



APICS Triangle Chapter Bylaws

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Article I — General

1.1 Chapter Name. The name of this organization shall be *APICS, Inc. Triangle Chapter #102* (heretofore and hereafter referred to as 'Chapter' or 'the Chapter').

1.2 Chapter Affiliation. The Chapter is a not-for-profit organization incorporated in the State of North Carolina and is affiliated with the Association for Supply chain Management (ASCM). The ASCM purpose is to develop and provide frameworks, improvement methodology, training, certification, and benchmarking tools to facilitate improvements in the supply chain performance industry.

1.3 Purpose / Mission

A. APICS, Inc.

1. Vision Statement: APICS — the world's leading community for end-to-end supply chain excellence.

2. APICS, Inc. Mission: To foster the advancement of global supply chain learning and development through world-class certification and training, and by bringing the community of supply chain professionals together to share and learn from each other.

B. ASCM Mission: To be the global leader in supply chain management transformation — every aspect, every audience. We will continue to hold ourselves to the highest standards, while we constantly redefine what's standard. We are and will be driven by a desire to do more than just move the dial — to propel supply chain forward and transform how organizations do business.

C. Triangle Chapter Purpose / Mission

1. Standards. The members and leadership of the Triangle Chapter will conduct themselves with high professional and ethical standards in support of the mission of APICS, ASCM, and the Triangle Chapter.

2. Education. The Chapter will provide training and education by offering classes, certification review workshops, and other learning opportunities based upon the APICS, Inc. Operations Management Body of Knowledge (OMBOK).

3. Continuous Learning. The Chapter will provide educational opportunities to our Members, non-members, and partner companies, enabling them to increase their knowledge of existing and emerging trends in Operations & Supply Chain Management. This will be accomplished through professional development meetings, plant tours, seminars, roundtables, access to other organizations with complementary interests, newsletters, and other tools & offerings.

4. Career & Employer Services. The Chapter will provide the opportunity for

local organizations to find highly qualified candidates to fill their needs, using our Career Center and other available resources. The Chapter will also give individuals seeking new and better opportunities the skills necessary to help them achieve success.

5. Community. The Chapter will provide service to our professional community and contributions to the success of local industry. We shall promote awareness of best practices, learning opportunities, and APICS resources to the Triangle business community. We shall provide thought leadership for the Operations & Supply Chain Management industries to help bolster local organizational success. We shall contribute to our community by participating in, and sponsoring, events that improve the social welfare of our community.

6. Students. The Chapter shall support the development and growth of Student Chapters in local colleges and universities to advance the operations management profession and to encourage the students' membership and participation in APICS throughout their professional career.

1.4 Fiscal Year. The Chapter's Fiscal Year will commence on July 1st of one calendar year and continue through June 30th of the following calendar year.

Article II — Membership and Membership Rights

2.1 Membership Types. Membership categories are those listed below. All categories which are defined by APICS, Inc. may re-defined from time to time. Application for membership for such categories will be made directly to APICS, Inc.

1. Professional – APICS Plus, APICS Core
2. Young Professional – APICS Plus, APICS Core
3. Student – APICS Plus
4. Academic – APIC Plus
5. International Professional – APICS Plus, APICS Core
6. International Joint – APICS Plus
7. Federal/Military – APICs Plus
8. Retired – APICS Plus
9. Unemployed Benefits Extension
10. Lifetime* - APICS Plus
11. SME Professional 5 – APICS Plus Corporate – APICS Plus
12. Corporate – APICS Plus

*Membership reserved for Past Presidents or Chairs of the organization.

2.2 Dues. Dues for Members who have applied for and received Membership through APICS, Inc. will be determined by, and paid directly to, APICS, Inc.

2.3 Membership Suspension / Termination. The Board may suspend, for a definite or indefinite period, or expel, any member from the Chapter for cause. The action will not be taken until the member has been given an opportunity to defend himself/herself

against the charge in a formal meeting with the Board. Expulsion requires a two-thirds vote of the Board's officers. The name of an expelled member will be removed from the Membership rolls, and he/she shall not be eligible for future membership in the Chapter.

2.4 Membership Rights

A. Non-Members and Inactive Members:

1. May participate in any public Chapter event or activity such as Professional Development Meetings or Plant Tours.
2. May not participate in non-public activities, such as Board Meetings, without special invitation from a Board Member.
3. Do not have Chapter voting rights.

B. Current, active Chapter Members in good standing, including Student Members, who are affiliated with the Triangle Chapter:

1. May participate in all Chapter activities and meetings, including Board meetings.
2. May vote in any public Chapter vote, such as election of Officers or Bylaw Amendment approval.

Article III — Chapter Leadership and Support

3.1 Officers / Board of Directors

A. Qualification. To be qualified for election to the Board of Directors, a person must be a Member in Good Standing of APICS, Inc. and, ideally, hold one or more APICS Certifications.

B. Elected Board Positions. The Board will number no fewer than eight and no more than twelve elected Officers. The following elected positions are the minimum positions of the APICS Triangle Chapter Board of Directors. Each person so-elected is an Officer of the Chapter:

1. President
2. Executive VP
3. VP Administration
4. VP Education
5. VP Finance
6. VP Marketing
7. VP Membership

8. VP Professional Development

C. Non Elected Board Position. The Immediate Past President is a non elected, non voting advisory role.

D. Board Member Responsibilities. The responsibilities of each Board position will be defined and written in a position description document. The document format and the content of each position description will be developed by the Board or a committee so-tasked by the President. Each position description will be approved by a majority vote of the Board in a formal meeting and may be amended whenever appropriate.

E. Term of Office. The term of office for an elected Board Member will be one year, and no Officer may hold the same position for more than three consecutive full-term years, except the President, who may hold the office for only two years. An exception may be proposed by the Nominating Committee when the Committee determines that the continuation of a Board Member in a position beyond three years is in the best interest of the Chapter.

F. Limitations. To support a variety of opinion and avoid the appearance of bias or favor, no more than one Board Member from any one company, organization, or family may be elected at the same time.

G. Appointed Board Members. If a Board Member position is vacated during the year, the President and the Executive Vice President may suggest a replacement, and such person will be appointed by a majority vote of the Board in a formal meeting, either the monthly Board Meeting or a special meeting called by the President.

H. Board Member Voting. Each Board Member will have one vote in any Board vote; the exception is the Immediate Past President who is a non-voting advisor to the Board.

I. Board Member Removal. A Board member may be removed from the Board for lack of performance. If, in the opinion of the Board, a Board member is not performing his/her duties as described in the position description, the other voting members of the Board may remove the non-performing member by an affirmative vote of at least two thirds. See, also, Membership Suspension / Termination process defined in Article 2.3.

3.2 Directors

A. Appointment. Directors are appointed at will by the Officer whom they shall support in executing the Chapter's activities.

B. Development. Each specific Officer, and the Board in general, shall support the Directors in their activities and share their knowledge of Chapter operations, with the objective of guiding the Directors toward becoming future Chapter Officers.

C. Responsibilities. The responsibilities of each Director position shall be defined and written in a Position Description document. The document format shall be the same format used for the Board Positions, and the content of each Position Description shall be developed by the appropriate Officer and shall be approved by a majority vote of the Board.

D. Essential Director Positions. The Board will identify Director positions which are essential to supporting the Chapter's mission, and Officers are responsible for filling these essential positions, to the best of their ability. In addition, Officers may determine, from time to time, the need for incremental positions and may appoint, at their discretion, Directors to fill those positions after Board vote of approval for the position.

E. Organization Charts. Each Officer is responsible for maintaining an up-to-date Organization Chart for his/her team. Each Chart will include the title of every position and the Name of the person currently filling that role. The organization charts shall include all Directors working with each Officer and may be published according to Article 5.3 of these Bylaws.

F. Student Chapter Presidents. Student Chapter Presidents are considered to be Directors of the Chapter and will be included in the Membership Organization Charts.

3.3 Volunteers. Officers and Directors shall seek the assistance of volunteers for ad hoc and project work. The purpose is to obtain additional help when needed and to introduce and involve volunteers in the behind-the-scenes work of the Triangle Chapter and begin the development of future Directors and Officers.

3.4 Standing, Special, and Ad-Hoc Committees. Committees will be formed either as established in these Bylaws, or at the direction of the Board of Directors. Separately, the President or EVP may appoint committees to meet urgent business needs of the Chapter.

A. Standing Committees. No standing committees have been designated.

B. Special Committees

1. Nominating Committee. Duties described in Article IV.

2. Financial Audit Committee. Duties described in Article V.

C. Ad-Hoc Committees. Formed as needed.

Article IV — Election of Officers

4.1 Nominating Committee

A. Election Committee. The President and the EVP shall jointly appoint a

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Nominating Committee of three people who are respected by the community, active in Chapter activities, and current Chapter members. No current Chapter Officer may serve as a Nominating Committee member. No Chapter member, who is otherwise well qualified, shall serve on the committee if he or she is seeking election. One appointee shall serve as the Chair of the Committee. The Committee shall record the minutes of their meetings.

B. Committee Coordination. The Chapter EVP shall serve as a fourth, non-voting, member, acting as a Co-Chair of the Committee. In this role, the EVP shall function as a coordinator between the Committee and the Board to ensure accurate and timely communication and to advise and support the Committee in its work.

C. Role and Eligibility for Nomination. The Nominating Committee will be tasked with proposing a list of Officers to be elected for the coming Fiscal Year. No member of the Nominating Committee shall be nominated, except the EVP acting as Co-Chair who may be nominated, subject to the provision in Article 3.1.D, above.

D. Committee Member Approval. The Nominating Committee Members will be approved by majority vote of the Board of Directors.

E. Announcement to the Chapter. A Member of the Committee shall formally announce the Committee's purpose, and the schedule of their activities, to the assembled members of the Chapter during the Chapter Business portion of a Professional Development Meeting. In this meeting, Chapter members will be publicly invited to express their interest in being nominated for one of the Board positions. The member announcing the Committee shall clearly explain how Chapter members may make their interest known and considered.

F. Nominee Qualifications and Assessment. The Committee Members shall review each Board Officer position description and consider the qualifications of the prospective Officers, both those whom they know and those who have expressed interest. The Committee will meet informally with each candidate to assess his/her capabilities, interest, commitment, and qualifications (per Article 3.1).

G. Recommendations. Having completed its work, the Committee Chair and Co-Chair shall present the Committee's recommendations to the current Board in a scheduled monthly Board Meeting. The proposed candidates will be evaluated and approved for nomination by formal vote of the Board. If the Board objects to a proposed candidate, the Nominating Committee shall propose alternate(s), and/or the Board Members may make suggestions. However, no candidate shall be voted upon by the Board without first having been reviewed and proposed by the Nominating Committee.

4.2 Election. The slate of candidates will be announced during the Chapter Business portion of a Professional Development Meeting, published concurrently on the Chapter website, and communicated to the full Chapter Membership. The election will be held during the Chapter Business portion of the following Monthly Professional Development

Meeting. Upon completion of the election, the results will be communicated to the full Chapter Membership

4.3 Calendar. The following calendar of activities will be followed for the nomination and election process, unless the Board determines otherwise due to unforeseen circumstances.

A. January Board Meeting. The Nominating Committee will be proposed and approved by vote of the Board.

B. February Chapter Professional Development Meeting. Announcements regarding the Nominating Committee, its purpose, and its schedule shall be made to the Chapter Membership.

C. March Board Meeting. The Nominating Committee will propose its candidate choices to the Board for their discussion. The Board will hold a formal vote to approve.

D. April Chapter Professional Development Meeting. The slate of Candidates will be announced to the Chapter Membership. At this meeting, the Nomination Committee shall also solicit self-nominations from those who would like to contest an election for any position.

E. May Chapter Professional Development Meeting. The election will be held, and following the election, the results will be communicated to the full Chapter Membership via the most appropriate means.

Article V — Transparency and Responsibility

5.1 Financial Responsibilities. The officers and Directors of Triangle APICS shall operate at the highest level of integrity in the management of the Chapter's financials.

A. Fiscal Responsibility. The VP of Finance will ensure that the Chapter's financial records accurately state the assets, liabilities, revenues, and expenditures of the Chapter and that all required regulatory filings are made in a timely manner. These records will be briefed to the Board during its regular meetings.

B. Budget Development. In conjunction with the other Officers, the VP of Finance shall begin development of an annual budget at the annual Transition Meeting. The objective of each year's budget is to ensure the ongoing viability of the Chapter, and the budget must be approved by a majority vote of the Board, ideally in the August Board meeting but not later than the September Board Meeting.

C. Budget Retention. A copy of the approved budget will be permanently filed each year in the Chapter's documentation retention system.

D. Expenditures. The Officer responsible for his/her budget may approve budgeted

expenditures as appropriate, following the appropriate Chapter guidelines. The Officer may also authorize his/her Directors to make specific, limited, expenditures in the normal course of Chapter business. Any expense that is extra-ordinary will be handled per chapter guidelines.

E. Contractual Commitments. No Board Member may sign, cause to sign, or verbally agree to, any contract, short-term or long-term, that has financial implications to the Chapter, unless the contract has been approved by a majority vote of the Board, with supporting documentation.

F. Financial Audits. The Financial Audit Committee will consist of the Executive Vice President (EVP) and two non-Officer, active Chapter Members who are appointed by the EVP. The Committee will complete an annual financial audit of the Chapter's finances by the end of each July. Such audit will be completed in accordance with the Chapter's approved Audit Procedure(s).

G. Communication of Financial Condition. After completing the annual financial audit, the Board of Directors shall communicate the Chapter's financial condition to the Chapter Membership. The communication will include a statement regarding the Chapter's compliance with the financial standards of APICS, Inc.

5.2 Notice of Meetings

A. Professional Development, Plant Tours, and other public events. A calendar of monthly meetings will be published and updated, as appropriate, on the Chapter website. Notice and detailed information regarding each meeting will be sent to the Chapter Membership email list and shall be published on the Chapter Website.

B. Board of Directors. A schedule of the meetings of the Board of Directors will be published and updated, as appropriate, on the Chapter Website, and the President or Executive Vice President shall, from time to time, remind the members in attendance at monthly Professional Development Meetings that all active Chapter members are welcome to attend the BOD Meetings.

5.3 – Online Website Visibility. In support of its responsibility to keep the Chapter Membership informed of the operation of the Chapter, the Board of Directors shall ensure that, at minimum, the following information is readily available on the Chapter Website:

- Board Meeting schedule and location

- Board Officer list and email addresses

- Calendar / announcement of Chapter meetings and activities.

- Other such information that the Board, at its discretion, deems necessary

Article VI — Meetings

6.1 Board of Directors

A. Frequency. The Board of Directors will ideally meet on a monthly basis, but at minimum, it will formally meet seven times per year. Meetings may be in-person or by teleconference, skype following parliamentary procedure according to the most recent version of Roberts Rules of Order.

B. Purpose. The Board will meet to discuss and plan the strategic and tactical activities of the Chapter and to ensure the ongoing integrity, viability, and channel partner compliance requirements of the Chapter.

C. Minutes and Document Retention. Each Board meeting shall be documented with written minutes which will note if a quorum was present. Minutes will be reviewed and approved by simple majority vote of the Board before filing in the Chapter's documentation retention system. Motions may be made in writing (i.e. resolution) or orally. For all motions, the minutes will note the exact wording of the motion, who proposed it, and who seconded as well as the outcome of the vote.

D. Board Meeting Quorum and Votes. A quorum shall consist of a simple majority (half plus one) of the full number of voting members of the Board. Unless otherwise stated in the Bylaws, a simple majority of the quorum will be considered sufficient to pass a motion. Proxy votes will not be allowed. Routine operations of Chapter activities, as described by the Position Descriptions and Operating Procedures, do not require a vote by the BOD.

6.2 General Membership. There will be a minimum of four Professional Development Meetings (PDMs) in a Fiscal Year. A portion of every PDM will be dedicated to discussing chapter related business prior to the featured topic presentation.

6.3 Board Transition. The June meeting of the Board of Directors is designated as the transition meeting which will be attended by both the incoming and the outgoing Officers. The purpose is to familiarize themselves with the conduct of the Board Meeting.

Article VII — Ethical Conduct. An Officer, Director, Instructor, or an authorized Volunteer of the Chapter is expected to conduct the Chapter's business or entrusted responsibility to the highest ethical standards expected of a professional, in letter and spirit of the Chapter's Code of Conduct.

Article VIII — Bylaw Revision, Amendment, and History

8.1 Bylaw Revision. Upon having received previous notice, the Chapter's bylaws may be rewritten (e.g. many large changes or wholesale replacement) by the Board of Directors. Approval of the revised bylaws will require a majority vote in a formal Board meeting. Next, the revised bylaws must be put before the membership for a two thirds

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approval. A notice of the upcoming bylaw vote and copies of the current and proposed bylaws must be published and reasonably available to the Chapter Membership, concurrent with the announcements of the next Chapter meeting at which the vote will be held. It must then be approved by a two-thirds vote of the Chapter Members in attendance at a regular Chapter Professional Development Meeting. Changes are effective immediately upon ratification.

8.2 Bylaw Amendment. Upon having received previous notice, the Chapter's may be amended (e.g. smaller scope than revision such as 1 or 2 changes to this document). The same process for Board and Chapter Membership ratifications will be followed.

8.3 Bylaw History. At a minimum, the bylaws will be reviewed every five years.

Adopted: October, 1966

Revised: December, 1969

Revised: January, 1979

Revised: August, 1983

Revised: April, 1994

Revised: April, 1997

Revised: February, 2006

Revised: January 2015

Revised: April 2019, Ratified by the membership May/June 2019 (planned)

Thank you for reviewing this copy of the Triangle Chapter's Bylaws. If you have any questions or comments, please contact John Tomczyk, VP Administration, by email at tomczykjr@gmail.com. Please be sure to include the words 'Bylaws Review' in the subject line of your email.