

BY-LAWS
OF
THE ST. LOUIS CHAPTER OF APICS
(AMERICAN PRODUCTION AND INVENTORY CONTROL SOCIETY, INC.)

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 affiliated with and operate in harmony and not conflict in any manner with the by-laws of the international organization known as the American Production and Inventory Control Society, Inc. (hereinafter referred to as APICS.)

Section C. Organization

The Chapter is 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 management.
2. Provide a means of mutual exchange of problems and ideas in the profession of resource management.
3. Promote education programs and encourage and assist education and research in the profession of resource management
4. Inform members and interested non-members in techniques and systems in the field of resource management.
5. Establish awareness among leaders of industry in the field of resource management.

ARTICLE III: MEMBERSHIP

Section A. Qualifications

Membership is open to those persons or organizations engaged or interested in the profession of resource 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

Membership shall be divided into two classes: company and individual.

1. *Company Membership* - This class of membership shall consist of companies or divisions thereof desiring to assist in furthering the purposes of and to be represented at functions of the Chapter and APICS. Company Membership will entitle each such company to:

- a. Designate as its representatives five individuals who shall enjoy full Chapter Member rights and privileges as defined by these By-laws.
- b. Send any number of its employees to any activity of the Chapter of APICS at the same cost charged to Chapter Members.
- c. Change its designated representatives at any time upon submission of written notice to APICS headquarters.

2. *Individual Membership* - This class of membership shall consist of the following subclasses:

- a. *Chapter Member* - Individuals who are engaged in the profession of resource management and/or professions related thereto. Chapter Members shall have full rights and privileges in the Chapter and APICS as defined by the By-laws of both organizations.
- B. *Life Member* - Individuals who are so designated by APICS. Life Members shall have the same full rights and privileges as Chapter Members.
- c. *Honorary Member* - Individuals who are so designated by APICS. Honorary Members become members for life with full membership privileges.
- d. *Student Member* - Individuals attending formal college level classes full-time and engaged in the study of resource management and/or subjects related thereto. Student members may not vote or hold office in either the Chapter or APICS.

Section C. Membership Procedure

Application for membership shall be made by completing and endorsing the proper application form and submitting it, together with payment for the Chapter and APICS membership dues, to APICS headquarters.

Section D. Termination of Membership

1. A membership is terminated and the member's name is removed from the Chapter membership roll when a member resigns from the Chapter or fails to comply with APICS' By-Laws regarding payment of membership dues.
2. The Board of Directors may suspend or expel a member for cause for either a definite or indefinite period, by a 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. A suspended member shall have no membership privileges until reinstated.
 - b. The name of an expelled member shall be stricken from the membership roll.

Section E. Reinstatement of Membership

1. The application for reinstatement of any member whose name was stricken from the Chapter membership roll under Article III, Section D.1. Shall be considered in the same manner as outlined for new members in Article III, Section C.
2. Reinstatement of a member suspended under Article III, Section D.2. or a member expelled under Article III, Section D.2. shall only be done by majority vote of the total authorized number of Directors on the Board of Directors.

Section F. Transfer of Membership

The transfer of membership from or to the Chapter shall be made upon receipt of official notification from APICS headquarters. There shall be no transfer of dues and the transferred member shall be considered a paid-up member for the remainder of the member's dues period in which the transfer occurred.

ARTICLE IV - DUES

Section A. Amounts

Membership dues, payable annually, shall consist of two dues amounts; one established by APICS and one established by the Chapter. The Chapter amount shall be set by the Board of Directors.

Section B. Billing Procedures

Membership shall be due and payable originally upon submission of the application for membership, and thereafter on the anniversary date of membership. APICS will bill each member directly for both annual membership dues amounts.

Section C. Other Items

1. Life and Honorary members will not be required to pay any annual membership dues, neither APICS nor Chapter.
2. The Board of Directors may excuse an Individual Member from payment of the Chapter dues amount by a two-thirds vote of the total authorized number of Directors, if, in their judgment, there is good and sufficient reason.

ARTICLE V - GOVERNMENT

Section A. Governing Body

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

Section B. Voting Procedures

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 By-laws.

ARTICLE VI - BOARD OF DIRECTORS

Section A. Function

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

Section B. Composition

The Board of Directors shall be comprised of:

1. The Officers of the Chapter as defined by these by-laws. 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 members as shall, in the opinion of the Board of Directors, are required to conduct the business of the chapter.

Section C. Term of Office

The members of the Board of Directors will serve for the Chapter's fiscal year.

Section D. Qualifications

Directors shall be a Company, Chapter, Life, or Honorary Member of the Chapter as defined by these By-laws.

Section E. Removal

1. A director may be removed from the Board by a 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.

2. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of that Director's term of office.

Section F. Vacancies

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 unexpired term of the vacancy so filled.

Section G. Compensation

No member of the Board of Directors shall receive any remuneration fees from the Chapter, directly or indirectly, for service as a Director.

Section H. Meetings

There will be two types of Board of Director's meetings: regular and special.

1. *Regular Meetings* - The Board shall meet not less than nine (9) times a year and normally monthly, at a time and place designated by the Chairperson.

2. *Special Meetings* - At any time, the Chairperson of the Board or any three (3) Directors acting jointly, may, with reasonable notice under the circumstances, call a special meeting of the Board of Directors to address a specific situation or problem. The Vice President-Administration shall be responsible for notifying all Directors of the date, time, place, and purpose of such special meetings. At such special meetings, action may be taken only on the specific situation or problem for which the meeting was called.

Section I. Quorum and Manner of Acting

1. 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.

2. 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 By-laws. Each member of the Board shall be entitled to vote on all matters brought before the Board, but shall have one vote only.

ARTICLE VII: OFFICERS

Section A. Composition

There shall be eight (8) Officers of the Chapter designated as follows: President, Executive Vice President, Vice President - Finance, Vice President - Administration, Vice President - Professional Development, Vice President - Programs, Vice President - Membership, Vice President - Communications, and Vice President - Marketing.

Section B. Duties and Responsibilities

The duties and responsibilities of the Chapter Officers are as follows:

1. *President* - The President shall be the principal Executive Officer of the Chapter and shall, in general, supervise and control all of 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, with the Vice President - Administration or any other proper Officer of the Chapter authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other Officer or agent of the Chapter.

2. *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, and when so acting shall have all the powers of and be subject to all the restrictions placed upon the President. The Executive Vice President shall be directly responsible for all Chapter seminars; submission of Passport documentation; and shall, in addition, perform such other duties as from time to time may be assigned by the President or Board of Directors. The Executive Vice President shall automatically be nominated for President in the next fiscal year.

3. *Vice President - Finance* - The Vice President - Finance shall be adequately bonded in such sum and with such surety or sureties as the Board of Directors shall determine. The Vice President - Finance shall have charge and custody of 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 as shall be authorized by the Board of Directors. The Vice President - Finance shall, upon securing proper receipts, be responsible for making all disbursements of the Chapter monies. The Vice President - Finance shall keep or cause to be kept complete records of all Chapter monies received and disbursed and shall, from time to time, report on the Chapter's financial condition to the Board of Directors. The Vice President - Finance shall also maintain a record of the Chapter's tangible assets and the name of the Chapter member responsible for the safe keeping of each asset. The Vice President - Finance shall submit an annual operating budget to the Board of Directors for approval. The Vice President - Finance shall ensure all necessary tax returns are completed and filed on a timely basis.

4. *Vice President - Administration* - The Vice President - Administration shall: Keep the minutes of the meetings of the members and the Board of Directors; see that all notices are fully given in accordance with the provisions of these By-laws or as required by law; be custodian of the Chapter Records and historical data, and submit all documents required to maintain the Chapter's corporate status.

5. *Vice President - Professional Development* - The Vice President - Professional Development shall be accountable for all educational functions and for the professional employment coordination functions sponsored by the Chapter. He/she shall be accountable for the planning and administration of all education and training programs sponsored by the Chapter, exclusive of programs arranged for the regular monthly meetings and the Chapter seminars. He/she shall also be responsible for initiating and maintaining an active and meaningful relationship with the student community in the geographic area and shall serve as the Chapter liaison agent and counselor for any student sub-chapter that may be formed in one or more of the local educational institutions.

6. *Vice President - Programs* - The Vice President - Programs shall be accountable for the planning and administration of the programs and arrangements for all Chapter meetings in accordance with policy direction provided by the Board of Directors.

7. *Vice President - Membership* - The Vice President - Membership shall be accountable for the planning and administration of a continuing program designed to attract and retain Chapter members. He/she shall also be responsible for maintaining a current roster of the membership and for maintaining accurate data on current membership status.

8. *Vice President - Communications* - The Vice President - Communications shall be accountable for the planning and administration of all Chapter internal and external communications. He/she shall be accountable for the collection and editing of Chapter information for publication in the local media and/or the Chapter's official internal publication.

9. *Vice President - Marketing* - The Vice President - Marketing shall be accountable for the planning and administration of marketing Chapter events, APICS membership, and APICS-sponsored events.

Section C. Term of Office

No individual may hold the same office for more than two 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.

ARTICLE VIII: ELECTION OF OFFICERS AND DIRECTORS

Section A. General

1. The election of Officers and Directors shall be by mail ballot or such other method as approved by the Board of Directors. The official annual election date shall be two months prior to the end of the fiscal year.

2. The Director position reserved for the immediate past President shall not be subject to the general election procedures.

Section B. Nominations

The Chairperson of the Nominating Committee will be appointed by the President six months prior to the end of the fiscal year, and will announce in the official publication of the Chapter, nominations are being sought. Any Chapter member interested in being considered a candidate for an Officer or Director position must so indicate by submitting a brief resume to the Nominating Committee within 30 days.

Section C. Election

1. The Vice President - Administration will communicate the official ballot to the Chapter membership two months prior to the end of the fiscal year. The membership will be instructed to vote within 10 days of publication of the ballot.

2. The Vice President - Administration will tally and certify the results of the election. He/she will publish the certified results in the official Chapter publication one month prior to the end of the fiscal year.

Section D. Installation

The newly elected Officers and Directors shall take office on the first day of the fiscal year, and will be installed at the first meeting of the Chapter after the beginning of the fiscal year.

ARTICLE IX: COMMITTEES

Section A. Committees of the Board of Director

The Board of Directors may, as they deem necessary, establish one or more ad hoc committees.

ARTICLE X: CHAPTER MEETINGS

Section A. Regular Meetings

Normally, regular Chapter meetings will be held the second Tuesday of each month at a time and place designated by the Board of Directors or a member to whom the Board has delegated such authority. The date of a regular Chapter meeting may be changed by the Board of Directors at its discretion.

ARTICLE XI: PARLIAMENTARY PROCEDURES

Section A. Parliamentary Authority

All meetings of the duly constituted bodies of the Chapter shall be governed by the rules of order as prescribed in "Robert's Rules of Order Revised" except where these By-laws may otherwise stipulate.

Section B. Suspension of By-laws

The standing rules established by these By-laws may be temporarily suspended by the Board of Directors based on a two-thirds vote of the total authorized number of Directors.

Section C. Interpretation of By-laws

The Board of Directors, by a two-thirds vote of the total number of Directors, shall be the authority for the interpretation of the By-laws.

Section D. Non-Conflict with APICS By-laws

These By-laws shall be in harmony and not conflict in any manner with the By-laws of APICS. The By-laws of APICS shall govern and prevail in all matters.

ARTICLE XII: BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of accounts, minutes of the proceedings of all members, committee or Board of Directors meeting, and a 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 agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XIII: FISCAL YEAR

The fiscal year for the Chapter will be from July 1st to June 30th of each calendar year.

ARTICLE XIV: DISSOLUTION

No member or other 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 Educational & Research Foundation, Inc.

ARTICLE XV: INDEMNIFICATION

1. 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 he 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.

Reasonable expenses incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding, pending or threatened, may be paid by the Chapter on advance of the final disposition of such action, suit, or proceeding as authorized by the board of directors, upon receipt of a written affirmation of the person's good faith belief that the person has met the appropriate standard of conduct required below and upon receipt of an undertaking by such individual to repay to the Chapter the amounts so paid if it is ultimately determined that indemnification of such expenses is not authorized under these bylaws. Such undertaking may be accepted without reference to the financial ability of such persons to make repayment.

To the extent authorized by law, the Chapter may indemnify any person covered hereinabove after a determination that indemnification is permissible. However, the Chapter will not indemnify any person with respect to any matter unless that person acted in good faith in the reasonable belief that the action was in, or not opposed to, the best interest of the Chapter, or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan, or, with respect to any criminal action or proceeding, unless the person had no reasonable cause to believe the conduct was unlawful. The absence of any express provision for indemnification shall not limit the right of indemnification existing independently of this bylaw.

2. The Chapter shall purchase and maintain insurance in an amount to be agreed upon as approved by the board of directors on an annual basis, on behalf of any person who is or was a director, officer, or employee, or who while a director, officer or employee, trustee, partner, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or employee benefit plan, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Chapter would have the power to indemnify him or her against such liability hereunder.

ARTICLE XVI: AMENDMENTS TO BY-LAWS

Section A. Proposals

1. Amendments to these By-laws shall be proposed in writing to the Board of Directors.
2. The Board of Directors shall review each such proposed amendment.

Section B. Approval

1. These By-laws may be repealed, replaced or amended or new By-laws included based upon a two-thirds affirmative vote of the total authorized number of Directors.
2. The effective date of any such repealed, replaced or amended or new By-law shall be the date of the affirmative resolution by the Board of Directors.

Section C. Certification

The Vice President- Administration shall, in the Chapter's official publication, announce the Board of Director's action on proposed By-laws amendment(s).