

# **DANBURY CHAPTER #242**

## **BY-LAWS**

### **ARTICLE I: NAME**

A. This organization shall be known as the Danbury Chapter of the American Production and Inventory Control Society, Inc.

B. It shall be a non-profit organization and no part of the net earnings shall inure to the benefit of any individual member.

### **ARTICLE II: PURPOSE**

The purpose of this chapter shall be:

A. To inspire individuals and organizations toward lifelong learning to enhance individual and organizational success.

B. To disseminate, by all appropriate means, general and technical information on improved techniques and development.

C. To promote a professional attitude among its members and non-members, toward an understanding of operations management.

D. To help individuals become more productive and all manufacturing, service and distribution companies in our area to become more competitive.

### **ARTICLE III: MEMBERSHIP**

Membership shall be divided into two classes: corporate and individual

#### **A. Corporate Membership**

1. Each such company may designate as its representatives five individuals who shall enjoy full membership privileges

2. Each such company may change its representatives at any time upon written notice to the APICS membership department. Such changes shall be effective upon completion of process.

#### **B. Individual Membership**

1. Chapter member

2. Member-At-Large.

A member who does not choose to be a chapter member.

3. Life Member

A member voted by the chapter board of directors for outstanding service to the chapter with full membership privileges.

#### 4. Student Member

A member attending formal classes full time at an accredited college or university and engaged in the study of resource management or related subject. However, such members may not vote or hold office.

#### 5. Retired Members

Retired chapter members paying reduced membership rate with full member's privileges.

### ARTICLE IV: DUES AND FINANCE

#### Section I- Dues and chapter fees

A. Each member shall pay Society dues as the Society Board of Directors may, from time to time, determine.

B. Each member of this chapter shall pay such chapter fees as may, from time to time, be determined by the Chapter Board of Directors.

#### Section II- Due date

A. Dues shall be due and payable originally when application for membership is made, and thereafter, on each anniversary date of the member.

B. All members shall be billed directly by the Society headquarters. Such billing shall include both Society and Chapter dues.

#### Section III- Delinquent Dues.

A. A member whose dues are not paid by three months after his/her anniversary date, will be considered suspended from membership and have no voting privileges.

B. Suspended members will be dropped from all membership rolls, Society and Chapter, if the dues remain delinquent.

#### Section IV- Contracts, Letters of Intent and Non-Compensation

A. All contracts, releases, agreements, letters of intent or commitments made in the name of, or on behalf of, the Chapter shall be submitted to the Chapter Board of Directors for appropriate review and approval by a simple majority of the voting members of the Board of Directors and the signature of the Treasurer and President.

B. No contract may be made which will bind the Chapter for amounts in excess of the funds of the Chapter.

C. No voting members of the Chapter Board of Directors shall receive compensation for services rendered as Board officers.

### ARTICLE V: OFFICERS

#### Section I- Officers

A. The officers of the organization shall be: President, Immediate Past President, Executive Vice President, Vice President of Education and Research, Vice President

Membership, Vice President of Programs, Vice President of Publicity, Vice President of Marketing, Secretary, Treasurer, and the Directors.

## Section II- Election and Term

- A. The officers shall serve for a one year term. .Transfer of duties will take place at the transition meeting (See Article XV) or no later than August 10th following the election of officers.
- B. The election of officers shall be at the annual business meeting of the chapter.
- C. Installation of officers shall be at the annual business meeting or at the regular meeting following the election of officers as determined by the Board of Directors.
- D. No more than three (3) members of any firm shall be elected to the Board of Directors.
- E. To be eligible for the office of President, a member must have served on the Board of Directors for at least three years.

## Section III: Duties

### A. President

- 1. Shall preside at all meetings of the Chapter and the Board of Directors
- 2. Shall, with the advice and consent of the Board of Directors, appoint all committee Chairpersons, except as provided by these by-laws.
- 3. Shall be ex-officio member of all committees, except the Nominating Committee.
- 4. Shall appoint, with the Board of Directors approval any office vacated by an officer or director to fill an unexpired term.
- 5. Shall appoint a Nominating Committee.
- 6. Shall assess the qualifications of the current board members and make recommendations to the Nominating Committee as his/her ability to continue to serve on the Board

### B. Executive Vice President

- 1. Shall assume the duties of President in the absence of the President.

### C. Vice President of Education and Research

- 1. Develop and maintain catalogues of college or university programs and courses in the field of resource management.
- 2. Maintain communications with the Society headquarters regarding all Education and Research programs and activities on a Society level.
- 3. Study and promote training manuals and encourage their use by members, companies, and education institutions.
- 4. Study Certification Exams presented by the Society for the current year.

5. Establish a program for preparing members of the chapter to pass the examination.
6. Coordinate and distribute to the membership any information pertinent to the Society Certification Programs.
7. Present information to the chapter membership regarding dates and places of examinations.

#### D. Vice President of Membership

1. Maintain member and non-member roster showing name, job title, company name, company, mailing address, telephone and fax numbers.
2. Inform Society headquarters of changes affecting membership or member data.
3. Conduct membership drive during current year.
4. Actively solicit members by mailings to companies in the area covered by the local chapter.

#### E. Vice President Publicity

1. Secure the necessary contacts and publicize chapter activities through local media
2. Communicate publicity programs, procedures, schedules and deadlines to all officers, committee chairpersons, and the membership at large.
3. Publish monthly newsletters, in appealing and professional form
4. Organize and maintain files of all newsletters, other correspondence and records for the reference and use of the chapter.

#### F. Vice President Programs

1. Develop programs for the entire year of his/her office including back-up speakers
2. Obtain speaker biographical sketch and a short abstract about the topic to be used in publicizing the monthly professional development meeting or workshop
3. Introduce or delegate responsibility of introducing speakers at each professional development meeting or workshop.
4. Publicize professional development meeting through chapter newsletter
5. Publish current year program monthly
6. Originate, distribute, and collect evaluation sheets at professional development meeting or workshop

#### G. Vice President Marketing

1. Communicate programs, workshops, seminars and other chapter activities to the local companies in the surrounding communities.
2. Analyze effectiveness of Marketing Plan; develop methods for building local awareness
3. Stay current with free promotional materials available from Society
4. Facilitate any Marketing Committee meetings
5. Present/distribute Marketing report at every BOD meeting

#### H. Secretary

1. Shall keep an accurate record of the proceedings of all Board meetings of the chapter and be responsible for the distribution of these minutes.
2. Shall carry on the general correspondence of the chapter

#### I. Treasurer

1. Shall be the chief fiscal officer of the organization
2. Shall obtain a budget from all officers and directors within sixty (60) days from taking office.
3. Shall receive all funds paid to the chapter.
4. Shall deposit all funds in the name of the organization and in such banks as the organization may designate.
5. a. All expenditures must be approved in writing by a member of the Board of Directors.
  - b. The APICS expense account form is to be used for all bills and a copy (or original) of the bill must be attached to the expense report.
  - c. The approval may be made via email, but the Treasurer is to attach a copy of the email to the expense report and bill.
  - d. No Board member may approve expenses payable to themselves.
  - e. If the expense is in excess of \$100, two (2) board members must approve the bill and one must be the Executive Vice President or the President.
  - f. In the absence of the Executive Vice President, the Immediate Past President may act instead.
  - g. The exception to the two (2) Director rule shall be Course Participant Guides for the number of students scheduled for a class.
  - h. In the case of these Guides, the Vice President of Education and Research may order the material without approval of another member of the Board.

6. Shall have the books available at all times for inspection.
7. Shall render a report at each meeting of the Board of Directors, not to exceed once a month.
8. All checks to be signed by Treasurer or President or their delegate.

#### J. Director/Academic Liaison

1. Establish a student membership program in cooperation with the local university in order to promote recognition of the Resource Management profession and benefit from participation of young students and their ideas.

#### K. Director/ Information Services

1. Establish and maintain a Web Page so that the Chapter can promote membership and interest in the seminars, workshops, certification review courses, professional development meetings and other activities.

#### L. Director at Large

1. As assigned by the BOD or President

### ARTICLE VI: BOARD OF DIRECTORS

#### Section I Board of Directors

A. The executive power of the Chapter shall be vested in the Board of Directors which have charge of the affairs and funds of the Chapter and shall have the power and authority to do and perform all acts and functions in accordance with the By-laws.

B. The Board of Directors shall consist of the officers, as defined in Article V- Section 1, selected by the membership at the annual meeting.

#### Section II Board of Director Meetings

A. The Board of Directors shall meet not less than six (6) times a year at a time and place designated by the President

#### Section III Special Meetings

A. The President shall have the authority to call Special Meetings of the Board of Directors upon reasonable notice to the members.

#### Section IV Removal of Board of Directors Members from Office

A. Any member of the Board of Directors who has not performed the function of their office as outlined in the by-laws shall be reviewed by the Board of Directors.

B. The Board of Directors shall have the power to remove any Board Member for cause.

### ARTICLE VII COMMITTEES

#### Section I Nominating Committee

A. The Nominating Committee shall be appointed no later than sixty (60) days prior to the annual Meeting of the Chapter.

B. The Nominating Committee shall be appointed by the President to prepare a slate of Officers for Board approval and then will be presented to the membership one (1) month prior to the Annual Meeting.

## Section II Standing Committees

### A. Membership Committee

The Membership Committee shall be responsible for recruiting new members and assisting them in preparing their membership applications for submission to the Society headquarters.

### B. Program Committee

The Program Committee shall be responsible for planning programs for all professional development meeting and for making the necessary program arrangements and publicity for each.

### C. Education Committee

The Education Committee shall be responsible for promoting interest in the field of resource management and to enhance the skills and professionalism in the local business community, academia, and the general public by providing resource management education.

### D. Reservation and Hospitality Committee

The Reservation and Hospitality Committee shall be responsible for promoting attendance at all professional development meetings and making reservations for necessary facilities.

### E. Publicity Committee

The Publicity Committee shall be responsible for publicizing the chapter's activities and the achievements of the chapter members in all news media.

### F. Strategic Planning Committee

The Strategic Planning Committee shall prepare a three (3) year plan for the chapter which must be reviewed yearly, making sure that the purpose and objectives of the chapter and Society are being met and to plan for the chapter continued growth and development of new officers.

### G. Audit Committee

The Audit Committee shall be responsible for conducting an audit of the financial records and accounting of the chapter at the close of each fiscal year and for presenting a report thereon to the chapter board on or before Aug 30th.

### H Marketing Committee

The Marketing Committee shall be responsible to communicate programs, workshops, seminars and other chapter activities to the members and area companies

## I. Student Affairs

Establish a strong relationship between the academic community and APICS by involving the local university in the chapter's education and research projects.

### Section III: Other Committees

Other committees may be appointed by the President to accomplish the general purpose, of special projects, of the chapter.

### Section IV Committee Meetings

Committee meetings shall be held upon notification by the chairperson of a committee. The committee chairperson shall designate the time and place of the meetings. The minutes/reports of all committee meetings should be forwarded to the secretary of the chapter for distribution to the Board of Directors.

### Section V Removal from Committee

The Chapter Board of Directors shall have the power to remove any committee chairperson or member for cause.

## ARTICLE VII: MEETINGS

### Section I Regular Professional Development Meetings (PDM)

- A. Regular meetings of the chapter shall be held on a schedule decided by the BoD, at least five per chapter year, but not in July and August.
- B. Regular meetings shall be held at a time and place designated by the Chapter Board of Directors.
- C. The regular meeting held during the month of June shall also be known as the Annual Business Meeting.

### Section II Meeting Notice

A written notice of each professional development meeting shall be sent to all members by the Publicity Committee via the Chapter Newsletter, email or other written communication.

## ARTICLE IX: PARLIAMENTARY AUTHORITY AND SUSPENSION OF RULES

### Section I Parliamentary Authority

All meetings of the duly constituted bodies of the Chapter shall be governed by the rules of older as prescribed in *Robert's Rules of Order Revised* provided the same are not superseded by the by-laws and are applicable.

### Section II Suspension of by-laws

The standing rules may be temporarily suspended by a two thirds (2/3) vote of those present at any meeting of the Board of Directors

### Section III Interpretation of by-laws

The Chapter Board of Directors shall be the authority for the interpretation of these by-laws

### Section IV Non-Conflict with Society by-laws

The by-laws of this Chapter shall not be in harmony with and not conflict in any manner with Society by-laws The Society by-laws shall govern and prevail in all matters.

## ARTICLE X TERMINATION. TRANSFER AFFILIATION OR SUSPENSION

### Section I Termination of Membership

A. Membership shall be terminated when a member

1. Resigns or
2. For non-payment of dues per Article IV, Section III or
3. Fails to comply with the Society or Chapter by-laws

B. Transfer or affiliation from one chapter to another shall be made upon arrival of chapter to which member is transferred. Affiliation with original chapter shall continue until transfer is effected.

## ARTICLE XI DISSOLUTION

- A. The Chapter shall use its funds only to accomplish the objects and purposes specified in these bylaws and no part of said funds shall inure or be distributed to the members of the Chapter.
- B. On dissolution of the Chapter any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Chapter Board of Directors or revert to the Society.

## ARTICLE XII BY-LAWS AMENDMENTS

### Section I Proposals

A. Amendments to these by-laws shall be proposed in writing to the Chapter Board of Directors by a special by-laws Committee or by a request signed by five or more members in good standing.

B. The Chapter Board of Directors shall authorize the Secretary to submit proposed amendments in writing to the entire membership at least two (2) weeks prior to a meeting at which time the amendments are to be voted upon or, if a mail vote is to be solicited at least thirty (30) days prior to the date on which the votes are to be counted

### Section II Voting

An affirmative vote of two thirds (2/3) of the members voting shall be required for the adoption of an amendment to these by-laws

## ARTICLE XI AUDITING

A. Audit reports shall be presented by the Audit Committee to the Board of Directors by the end of August.

B. The Board of Directors may, from time to time, if in their judgment it is desirable to do so, engage the services of independent auditors to audit all or any part of the records of the Chapter.

#### ARTICLE XIV BONDING

All Directors and Officers are bonded by the Society for faithful performance of their duties. Premiums for such bond shall be paid for by the Society.

#### ARTICLE XV TRANSFERAL OF OFFICE, RECORDS, FUNDS AND FILES

A The President shall call a Special Board of Directors prior to August 10th at with time all past officers and Committee Chairpersons than transfer office, all existing chapter records, funds and files to their successors.

B. The incoming President and the outgoing President shall jointly assume the responsibility to see that this function is performed to insure an orderly change of administration.

#### ARTICLE XVI PERPETUATION'S OF CHAPTER RECORDS

Chapter Officers have the obligation to maintain a comprehensive history of the year's events to be passed on to future administration

#### ARTICLE XVII: QUORUM

##### Section I Membership Quorum

The members present at the regular professional development meeting shall constitute a quorum of the chapter.

##### Section II Board of Directors Quorum

**A. A majority of the current members of the Board of Directors shall constitute a quorum of the Board”**

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