

**Bylaws**  
**Of**  
**AMERICAN PRODUCTION AND INVENTORY  
CONTROL SOCIETY OF HOUSTON**  
(the "Chapter")

**ARTICLE I – AUTHORITY/AUTHORIZATIONS**

A) "Chapter" shall mean Chapter #36 of APICS, which is the chapter designation/number of AMERICAN PRODUCTION AND INVENTORY CONTROL SOCIETY OF HOUSTON. The Chapter is a nonprofit corporation which was incorporated in the State of Texas on November 27, 1978.

B) AMERICAN PRODUCTION AND INVENTORY CONTROL SOCIETY, INC., (hereinafter called "APICS") is an incorporated international educational society for resource management that, at the time of these Bylaws' adoption, has headquarters in Chicago, Illinois. The Chapter is a charter member of APICS and is located in District Terra Grande of APICS, which is one of several designated geographical administrative areas of APICS

C) The Chapter's bylaws and rules shall be in harmony with, and shall not conflict with, the Bylaws and the Standard Operating Policies and Procedures of APICS from time to time in effect.

**ARTICLE II – DEFINITIONS**

The following terms, used in these Bylaws, shall have the meanings defined in this Article II, to-wit:

A) "Board" or "BOD" shall mean the duly elected or appointed members of the Board of Directors of the Chapter.

B) "Policy" shall mean the stated and Board affirmed position of the Chapter on a particular matter.

C) "Procedure" shall mean the rules adopted and approved by the Board to carry out the Chapter's policies.

**ARTICLE III – PURPOSES**

A) The Chapter is organized and shall be operated for the following purposes:

1. Foster and maintain high standards in the field of operations management and to promote the recognition of APICS throughout such industry.
2. Promote and advance the theories, techniques, systems, and practices in the field of operations management to members of APICS and interested nonmembers.
3. Provide programs, systems and communications that promote the exchange of ideas and resolution of problems in the field of operations management.
4. Provide public and private educational programs in support of APICS' substantive and procedural knowledge in the field of operations management.
5. Disseminate information to the membership, industry and others, relevant to operations management, the Chapter, and APICS.
6. Advise and assist educational institutions in the development and promotion of their student chapters involved in operations management.
7. Receive, own, maintain, lease and sell real and personal property as deemed necessary to support, and further, the above stated purposes of the Chapter.

B) No part of the income or revenue of the Chapter shall accrue to the benefit of, or be distributed to any member or non-member of the Chapter for serving in the role of a member, Board of Directors, or Officer (for example, a BOD member may not be paid just to be on the Board, but a BOD member who is also an authorized instructor can be paid for actually instructing). No funds of the Chapter or its other resources shall be used to support or promote any political, religious, or ethnic agenda. The Chapter shall not adopt any policy or practice the intent of which is to promote, or endorse, any business or charitable organization.

#### **ARTICLE IV – MEMBERSHIP**

Membership will be determined by APICS and controlled by it in accordance with its Board and applicable bylaws, rules and procedures from time to time in effect. Members shall meet at such times and places as set by the BOD or the President with at least ten (10) days' prior written notice, but in any event at least once each fiscal year.

#### **ARTICLE V – DUES**

A) Membership dues shall be due and payable to APICS initially with the submission of the application for membership, and thereafter on each anniversary date of the membership grant.

B) The Chapter's dues (which are collected and forwarded by APICS) may be changed as deemed necessary by the Board in accordance with APICS policies and procedures.

C) The APICS' dues may also be changed as deemed necessary by APICS and, as stated in their Article VI, "Notification of a proposed change shall be sent to all chapter presidents at least sixty (60) days in advance of the board meeting in which such proposed change may be voted on."

## **ARTICLE VI – MEETINGS**

### A) Board of Director Meetings

1. BOD meetings shall be held at a time and place as may be determined by the Board, but in any event at least once every fiscal year.

2. Special meetings of the Board may be called at any time by the President of the Chapter, a majority of the Officers of the Chapter, or two-thirds (2/3rds) of the Board. The President or President-Elect must notify each director in the Board in writing at least one week in advance of any said meeting or meetings.

### B) Professional Development Meetings (PDMs)

1. Meetings shall be held at such time and place as may be reasonably determined and designated by the Board.

2. Notice of a PDM meeting shall be published in the Chapter's newsletter and/or on its website at least one week in advance of any said meeting. Important matters that require a vote by the membership, such as changes to the bylaws or election of officers, shall be included in the notification.

## **ARTICLE VII – PROCEDURE**

Robert's Rules of Order (Revised) shall govern the conduct of all business in all meetings of the Chapter except where such rules would be inconsistent with the Articles of Incorporation of the Chapter, these Bylaws or the bylaws or any other rules or procedures of APICS, from time to time in effect.

## **ARTICLE VIII – AMENDMENTS**

These Bylaws may be altered, amended, or replaced by a simple majority vote of those members of the Chapter physically present or present by proxy at a properly designated meeting of the membership. A notification of a proposed change in these

Bylaws shall be published in the Chapter's newsletter and/or on its website at least four (4) weeks prior to the designated member meeting. The BOD must designate the specific meeting place and time wherein the vote will be held.

### **ARTICLE IX – OFFICERS**

The Officers of the Chapter shall be voting members in good standing (all dues paid) of the Chapter and their respective titles are designated as follows:

- I. President
- II. President-Elect
- III. Secretary
- IV. Treasurer
- V. VP of Communications
- VI. VP of Professional Development
- VII. VP of Marketing
- VIII. VP of Membership
- IX. VP of Student Activities

### **ARTICLE X – BOARD OF DIRECTORS**

A) The control and management of the affairs, property, and funds of the Chapter shall be vested in the Board.

B) The Board shall consist of:

1. The elected Officers of the Chapter. (Reference Article IX above)
2. The Ex-Officio President, which is the immediate past President of the Chapter.
3. Other persons duly appointed by the Officers as directors to the Board.

C) Only the Officers on the Board in good standing (all dues paid) shall have one vote each on each matter. Others serving on the Board shall not have any vote, but may participate in discussions and voice opinions.

## **ARTICLE XI – QUORUMS**

A) A quorum, at meetings of the members of the Chapter, is ten percent (10%) of the total members in the Chapter. Each member present, including Board members, is entitled to one vote on each matter voted on. Votes ending in a deadlock shall be re-voted until a majority is determined.

B) A quorum at a regular or special Board meeting shall be a majority of the duly elected Board members. In case of a tied vote, the President of the Chapter shall decide the issue. If the President is not present, the President-Elect shall have such deciding vote.

C) At all meetings of members on the BOD, each member or director may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease after the scheduled meeting date for which it was promulgated/given.

## **ARTICLE XII – FISCAL YEAR**

The fiscal year of the Chapter shall be from July 1st of each calendar year through June 30th of the following calendar year.

## **ARTICLE XIII – TERMS OF OFFICE**

The terms of office of elected Officers shall be as follows:

A) The President, President-Elect, and Ex-Officio shall serve for a period of one full fiscal year and may succeed themselves in any such office for a period of one year.

B) The Treasurer may serve for a period of not more than two (2) full fiscal years in such office and then may serve in any other office as herein provided.

C) There are no limits on the terms for the Secretary or for any of the designated Vice President(s). They may be re-elected ad infinitum.

D) Vacancies among the Officers or on the Board shall be filled by a vote of the remaining voting directors on the Board. The person completing a partial term shall be eligible to succeed themselves in the same office as set forth herein.

## **ARTICLE XIV – ELECTION OF OFFICERS**

A) The President shall appoint a Chairman and two (2) other members of the Chapter to an Election Committee who shall select a slate of potential Officers consisting of no more than two (2) candidates for each office. The Election Committee

shall be appointed no later than April 15th of each calendar year, and the slate shall be presented to the Board for consideration no later than April 30th of each calendar year. The Board may reject a maximum of any two (2) candidates thus presented.

B) One candidate for President-Elect may be nominated directly by the membership and may not be rejected by the Board.

C) Ballots listing the candidates shall be published to the membership in writing no later than May 15th of each calendar year.

D) The ballot for Officers shall be returned to the Election Committee by June 1st of each calendar year and the tallied results reported to the Board. The Board may, at its discretion, withhold the election results for seven (7) days pending an audit of the ballots. The Board shall certify the results of any election.

E) All candidates shall be notified by the Chairman of the Election Committee (upon certification by the Board) of the results of any election as soon as reasonably practicable.

F) Newly elected Officers shall take office on July 1<sup>st</sup> of each calendar year.

#### **ARTICLE XV – TERMINATION**

A) Any member on the Board may resign by notifying the Chapter or the Executive Director of APICS. APICS will automatically terminate a member if their membership dues payment is not received by APICS within 60 days of billing.

B) Any member, director on the Board or Officer, with the exception of the President, may be terminated by a simple majority decision of the Board, for (i) conduct unbecoming such a member, director or Officer, (ii) failure to perform their duties as defined in these Bylaws and/or by the Board; or (iii) exhibited incompatibility with, or open hostility towards, the Board or any directors on the Board. No such action will be taken until after the person affected has been notified in writing of the charges against him or her and has been given at least 30 days to respond in writing to the charges made the basis for termination from the Chapter.

C) In order to remove the President from office, the Board must notify all of the members of the proposal. The proposal must be submitted for a member vote at a specially called meeting by a quorum of members or by their proxy.

#### **ARTICLE XVI – DUTIES OF OFFICERS**

A) The Board shall have all powers generally conferred on board of directors of non-profit corporations in Texas and not explicitly denied by its articles of incorporation, these Bylaws or APICS.

B) The President shall preside at all meetings, serve as Chairman of the Board, and may appoint an Administrator for the Chapter.

C) The President-Elect or the Ex-Officio shall perform the duties of the President in the absence of the President.

D) The Secretary shall record the minutes of all BOD meetings and PDMs or other meetings at which votes are taken and shall take and distribute minutes of same to the Board within one week of any such meeting(s). The Secretary shall maintain a current directory of the Board of Directors of the Chapter, and all members' names, addresses, phone numbers, and e-mail addresses and distribute it to the Board each calendar month.

E) The Treasurer shall keep complete records of all monies received and disbursed and report the financial condition of the Chapter whenever and however requested to do so by the Board.

F) The President, President-Elect, and Treasurer are authorized to disburse monies of the Chapter as prescribed by the Board of Directors. The Board of Directors may, at their discretion, require that any or all of these Officers be bonded at the expense of the Chapter.

G) Each Vice President shall develop policies and establish goals for activities under their specific direction, and shall be responsible for achieving their goals, subject to the approval of the President of the Chapter.

### **ARTICLE XVII – COMMITTEES**

The President shall recommend to the Board, for their decision, a Director for each Chapter Committee and any other Director Committee appointments deemed necessary or appropriate. Some potential Committees are: Certification, Programs, Membership, Database, Company Coordinator, Internal Audit, Webmaster, Technology, Seminars, Public Relations, Bylaws, Handbook, Election, and Historian.

Each Director of the Chapter should develop, as required, additional membership for their Committee. Each appointment shall be made as soon as possible after installation of each newly elected President. Each committee shall retain its status and existence during the term of the President.

### **ARTICLE XVIII – INDEMNIFICATION**

Each member, Director or Officer shall be held harmless and be indemnified by the Chapter to the full extent allowed by the policies and procedures of APICS and applicable Texas non-profit corporation laws.

### **ARTICLE XIX – INSURANCE**

The Chapter and each member, Director or Officer shall be covered by directors and officers insurance coverage and other liability insurance coverage to the full extent practicable and necessary and shall be in all things consistent with the practices and procedures of APICS.

These Bylaws are ratified and confirmed by the voting members of the Board of Directors on this the \_\_\_\_\_ day of \_\_\_\_\_, A. D., \_\_\_\_\_.

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