

Bylaws of The St. Louis Chapter of APICS (American Production and Inventory Control Society)

Article I: Identification

Section A. Name

The name of the organization shall be the St. Louis Chapter of American Production and Inventory Control Society, Inc., hereinafter referred to as the Chapter.

Section B. Affiliations

The Chapter shall be a channel partner with and operate in harmony and not conflict with the Bylaws of the international organization known as APICS.

Section C. Organization

The Chapter shall be organized as a not-for-profit organization under the incorporation statutes of the State of Missouri.

Article II: Purposes

The Chapter is organized and shall be operated exclusively for research and educational purposes as set forth in Section 501 (c) (6) of the Internal Revenue Code of 1954. In furtherance of such purposes it shall:

1. Foster and maintain high standards in the profession of resource, operations and supply chain management.
2. Provide a means of mutual exchange of problems and ideas in the profession of resource, operations and supply chain management.
3. Promote education programs and encourage and assist education and research in the profession of resource, operations and supply chain management.
4. Inform Chapter members and interested non-members in techniques and systems in the field of resource, operations and supply chain management.
5. Establish awareness among leaders of industry in the field of resource, operations and supply chain management.

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Article III: Membership

Section A. Qualifications

Membership is open to those persons or organizations engaged or interested in the profession of resource, operations or supply chain management and/or related professions and who support the purposes of the Chapter and APICS. Membership in the St. Louis Chapter requires membership in APICS.

Section B. Classes of Membership

The Chapter shall maintain a minimum set of membership levels in congruence with the membership levels defined by APICS. The Chapter recognizes that members first choose their membership level and then choose the Chapter with which they wish to be affiliated. The Chapter will refer new members to APICS for registration purposes. For membership applications and membership dues that are obtained in paper form, the Chapter will accept responsibility of forwarding those to APICS for processing.

Section C. Membership Status

A membership is terminated when a member fails to comply with the Bylaws of APICS or the Bylaws of the Chapter. Terminated members shall not have voting rights or privileges within the Chapter.

The Board of Directors may suspend or expel a member for cause for either a definite or indefinite period, by two-thirds vote of the total authorized number of Directors. This action shall not be taken until the member has been given ample opportunity to defend or explain the offending action. A suspended member shall have no membership privileges until he/she is reinstated.

Expired members shall be notified by the Chapter to renew membership to avoid a lapse in membership and Chapter privileges.

Section D. Transfer of Membership

Per the annually renewed Channel Partner Agreement (CPA) the Chapter holds in collaboration with APICS, there are no formal Chapter geographical boundaries. Therefore, if a member wishes to transfer membership from or to the Chapter, the Chapter shall comply with the official membership records maintained at APICS. There shall be no transfer of dues between Chapters when the membership transfers.

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Article IV: Dues

The Chapter due amount is established by the Board of Directors. This amount is maintained on the Chapter information recorded at APICS. Membership dues collection and processing of payments shall be a function of APICS as defined in the CPA. For those membership levels that are exempt from annual dues as defined by APICS, the Chapter also agrees to waive Chapter dues.

Article V: Government

To control and manage the affairs, including property and funds, of the Chapter, a vested Board of Directors is voted on annually by Chapter members. The President of the Chapter serves a two-year term; all other Directors are annually elected. All questions coming before the Chapter, or its constituent units, governing bodies or committees, shall be decided by a simple majority of the qualified votes cast, unless otherwise specifically determined by these Bylaws.

Article VI: Board of Directors Responsibilities

The Board of Directors shall be responsible for the establishment, review and maintenance of Chapter policy and for the control, management and prudence of Chapter affairs, property and funds. The Board of Directors shall be comprised of:

1. The Directors of the Chapter as defined by these Bylaws. The Chapter President shall preside as the Chairperson of the Board of Directors.
2. The most immediate Past President of the Chapter.
3. Such other Chapter members as determined to be necessary by the Board of Directors to conduct the business of the Chapter and be ambassadors of the Chapter and promote its mission, vision and activities.
4. All Board Members shall serve for one Chapter fiscal year (July 1 – June 30) except the President of the Board whose term shall be for two Chapter fiscal years.
5. All Board Members must have been a Chapter and APICS member for one year prior to serving on the board and must maintain current Chapter and APICS membership status during the duration of their Board position.
6. No Board of Director member shall receive any compensation or remuneration fees from the Chapter, directly or indirectly, for service as a Director.

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7. The President, or designee, shall be responsible for requesting Chapter members to serve on the Board of Directors, establishing the ballot, communicating the ballot to the membership, tallying the vote 30 days after publication, publishing the new Board of Directors prior to the end of the fiscal year (June 30) and installing new Board of Directors at the first meeting of the new fiscal year.
8. Vacancies on the Board of Directors shall be filled by appointment by a majority vote of the total remaining authorized number of Directors. Each Director so appointed shall hold office for the remainder of the vacant term.
9. A Director may be removed from the Board by two-thirds vote of the total authorized number of Directors, whenever, in the Board's judgment, the interests of the Chapter would be best served by so doing. Such action shall not be taken until the Director to be removed has been given ample opportunity to defend or explain his/her position.
10. Board members are required to make a good faith effort to attend all board meetings. The President, or designee, shall hold meetings no fewer than six (6) times per fiscal year and meetings may be in person, virtual via the internet or via conference calls. The President, or designee, is responsible for communicating with the Board the appropriate information to attend such meetings. Meeting notes are recorded and stored for the duration of the fiscal year to support Chapter CPA and Minimum Standards (CBAR) requirements for the Chapter.
11. One-half of the total authorized number of Directors shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by these Bylaws. Each Director of the Board shall be entitled to vote on all matters brought before the Board, but shall have one vote only. Simple majority voting shall be excised by the Board unless where otherwise noted in these Bylaws.
12. No individual shall hold the same office for more than four full consecutive terms. The Executive Vice President must have been a member of the Board of Directors for at least one of the two most recent fiscal years.
13. The Board of Directors may establish one or more ad hoc committees to fulfill Chapter needs as they deem necessary.

Article VII: Board of Directors Composition

There shall be ten (10) Directors of the Chapter designated as follows: President, Executive Vice President, Director of Finance, Director of Administration, Director of Education, Director of

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Programs, Director of Membership, Director of Communications, Director of Marketing and Director of Corporate Engagement; all of which are voting members of the Board. The immediate Past President is also a voting member of the Board. In addition, the Board may contain up to 5 At Large members at one time. At Large members are selected by the Directors and must be reauthorized annually. At Large members act only under the direction of the Directors and have no voting rights. Changes to the composition of the Board of Directors shall be presented to the Chapter members and voted on by the Board to go into effect in the next fiscal year.

Section A. Duties and Responsibilities

President – The President shall be the principal Executive Officer of the Chapter and shall, in general, supervise and control all the business and affairs of the Chapter. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws. At time of signing, more than one officer of the Chapter must be present except for the Director of Finance responsibilities as defined by these Bylaws. The President shall serve a term of two (2) fiscal years.

Executive Vice President – In the absence of the President or in the event of the President's inability to act, the Executive Vice President shall perform the duties of the President. The duties of the Executive Vice President are delegated from the President. The Executive Vice President shall automatically be nominated for President in the next fiscal year.

Director of Finance – Shall have charge, custody, and be responsible for all funds and securities of the Chapter received from any source whatsoever, and shall deposit all such monies in the name of the Chapter in such banks, trust companies or other depositories. The Director of Finance shall be responsible for securing proper receipts and be responsible for making all disbursements of the Chapter monies. All records for the deposit or disbursement of funds are kept by this Director. An annual operating budget is sent to the Board of Directors for approval and monthly updates are published from this Director to the approved budget. This Director is responsible to ensure all tax returns are completed and filed on a timely basis. Finally, insurance for Chapter and its Board Members for activities of the Chapter are maintained by this Director. This Director is a voting member of the board with an annual fiscal year term. This Director signature must be on file with the banking institution for the Chapter.

Director of Administration – Shall record, publish and maintain all minutes of Board of Director meetings. This Director is responsible for the coordination and completion of the CPA and CBAR

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Chapter filing with APICS. This Director is a voting member of the board with an annual fiscal year term.

Director of Education – Shall be accountable for all educational functions of the Chapter. This Director is responsible for the planning and administration of all education and training programs sponsored by the Chapter. This Director shall facilitate the support of student chapters and other academic relationships. . This Director is a voting member of the board with an annual fiscal year term.

Director of Programs – Shall be accountable for the planning, administration and recruitment for Chapter professional development events (meetings, seminars, tours, etc.). This Director is the primary contact for venues and support services for Chapter meetings and events. This director is a voting member of the board with an annual fiscal year term.

Director of Membership – Shall be accountable for the planning, administration and maintenance of a current membership roster. This Director is also responsible for the communication with new Chapter members and Members who membership is soon to expire with the Chapter. This director is a voting member of the board with an annual fiscal year term.

Director of Communications – Shall be accountable for the planning, administration and execution of all Chapter internal and external communications, including but not limited to the Chapter website and social media communities. This Director is also responsible for the coordination of the Chapter newsletter to be published to Chapter members at least six (6) times per fiscal year. This Director is responsible for posting job notifications on appropriate Chapter sites to communicate career opportunities to Chapter members and potential members. This director is a voting member of the board with an annual fiscal year term.

Director of Marketing – Shall be accountable for the planning, administration and execution of the Chapter marketing activities for educational offerings and professional development events. This Director is responsible for media communications external to the Chapter (such as local newspapers or web postings). This director is a voting member of the board with an annual fiscal year term.

Director of Corporate Engagement – Shall be accountable for the planning, administration and execution of the Chapter activities related to the outreach to business entities for the purpose of promoting APICS education, programs and membership. This director is a voting member of the board with an annual fiscal year term.

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Past President – This Director is not subject to the general election procedures and is reserved for the immediate past President of the Chapter. This director is a voting member of the board with an annual fiscal year term.

At Large Members – Up to 5 At Large members are assigned responsibility for specific projects or initiatives as determined by the Directors. At Large members are non-voting with an annual fiscal year term.

Article VIII: Spending Policy

With the introduction of debit cards to be used in support of chapter events and needs, the following spending policy was implemented.

For chapter officers holding a chapter debit card, receipts must be turned in for all expenses within 7 days of the recorded expense (scanned copy via email or mailed paper copy). For meal debit card expenses, an itemized receipt is required. If expenses are for multiple people (such as a board of director meeting meal), names of attendees and meeting purpose are required and can be noted on the back of the receipt. If purchases include alcohol, one drink per attendee is the maximum to be covered by the chapter. For debit card purchases that exceed \$200, an expense report is required. Advance notification to the Director of Finance is required for purchases over \$250. Debit card may not be used for personal expenses or non-chapter related expenses. Any personal expenses that are made must be repaid to the chapter immediately. The offending cardholder must also relinquish his or her card. Any misuse of a debit card will result in the closing of the debit card facilitated by one of the chapter board members on the signature card of the account (President, Past President or Director of Finance).

Article IX: Chapter Meetings

The Chapter will hold meetings and communicate these meeting notifications to Chapter members and potential members in compliance to the CBAR and CPA requirements. Meeting frequency and locations are reviewed by the Board annually.

The Chapter shall conduct meetings governed by the conduct outlined in the APICS Code of Ethics.

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Article X: Bylaws

These Bylaws shall not conflict with the Bylaws of APICS. The Board of Directors, by two-thirds vote, shall be the authority for the interpretation of the Bylaws. The standing rules established by these Bylaws may be suspended temporarily by the Board of Directors based on two-thirds vote of the total authorized number of Board members.

Article XI: Chapter Books and Records

The Chapter shall keep correct and complete books and records of accounts, minutes of proceedings of all members, committee or Board of Directors meeting and membership roster giving the names and addresses of all Chapter members entitled to vote. All books and records of the Chapter may be inspected by any Chapter member in good standing or his/her authorized attorney, for any proper purpose at any reasonable time.

The fiscal year for the Chapter is July 1 to June 30 for each calendar year.

Article XII: Dissolution

No member or private person shall share in the distribution of any of the Chapter's assets upon dissolution of the Chapter. Rather, on dissolution of the Chapter, any remaining funds and/or assets shall be distributed, on an unrestricted basis, to the APICS Foundation.

Article XIII: Indemnification

The Chapter shall, to the extent authorized by law, indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that her or she is or was director, officer, or employee of the Chapter, or is or was serving at the request of the Chapter as a director, officer, trustee, employee, partner, fiduciary agent, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against liability, including reasonable expenses, attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding. The Chapter will not indemnify any person with respect to

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any matter unless that person acted in good faith in the reasonable belief that the action was in, and not opposed to, the best interest of the Chapter. The Chapter insurance will be of an amount agreed upon by the Board to serve as protection against any liability asserted to Chapter Director or Officer.

Article XIV: Amendments to Bylaws

Section A: Proposals

Amendments to these Bylaws shall be proposed to the Board of Directors in writing. The Board of Directors shall review each such proposed amendment. Approval of these Bylaws require two-thirds vote of the Board of Directors. The effective date of revised, amended, or new Bylaws is the date of affirmative resolution by the Board of Directors. The Director of Administration shall, in the Chapter's official publication, announce the Board of Director's action on proposed Bylaws amendments. Bylaws will be reviewed annually by the Board of Directors.