

APICS New Bedford Chapter # 1 Inc. Bylaws

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Bylaws Review Committee

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Article I. Name and Affiliation

A. APICS Chapter #1 New Bedford was formed in 1953 by a group of local manufacturing managers including Isidore Eisner, Edmund Carruth, and Elliott Carruth. In 1956 a national organization of production and inventory control managers was first proposed in Cleveland, Ohio. The next year (1957), APICS was incorporated as a national not-for-profit organization with New Bedford receiving the designation of Chapter #1.

1. APICS New Bedford has been chartered by the international association known as the American Production and Inventory Control Society, Inc., incorporated under the laws of the state of Indiana. [herein after referred to as "APICS"]
2. APICS New Bedford was granted Charter Number 1 from APICS in 1958.
3. APICS New Bedford shall adopt rules in harmony with the APICS Bylaws.

- B. APICS had 14 regional areas responsible for maintaining effective support and communication between the other chapters of the region and the Association. On January 1, 2008 New Bedford becomes part of the Northeast District.
- C. The name of this organization as incorporated by the Commonwealth of Massachusetts shall be the American Production and Inventory Control Society, New Bedford Chapter # 1, Inc., hereinafter referred to as "APICS New Bedford".

Article II. Definitions

- A. "Board" shall mean board of directors of the APICS New Bedford.
- B. "Region" shall mean an arbitrarily defined geographic area established to facilitate administration by APICS. New Bedford is currently in Region 1.
- C. "Chapter" shall mean a chartered organization of APICS members
- D. "Policy" shall mean the stated position of APICS or APICS New Bedford on a particular matter.
- E. "Procedure" shall mean the rules adopted by APICS or APICS New Bedford and approved by the board to carry out policies.
- F. "Majority" shall mean a number greater than half the total votes cast.

Article III. Purposes

APICS New Bedford is organized and shall be operated for the following purposes:

- A. To foster and maintain high standards in the field of operations management.
- B. To provide a means for the mutual exchange of problems and ideas in the field of operations management.
- C. To promote educational programs to include classes, workshops and seminars.
- D. To inform members and interested non-members of techniques and systems in the field of operations management.
- E. To establish an awareness and recognition among leaders of industry in the field of operations management.

Article IV. Membership

- A. Membership shall be open to all persons interested in the field of operation management.

B. Types of membership shall be defined by APICS in its By-laws.

Article V. Dues

A. The annual membership dues shall be set by the Board in conjunction with the APICS. Notification of proposed changes shall be sent to all Board members at least thirty days in advance of the board meeting at which such proposed change may be considered. Notification of approved changes in dues shall be sent to all active members sixty days in advance of being effective.

Article VI. Membership Meetings

A. Chapter meetings shall be held each month, at a time and place as determined by the Board. Meetings may be omitted at the discretion of the Board.

B. Special meetings may be called by the President, a majority of the Board, or by a written petition of one fourth of the APICS New Bedford members authorized to vote.

C. A quorum shall consist of a simple majority of the voting members present at all regular and special meetings, excluding Board meetings.

Article VII. Board of Directors

A. The control and management of the affairs, property and funds of APICS New Bedford shall be vested in the Board.

B. The board shall consist of:

1. The elected officers of APICS New Bedford [Reference Article VIII: A]
2. The president from the previous year, if available, to serve in the non elected position of Past President. If this person is ineligible or chooses not to serve, the president shall appoint another past president who has been active on the board within the last five years.

C. Each voting member of the board shall have one vote.

D. At or before the last board meeting of each year, the business agenda shall include but not be limited to approving a budget for the ensuing year.

E. Meetings of the board:

1. Regular meetings of the board shall be held not less than four times during each fiscal year [July 1 through June 30].

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2. The annual board meeting shall be held anytime after the election of the new board and no later than the end of June each year. The primary purpose of this meeting is to transfer the chapter administration to the new slate of officers.
3. Special meetings of the board may be called at any time by the majority of the board.
4. The quorum of regular and special meetings shall consist of a simple majority of the current number of voting members of the board.
5. One week advance notice of all regular and special meetings shall be given each member of the board. Such notice may be waived by advance consent of two-thirds of the voting board members to conduct urgent business.
6. Anyone or more members of the board may participate in a meeting of the board by means of a conference telephone or similar communications equipment. Participation by such means shall constitute presence in person at a meeting.
7. Any actions requiring board approval prior to the next regular scheduled board meeting may be resolved through notification of the entire board via mail, fax or e-mail and consent by the requisite number of the board. Unless otherwise indicated in these bylaws, a majority vote of the board members who cast a vote via mail, fax or e-mail shall be sufficient to approve board actions' providing a quorum exists.
8. All board members must be Society members in good standing.

Article VIII. Officers

A. The voting officers of APICS New Bedford shall be as follows:

1. President
2. Executive Vice President
3. Secretary
4. Treasurer
5. Vice President – Programs
6. Vice President – Membership
7. Vice President – Education
8. Vice President – Publicity
9. Vice President – Marketing
10. Past President - [non elected]

- B. Any number of non voting directors may be appointed by the President.
- C. A Nominating Committee Chair must be appointed each year to draft the slate of officers for the subsequent fiscal year. This person is to have served on the board previously and cannot be on the new slate of officers.
- D. No officer may serve as more than one voting officer simultaneously.
- E. The term of each officer shall commence on July 1 of each fiscal year and shall cease at midnight on June 30 of the next fiscal year. (Two year terms)
 - 1. In the event an incumbent resigns, the term of the incumbent shall cease on the day of resignation, relinquishing all responsibilities and privileges.
 - 2. In the event an incumbent is removed by the board, the term of the incumbent shall cease immediately along with all privileges and responsibilities.
 - 3. Term limits are as follows:
 - a. No one may serve as President or Treasurer for more than five consecutive terms.
 - b. All other officers may serve as many consecutive terms as elected.
 - c. Appointments to fulfill a partial term of office shall not count as a full term of office.
 - d. A resignation after a partial term will count as a full term of office.
- F. At a regular or special meeting of the board, an officer may be removed for cause by a two-thirds vote of the entire voting board.
 - 1. A vote for removal for cause shall not be done until after the officer has been given due process.
 - 2. The officer removed by the board may be reelected by the members, and if so reelected, may not again be removed by the board for the same incident.

Article IX. Election of Officers

- A. Qualifications [These are the only two qualifications].
 - 1. All candidates must be voting members of APICS in good standing.
 - 2. Candidates for the offices of President, Treasurer and must have been an officer or director of any chartered APICS Chapter, in some capacity within the past three years.

B. Candidates

1. All candidates for office must be nominated by the Nominating Committee.
2. Written intent to apply for any voting office must be received by the Nominating Committee from every candidate no later than March 1 of each election year. Any extension to this deadline must be approved by a vote of the board.

C. Elections

1. The Nominating Committee shall present the slate of nominees to the membership no later than the April Chapter meeting.
2. The officers shall be elected no later than the May chapter meeting for the subsequent fiscal year by simple majority of voting members present.

D. The officers shall be installed no later than the June chapter or board meeting.

1. The installation of officers shall be conducted by an APICS officer, Region 1 officer or any Past President of APICS New Bedford who remains a member of Society in good standing.

E. Vacancies

1. In the event of a vacancy of the office of president, the past president sitting on the board shall assume the office of president. In the event that this person cannot assume the office of president, the board shall elect a successor by majority vote within ninety days.
2. In the event of a vacancy of any other office, the president shall appoint are placement as approved by a majority of the board.

Article X. Duties of Officers

A. The President shall be the chief executive officer and shall preside at all annual and special meetings of the membership, and the board of directors. The president shall interpret all policies to ensure they are consistent with the intent of these bylaws.

1. The President shall form committees as deemed necessary.
2. The President shall appoint a Finance Committee each year to independently review the financial records of the Chapter. The Treasurer shall assist the committee but not be a member of it.

B. The Secretary duties include but are not limited to:

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1. Perform duties requested of the president during the president's absence,
 2. Record, distribute and maintain permanent files of all meeting minutes,
 3. Be the keeper of the by-Laws,
 4. Be the keeper of the Chapter charter,
 5. Be the keeper of the Articles of Incorporation.
- C. The Treasurer shall be the financial officer of APICS New Bedford.
1. The Treasurer shall ensure that complete financial records of APICS New Bedford are kept in accordance with generally accepted accounting principles.
 2. The Treasurer is responsible to prepare and submit all necessary tax filings. Preparation may be done by an outside professional if desired but under the supervision of the Treasurer.
 3. The Treasurer shall ensure that the board is kept appraised of the APICS New Bedford financial condition on a timely basis.
 4. The Treasurer shall ensure that the APICS New Bedford accounts are reviewed at least once every three years by a certified public accountant.
- D. Other duties of officers and directors will be assigned by the president.

Article XI. Delegate to APICS or Regional Conferences

- A. The president shall serve in the capacity of the chapter delegate to any or all APICS or Regional APICS conferences.
- B. 1. Should the president be unable to attend, she or he shall designate an alternate elected officer to represent the chapter.
2. Should any elected officers be unavailable, then the board will elect a delegate from the board [including sitting appointed directors].
3. Should no one on the board be available, a delegate will be sent by the chapter President.
4. This method of selecting an alternate delegate must be performed for each specific meeting or conference or APICS event.
- C. Conference or meeting fees, lodging, meal and reasonable travel expenses incurred by the delegate performing the chapter duties will be reimbursed by the chapter based on approval of an itemized expense report presented to the Treasurer within thirty days of the end of the event.

Article XII. Parliamentary Authority

- A. Unless otherwise specified by the president, Robert's Rules of Order, revised, shall determine the conduct of business in all meetings of APICS New Bedford and its governing bodies and committees, except where these rules would be inconsistent with the Articles of Incorporation or the bylaws.
- B. There shall be no APICS New Bedford meetings closed to the membership, with the exception of the portion of board meetings discussing the performance of a board member.

Article XIII. Amendment to Bylaws

- A. These bylaws may be repealed, replaced, or amended upon review and analysis of a committee appointed by the president and by a two-thirds vote of approval by the board.
- B. Notices of proposed amendments or changes to these bylaws will be mailed to all members of the Chapter at least thirty days prior to the Board meetings at which such amendments or changes may be considered.
- C. These bylaws must be reviewed at least every ten years by a committee appointed by the president.

Article XIV. Provision for Dissolution

- A. No member, committee member, officer or other person, whether or not connected with the Chapter, shall receive at any time any of the residual funds from the Chapter operation. This shall not prevent the reimbursement of expenses incurred by any individual in accomplishing Chapter sponsored or related activities as approved by submittal of a valid itemized expense report within thirty days of the invoice or expense.
- B. No private person shall share in the distribution of any of the Chapter's assets upon dissolution of the Chapter. All members of the Chapter shall be deemed to have expressly agreed that upon such dissolution, or conclusion of the affairs of the Chapter, all of its assets then remaining in the hands of the Board of Directors shall be paid over to the Region 1 Vice President for even distribution to the chapters of Region 1, within ninety days of dissolution.