



Inland Empire Chapter

BYLAWS

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By-Laws Inland Empire Chapter

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Ratified 7/30/18

Article I — Name

Section 1

- a. This organization shall be known as the Inland Empire Chapter, number 112, of APICS, the Association for Operations Management.
- b. The Chapter is organized under Article VII of the Association's By-Laws, where applicable, of APICS.
- c. The Inland Empire Chapter is a not-for-profit organization, incorporated in the State of California, under IRS 501 (c) (3), here after referred to as the Chapter.
- d. The Chapter's Federal Employer Identification Number (FEIN) is 95-3707427
- e. The Chapter's California State Corporation Number is 1119296

Section 2

- a. The mailing address of the Chapter shall be established by a majority vote of the Board of Directors.
- b. The name and address of the corporation's initial agent for service of process is the Chapter's President or VP of Finance's address.

Article II — Purpose

Section 1

The Chapter will be operated for the purpose of advancing the interests of management in the areas of Operation and Supply Chain Management through education and certification. In the furtherance of such purposes, it shall:

- a. Foster and maintain high standards in the field of operations and supply chain management.
- b. Provide a means of mutual exchange of problems and ideas in resource Management
- c. Promote educational programs
- d. Inform members, non-members and the community at large in techniques and systems in operations and supply chain Management
- e. Establish an awareness and recognition among leaders of industry in operations and supply chain management
- f. Conduct and promote any lawful purpose, consistent with provisions of the California not-for-profit corporation act, the federal not-for-profit tax laws, and in harmony with the By-Laws of the Association of APICS. No part of the income or principal of the Chapter shall inure to the benefit of, or be distributed to, any member, director, or officer of the corporation.

Article III — Membership/Dues

Section 1

- a. Members of the Chapter must also be members of APICS, the Association for Operations Management.

Section 2

- a. Application for membership shall be submitted upon any current application form with correct dues to APICS headquarters.

Section 3

- a. Chapter member dues are set by the Chapter Board of Directors and are in addition to the dues required by APICS Headquarters.
- b. They are due and payable annually with the APICS membership renewal.
- c. Annual dues for student members are set and paid to APICS Headquarters.
- d. No cancellation or refund of dues will be made if a member resigns.

Section 4

- a. Individual memberships are not transferable to another person, but may be transferred to other Chapters of APICS.

Section 5

- a. Any member whose dues are current is eligible to participate in all Chapter activities, to vote on by-law changes and Board of Director elections, and to hold Chapter office.

Section 6

- a. Membership may be terminated by resignation, failure to renew or by the disciplinary procedures of APICS.

Article IV — Chapter Management

Section 1 – Operating Guidelines

- a. The business management and affairs of the Chapter shall be under the supervision and control of the Board of Directors.
- b. The Board of Directors shall have authority to authorize contracts, incur liabilities, expend funds, and attend to such other matters connected with the conduct of the Chapter as it may determine.

Section 2 – Budgets

- a. An annual financial budget shall be prepared and approved by the Board of Directors no later than the first B.O.D. meeting of the new fiscal year. If an extension is required, it will be voted on by the Board of Directors.

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Section 3 – Finance

- a. All finances will be accounted for by the Vice-President of Finance and the President.
- b. The Vice-President of Finance will prepare and submit reports on the financial status of the Chapter.
- c. Financial reports, including a balance sheet, income statement and transaction register shall be prepared and submitted at the request of the Board of Directors.
- d. Expense reimbursement requires approval by the President and VP of Finance.
- e. All checks require dual signatures.

Section 4 – Audit

- a. The President shall arrange for an audit of the Chapter's financial records per the Board of Directors request.
- b. A report of the audit will be made available to the general membership.

Section 5 – Fiscal Year

- a. The fiscal year shall be July 1 through June 30

Section 6 – Quorum

One-half of the of the Board of Directors, or one-half of Board of Director positions currently filled, shall constitute a quorum to transact business. Proxies (see Art. IV Section 7) will count for a quorum.

Section 7 – Voting Privileges

- a. Each member of the Board of Directors has one vote for board decisions.
- b. The Board of Directors will accept a proxy in the form of a written notice given to another Inland Empire Chapter member in good standing to take the officer's seat and privileges for the meeting.

Section 8 – Chapter By-laws

- a. Copies of Chapter by-laws will be made available to Chapter members upon request.

b. The Chapter by-laws will be made available on the chapter's web site

Article V —The Board of Directors

Section 1 –

a. The Board of Directors shall consist of the President, Vice President of Finance and a minimum of 2 additional Board members of the following roles. All are elected each term.

1. President
2. Executive Vice President
3. Vice President Finance
4. Vice President Programs
5. Vice President Member Services
6. Vice President Administration
7. Vice President Education
8. Vice President Training & Development
9. Vice President Special Projects
10. Vice President Marketing
11. Directors at Large

c. The Board of Directors may appoint additional non-voting members of the Board, as deemed appropriate for the effective and efficient operation of the Chapter

d. The Board of Directors may appoint additional Board positions or revise titles, as deemed appropriate for the effective and efficient operation of the Chapter.

Section 2

a. The officers shall perform the duties described by the preliminary authority contained in these by-laws and those outlined in the Association and Chapter Standard Operating Procedures.

Section 3

a. Any member of the Board of Directors may be removed from office by the majority vote of the Board of Directors.

Section 4

- a. Vacancies on the Board of Directors during the term may be nominated by the board of directors and filled by a majority vote of the Board of Directors, even though a quorum does not remain.
- b. The chosen officer(s) shall hold office until the next regularly scheduled election.

Section 5

- a. No member shall hold more than one office at a time unless approved by the Board of Directors.
- b. No member shall be eligible to serve more than two consecutive terms in the same office unless approved by the Board of Directors.
- c. A maximum of 2 persons from one corporation/division may serve at the same time

Section 6

- a. Committees may be established for a period of two years and approved by the Board of Directors for a specified purpose and report to an elected officer.
- b. Committee members shall not have the authority to contract, incur liabilities or expend funds without the approval of the Board of Directors.

Section 7

- a. The Chapter will maintain a list of assets and their locations, to be kept current by the Vice-President of Finance.
- b. The President will be responsible for performing at least one audit of all Chapter assets annually. An asset will be defined as any Chapter-owned item valued at or more than \$1000.00.

Article VI — Nominations, Elections and Terms of Office

Section 1 – Nominations

- a. A Nominations Committee of no fewer than two members shall be appointed by the Board of Directors.
- b. The President will be the only standing member of this committee.
- c. It shall be the duty of this committee to nominate candidates for elective office and report their nominations at the Board of Directors meeting or via email in April.
- d. Nominations from the floor will be solicited at the April dinner meeting or via on-line request.
- e. The Nominating committee shall confirm the nominee's interest, commitment and acceptance of the nomination prior to the inclusion on the ballot.

Section 2 – Elections

- a. The elected officers of the Board shall consist of:
 1. President,
 2. Executive Vice President,
 3. Vice President Finance
 4. Vice President of Administration
 5. Vice President of Education,
 6. Vice President of Programs,
 7. Vice President of Member Services
 8. Vice President Training & Development
 9. Vice President Special Projects
 10. Vice President Marketing
 11. Director at Large
- b. Election shall be by electronic ballot offered to the membership.
 1. Member number (APICS ID Number) will verify the vote's cast.
 2. Election shall be by a majority of votes cast.
 3. In the event of a tie, the Nominating committee shall vote to break the tie.
 4. Any elected position that is unfilled may be nominated and filled by the Board of Directors by a majority vote.

- c. It should be the aim of the Chapter for not more than two members of any firm to be elected to the Board of Directors.
- d. The Nominating Committee will count the Ballots and results reported via Email to APICS Headquarters and update the website.
- e. The officers–Elect shall take office on the first day of the new fiscal year.

Section 3 – Terms of Office

- a. All officers shall serve for a two year term.

Section 4 – No Candidates Available

- a. Should candidates for Board position fail to come forward and/or elections be delayed, the president will maintain authority to extend terms of the remaining members until nominations are taken and BOD members voted upon.

Article VII — Meetings

Section 1

- a. Regular meetings or webinars of the Chapter shall be held at least three times per year. The time and place for the Chapter meetings will be designated by the Vice President Programs.

Section 2

- a. The Installation of officers shall take place at a meeting in June or electronically if no meeting takes place in June.
- b. The date, time, and place shall be determined by the Board of Directors.

Section 3

- a. Regular meetings of the Board of Directors shall be held (minimum 3 per year).
- b. The time and place shall be designated by the Board of Directors.
- c. Board of Directors meetings shall be open to all Chapter members.
- d. Minutes of the Board of Directors meetings shall be made available to Chapter members upon request.

Section 4

- a. The Chapter’s transition meeting of the outgoing Board of Directors and the newly elected Board of Directors shall be held after the installation meeting in June and prior to July 15. It can be delayed by Board of Directors request for scheduling and availability.

Article VIII — Parliamentary Authority

Section 1

- a. The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these by-laws.

Article IX — Chapter Dissolution

Section 1

- a. Chapter dissolution shall follow the procedure outlined in the APICS Standard Operating Procedures.

Section 2

- a. Upon dissolution of this Chapter, the assets of this Chapter remaining after payment of, or provision of payment of, all debts and liabilities of the Chapter, shall be donated to APICS Education & Research Foundation, qualified for exemption from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code as is now in effect or subsequently amended.

Article X — Amendments

Section 1

- a. These bylaws may be repealed, replaced or amended at regular meetings of the Board of Directors, subject to approval by at least two-thirds of the entire elected Board.
- b. The changes will have been proposed to the entire Board 15 days in advance of the Board meeting.
- c. A copy of the changes will be available upon request.