shall be four **non-voting positions appointed** by the President: a Liaison to Academic Affairs, a Systems and Technology Advisor, an Employment Services Coordinator, and Historian. **In addition to these standing positions, the following non-voting positions may be appointed by the President: Membership Coordinator, Member-at-Large, and Administrator.**

Section 3 - Voting Quorum:

Five members of the Board shall constitute a quorum for the transaction of business requiring voting.

Section 4 - Terms of Office:

The term of office for all officers and directors shall be identical with the fiscal year (July 1 through June 30), or until their successors are elected or appointed.

Section 5 - Vacancy:

Any vacancy occurring on the Board shall be filled by the Board for the unexpired term of the predecessor in office.

Section 6 - Timing of Meetings:

The Board meetings shall be held at least once per month **via any method (i.e. in person, teleconference, videoconference, etc.) and** at any mutually agreeable date, time, and location.

Section 7 - Restrictions:

No more than two members from any one company, or more than **two** currently teaching APICS instructors, shall be allowed to serve on the board **as a voting member** at any one time.

Section 8 - Termination of Board Members:

Termination of an elected Board Member from an office for non performance or non compliance of their elected duties may be initiated by the President provided that:

- A. There is sufficient evidence of non-performing or non-compliance Board position behavior (e.g. missing consecutive board meetings without submitting written reports, etc.)
- B. The member has been served with written notification of dereliction of their duties
- C. That at least a 51% majority of a quorum of board members agree

Section 9 – Board Member Stipend

Board members will be paid a monthly stipend of \$20 to defray the costs of attending board meetings. Attendance in person at the meetings is required to be entitled to the stipend. Payment will be made to board members every six months. For any other meeting held during the month (other than Professional Development Meetings), the President will use his discretion to determine whether additional stipends will be paid to members.

ARTICLE VII - OFFICER ELECTIONS AND APPOINTMENTS

Section 1 - Candidate Nominations:

Each January, the President shall appoint a nominating committee of three (the President Elect or other appointed board member if there is no President Elect, a current Director selected by the President Elect or other appointed board member if there is no President Elect and the most immediate Past President who accepts). This committee must, at the March membership meeting, nominate one name only for each elective office.

Section 2 - Voting Timing:

Elections shall be held at the membership meeting in April of each year.

- A. Members must be notified in writing of nominees and date, time, and place of election, in accordance with Article V, Section 3.
- B. Nominations by any member in good standing can be made from the floor.
- C. All nominees must accept personally or in writing and indicate they have the approval or sanction of their employers.
- D. Voting shall be held in accordance with Article V, Section 3.

Section 3 - Terms:

The term of office shall be in accordance with Article VI, Section 4.

Section 4 - Officers and Duties:

A. President: The President is a voting board position and assumes office by secession, having been elected to serve as the President Elect during the previous year. The president shall be the Chief Executive Officer of the corporation and shall, subject to the control and approval of the Board of Directors, have general supervision, direction and control for the business and offices of the corporation. The President shall preside at all meetings of the membership and the Board, and be ex-officio a voting member of all committees, and must receive copies of all Chapter correspondence and/or reports. In addition to these responsibilities, the President shall also be accountable for the Presidential duties outlined in the Chapter's Detailed Position Guide.

B. President Elect: The President Elect is a voting board position and is an elected officer reporting to the president and in the absence of the President, shall preside at all membership and Board of Directors and shall be the Chief Executive Officer in the absence, incapacity or removal of the President. The President Elect will be responsible for all administrative aspects of chapter business. The office is responsible for coordinating the administrative service activities commissioned by the Cleveland Chapter. The President Elect shall have special duties and assignments as determine by the President and Board of Directors. In addition to these responsibilities, the President Elect shall be accountable for the President Elect duties outlined in the Chapter's Detailed Position Guide.

C. Secretary: The secretary is an elected officer and voting board position reporting to the president who shall record and distribute to all board members and appropriate regional people within fourteen days of each meeting, the minutes of all Board of Director meetings, the annual membership meeting and all official corporation meetings. In addition to these responsibilities, the Secretary shall be accountable for the Secretarial duties outlined in the Chapter's Detailed Position Guide.

D. Treasurer: The Treasurer is an elected officer and voting board position reporting to the president who shall be responsible for all moneys and assets of the corporation. The treasurer shall see that all moneys are deposited as quickly as possible in the Chapter's accounts and that all Chapter ledgers and accounts are maintained with current normal accounting practices. In addition to these responsibilities, the Treasurer shall be accountable for the Treasurer duties outlined in the Chapter's Detailed Position Guide.

E. Director of Communications: The Director of Communications is an elected officer and voting board position reporting to the president who shall be accountable for the administration and publication of the Chapter's newsletter, the Optimizer, and shall be accountable for the Director of Communications duties as outlined in the Chapters Detailed Position Guide.

F. Director of Chapter Marketing: The Director of Chapter Marketing is an elected officer and voting board position reporting to the president who shall be accountable for the planning and administration of a continuing and systematic effort to attract and retain members. In addition to these general responsibilities, the Director of Chapter Marketing shall be accountable for the specific Marketing duties as outlined in the Chapter's Detailed Position Guide.

G. Director of Special Events: The Director of Special Events is an elected officer and voting board position reporting to the president who shall be accountable and responsible for the planning and administration of all special events with the policy and direction of the President and the Board of Directors as outlined under the Director of Special Events position in the Chapter's Detailed Position Guide.

H. Director of Programs: The Director of Programs is an elected officer and voting board position reporting to the president who shall be accountable for administrating the monthly dinner meeting agenda as established by the former President -Elect under the policy and direction of the President and Board of Directors. In addition to these general responsibilities, the Director of Chapter Programs shall be accountable for the specific Program duties as outlined in the Chapter's Detailed Position Guide.

I. Director of Education: The Director of Education is an elected officer and voting board position reporting to the president and is responsible for the educational programs offered by the chapter. In order to avoid conflicts of interests, the Director of Education should not be actively teaching APICS' certification classes during their term, nor should they be affiliated with any teaching institution currently administering the Chapter's Education classes. In addition to these general responsibilities, the Director Education shall be accountable for the specific Educational duties as outlined in the Chapter's Detailed Position Guide.

J. Liaison to Academic Affairs: Academic Affairs Advisor(s) are appointed position(s) by the Chapter President to serve as liaison to local colleges and universities for carrying out the duties as outlined under the Academic Affairs Advisor in the Chapter's Detailed Position Guide.

K. Systems and Technology Advisor: An appointed position by the Chapter President for serving all Board Members in the utilization (or extraction) of information from the **APICS National data base** and advising the Chapter on the use of emerging technologies: (E-mail, WWW, voice mail, etc.) and the duties as outlined in the Chapter's Detailed Position Guide.

L. Employment Services Coordinator: An appointed position by the Chapter President and is responsible for coordinating employment opportunities available with area employers, recruiters and Chapter members. In addition to these general responsibilities, the Employment Services Coordinator shall be accountable for the specific Employment Service duties as outlined in the Chapter's Detailed Position Guide.

M. Historian: An appointed position by the Chapter President and responsible for historical chapter duties as outlined in the Chapter's Detailed Position Guide. *(removed the statement that the duties were outlined under the Academic Affairs Advisor)*

ARTICLE VIII - BUDGETS

Section 1

Each fiscal year, prior to the August meeting of the Board of Directors, each officer and committee chairman shall prepare a budget for the balance of their term of office, show income and expenses by month, and submit these to the President.

Section 2

The President and Treasurer shall prepare and have available at or prior to the October Board Meeting a Chapter budget and cash flow.

Section 3

Any officer or committee not submitting a budget on time cannot be authorized expenditures until a budget is received and approved by the Board of Directors.

Section 4

Approval of budget by the Board of Directors authorizes expenditures unless otherwise noted or specified by the Board.

Section 5

The Board shall review actual expenditures versus the budget at least quarterly.

ARTICLE IX - COMMITTEES

Section 1 - Standing Committees:

The following shall be Standing Committees as authorized by these by-laws:

A. Nominating Presidents Council.

B. Audit Committee shall consist of the outgoing President and Treasurer and the new President, and Treasurer-elect, shall be responsible for auditing the corporate books at the end of each fiscal year. A written report must be submitted to the Board at their August meeting unless delay is specifically authorized by the Board.

Section 2 - Appointed:

Any and all officers may appoint or select any committees and chairperson they feel necessary, provided they do not conflict with any other portion of these by-laws. The members of each committee must be reported to, but not necessarily approved by, the Board.

A. All officers are voting members ex-officio of all committees they appoint.

B. The appointing officer or successor may change any committees or personnel by notifying, but without approval of, the Board.

C. The appointing officers shall be responsible for all budgets, financial reports, invoice verification and activities of their committees and shall report on each committee at each monthly Board of Directors meeting, or delegate this reporting to the committee chairperson.

D. All committees shall remain active until new members are appointed, or the committee disbands.

Section 3 - Chapter or National Delegate:

The Chapter Delegate to all National meetings shall be the President-Elect; if none or not available, it shall be the President; if not available, the Delegate shall be selected by the Board of Directors.

ARTICLE X - COMMITTEES AND AGREEMENTS

Section 1

The Board of Directors, except as otherwise provided in these by-laws, may authorize any officers or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and said authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no officer, agent, employee, or member shall have the power or authority to bind the corporation by any contract or engagement, or to pledge its assets or credit or to render it liable to any purpose or for any amount over **\$100.00**.

A. Any officer may spend any amount up to **\$100.00** without a purchase order or authorization of the Board.

B. Professional development meeting arrangements for speaker(s) shall be limited to reasonable travel expenses and one (1) nights lodging, any/all arrangements in excess of this shall require the prior approval of three-fourth (3/4) of the Board of Directors. This approval must appear in the minutes of a regular Board of Directors meeting. The program budget shall detail all expenses by meeting date and location and shall be approved by the Board of Directors prior to being incurred.

ARTICLE XI - PROXIES

Section 1

Proxies shall not be allowed at any Board, membership or committee meeting.

ARTICLE XII - IMPEACHMENT OF OFFICERS

Section 1

Officers may be impeached or removed using procedure outlines in Article III, Section 6. This does not terminate membership by itself.

ARTICLE XIII - COMPENSATION AND DISSOLUTION

Section 1

No member, committee member, officer, employee, or other person, whether or not connected with the corporation, shall receive at any time any of the net earnings from its operations.

A. However, this shall not prevent the payment of reasonable compensation for services rendered to or for the corporation in effecting any of its purposes.

B. No private person shall share in the distribution of any of the corporate assets upon dissolution of the corporation.

1. Upon the dissolution of the corporation, the Board of **Directors** shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

2. The Board of Directors may determine the amounts and proportions of such assets to be distributed, and what institutions shall receive them, and may impose terms and conditions with respect to the use of such assets.

ARTICLE XIV - AMENDMENT TO BY-LAWS

Section 1

These by-laws may be repealed, replaced or amended, and new by-laws may be included upon review, analysis and recommendation of at least two-thirds of members attending a Chapter membership meeting, provided that:

A. Every member received in writing not less than fourteen nor more than forty-five days prior to said meeting, adequate notice of date, time and place, and the opportunity to request a copy of all proposed changes.

B. This meeting shall be an official corporation meeting and be included in the permanent corporate records.

ARTICLE XV - PROCEDURE

Section 1

Whenever applicable, Robert's Rules of Order, Newly Revised, and Parliamentary Procedure shall determine the conduct of business in all meetings of the corporation and its governing bodies and committees, except where these rules would be inconsistent with the Articles of Incorporation.

ARTICLE XVI

Section 1

A copy of the Articles of Incorporation shall be included with the By-laws.

Revision 3/19/09