

**Bylaws update as of 8/12/19**

APICS - GREATER NORTH JERSEY CHAPTER (#9)

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ARTICLE I

**IDENTIFICATION**

The name of this corporation shall be the Greater North Jersey Chapter of APICS, a corporation organized under the State of New Jersey Act to Incorporate Associations Not for Pecuniary Profit. The Chapter recognizes that it is organized under the guidance of Association for Supply Chain Management (ASCM) and our relationship with ASCM is defined and operates in accordance with the current Partner Agreement (PA).

ARTICLE II

**PURPOSES**

The purposes of this Chapter shall be, in cooperation with ASCM, as follows:

A. The Chapter is organized and shall be organized exclusively for educational and charitable purposes as set forth in Section 501(c) of the Internal Revenue Code. It shall:

1. Provide end to end supply chain and operations management ~~keep anything that says operations management?~~ education.
2. Foster and maintain high standards in the fields of supply chain and operations management ~~keep?~~, and promote the positive recognition of these professions throughout the industry.
3. Advance the theory, techniques, and practices of operations ~~keep?~~ and supply chain management.
4. Conduct, encourage, and assist in education and research relating to operations ~~keep?~~ and supply chain management.

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5. Develop, foster, and mentor supply chain leadership among our board and members. Encourage a career growth mindset.
6. Unite, through membership and participation in the Chapter networking events, persons interested in supply chain and operations management~~keep?~~, and provide assistance to members as they deal with business challenges.
7. Advise and assist educational institutions in developing and improving educational programs dealing with operations~~keep?~~ and supply chain management.

#### ARTICLE III

##### **MEMBERSHIP**

Membership categories as are defined by ASCM.

#### ARTICLE IV

##### **MEETINGS**

###### A. Chapter Meetings

1. The Chapter shall hold various professional development events (e.g., breakfast meetings, dinner meetings, plant tours, workshops, seminars, etc.) throughout the course of the year, the dates and frequency of which to be set by the Board of Directors.
2. The annual meeting of the Chapter shall be held in the month of May, for the purpose of electing the Board of Directors and to discuss any issues raised by the membership.
3. For the purposes of transacting business at a regular meeting of the Chapter membership, a quorum shall consist of the voting members present.

###### B. Board of Directors

1. The Board of Directors, as defined by Article IX shall meet monthly at least six months of the year, including one transition or orientation meeting. The meeting dates shall be set by the ~~Chairman of the Board~~President.
2. Special meetings of the Board of Directors may be called at any time by the ~~Chairman of the Board~~President or by a majority of the Board. A notice defining the reason for the special meeting shall be sent to all Board of Directors.
3. The quorum of any meeting shall consist of a simple majority of the Board of Directors. The members of the Board of Directors shall be defined in Article IX Section A.
4. The ~~Chairman of the Board~~President shall preside at all Board Meetings. In the ~~Chairman of the Board~~President's absence, the ~~Vice Chair~~Executive Vice President shall preside. If the ~~Vice Chair~~Executive Vice President is also unable to preside then a voting board member appointed by the ~~Chairman of the Board~~President shall be chosen to preside.

###### C. Procedure

1. Robert's Rules of Order shall guide the conduct of business in all meetings of the Chapter and of its governing bodies and committees, except where these rules would be inconsistent with the Articles of Incorporation or these Bylaws.

ARTICLE V

**FISCAL YEAR AND RESPECTIVE BUDGET**

The fiscal year of the Chapter shall be July 1 to June 30. A-The budget shall be prepared by the Executive Director/VP Finance shall be responsible for the preparation of the budget no later than May 1<sup>st</sup> of the current fiscal year, for approval at the May Board of Directors' meeting. Budget guidance/input may be sought from various Board members and the Executive Director during the preparation process.

ARTICLE VI

**DUES**

A. The membership dues shall be maintained, collected, and enforced by ASCM. A portion of the membership dues are reimbursed to the Chapter based on a formula as determined by ASCM.

ARTICLE VII

**DUTIES OF BOARD OF DIRECTORS**

The elected Board of Directors of the Chapter shall be the Chairman of the Board/President, Vice Chair/Executive Vice President, VP of Marketing and Communications-Committee Chair, VP Education-Committee Chair, VP Membership Committee Chair, VP Programs-Committee Chair, VP Finance/Treasurer, and Secretary. The term for the elected Board of Directors shall be one year renewable annually. The elected Chairman of the Board/President can succeed him/herself in office but not for more than one additional consecutive term. Details of the Board of Directors' duties are contained in the chapter management materials available from ASCM. All Board of Directors shall exercise the duties of their office as authorized by the Board of Directors, ASCM, and Chapter Bylaws.

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A. The Chairman of the Board/President shall preside at all meetings of the Chapter and the Board of Directors. The Chairman of the Board/President shall appoint the chairperson of each special committee. The Chairman of the Board/President shall ensure that all Board of Directors and officers are properly trained for their current duties and will provide cross training opportunities as appropriate.

B. The Vice Chair/Executive Vice President shall accept the responsibilities of the Chairman of the Board/President's office in the absence of the Chairman of the Board/President. Administration and submission of the C-BAR Program shall be the responsibility of the Vice Chair/Executive Vice President.

C. The Secretary shall record the minutes and shall disseminate minutes to all Board Members no later than 72 hours following the respective board meeting. In the absence of the Secretary, the Chairman of the Board/President shall appoint a Secretary pro-tem, who shall assume the duties of the Secretary for that meeting.

D. The Treasurer/VP Finance

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1. Shall maintain the financial records of the Chapter and is responsible for receiving and paying out the funds of the Chapter as authorized by the other Board of Directors or approved by the Board of Directors. The ~~Treasurer~~<sup>VP Finance</sup> has charge of all Chapter funds, and shall maintain them in depositories as approved by the Board of Directors.
  2. Shall present a written report at each meeting of the Board of Directors showing the financial condition of the Chapter as of the end of the previous month and performance against Budget. At the close of each term of office, the ~~Treasurer~~<sup>VP Finance</sup> shall make an annual audited report to the Board of Directors. Shall keep all ~~Financial~~<sup>financial</sup> records in a form acceptable to the Board of Directors, in accordance with Generally Accepted Accounting Principles (GAAP).
- E-. Other ~~Committee Chairs~~<sup>Elected officers</sup> may chair a standing committee pursuant to their area of functional responsibilities, in accordance with the Chapter's Standard Operating Procedures (SOP's).

ARTICLE VIII

**ELECTION OF BOARD OF DIRECTORS**

- A. The Nominating Committee shall nominate one or more candidates for each elective office. All candidates must be current Greater North Jersey Chapter members in good standing. The slate of candidates shall be presented to the Board of Directors by the March Board of Directors meeting. The Board will then approve the slate of candidates at the March meeting via vote. These nominees shall then be announced and/or placed on the Chapter's website along with a notice of the procedures for additional nominations within 48 hours following the March Board of Directors meeting. The committee shall secure the permission of each candidate prior to announcing the nomination.
- B. Additional nominations for any elective office shall be made in writing by any Greater North Jersey Chapter Member in good standing. Acceptance of a nomination must be received by the April Chapter meeting. Additional nominations must be announced one week prior to the May Chapter meeting. The order of announcements shall follow the sequence as specified in Article VIII Paragraph C.
- C. At the Chapter meeting, the Nominating Committee shall prepare ballots listing all candidates for each office. The sequence shall be:

~~Chairman of the Board~~<sup>President</sup>

~~Vice Chair~~<sup>Executive Vice President</sup>

Secretary

~~Treasurer~~<sup>VP of Finance</sup>

~~VP of Marketing and Communications~~<sup>Committee Chair</sup>

~~VP of Education~~<sup>Committee Chair</sup>

~~VP Membership~~<sup>Membersip-Committee Chair</sup>

~~VP Programs~~<sup>Committee Chair</sup>

If there shall be only one candidate for each office, the preparation and distribution of the ballots shall be waived and the rest of this paragraph can be disregarded. Those nominated by the Nominating Committee shall head the list for each office. All other candidates for that office shall then follow in alphabetical order by office. The Membership Committee Chair and the Nominating Committee shall ensure that all current chapter members receive a ballot. The ~~Chairman of the Board~~<sup>President</sup> shall abstain from voting.

D. In the election of the Board of Directors, the candidate receiving the greatest number of votes shall be determined the winner. In the event of a tie, the current ~~Chairman of the Board~~<sup>President</sup> shall cast the deciding vote.

E. The Nominating Committee shall report the votes prior to the conclusion of the May Chapter meeting where the formal election of Board of Directors shall take place. In the case of only one candidate per office, a single vote shall be cast by the current Secretary to elect the entire slate.

F. Candidates elected in accord with these Bylaws shall assume office on the first day of the fiscal year and shall hold office for the year in accordance with Article VII.

G. In the event that an elected office, except Chairman of the Board, becomes vacant after the annual election, for any reason whatsoever, the Chairman of the Board with the approval of the Board shall fill that office by appointment.

H. In the event that the office of the Chairman of the Board becomes vacant, the Board of Directors shall elect, by a majority vote, a Chairman of the Board from the Committee Chairs.

#### ARTICLE IX

##### **BOARD OF DIRECTORS**

A. The Board of Directors shall consist of elected Board of Directors as per Article VII or appointed Board of Directors as per article VIII, Section G and H.

B. All members of the Board of Directors must be an ASCM member under The Greater ~~North~~<sup>North</sup> Jersey Chapter of APICS in good standing throughout the term of office.

C. The Board of Directors shall have supervision of all matters pertaining to the Chapter activities and shall manage and conduct Chapter affairs in accordance with the Bylaws.

D. Regardless of number of positions held, each individual Board member shall have only one vote.

E. Any member of the board who shall be absent from three regular meetings of the Board, without an excuse satisfactory to the Board of Directors, may cease to be a member thereof and his/her place shall be filled for the unexpired term. Due notice of such action shall be sent to him/her by the Secretary. The Chapter Board of Directors will make final determination of termination.

F. Any board member who has been determined by the majority of the board of directors to be derelict in their duties may be terminated.

G. Any Board Member may appeal an action of the Board of Directors by presenting his/her objection at a Board meeting. If said objection is not sustained by a majority vote of the Board, and the Board Member wishes to pursue the

appeal, the Secretary shall notify all Chapter members of the appeal to be voted on at the next Chapter meeting at which time a three-fourths majority vote of the membership shall repeal the action of the Board.

H. At the final Board of Directors meeting of the fiscal year of the Chapter, the outgoing Chairman of the Board shall present a written overview of the Chapter's activities during the past year. This report shall highlight internal/external conditions that impacted the Chapter, both positively and negatively during the past year. ~~Move to Article IV section B~~

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I. Members at large may be invited to participate on committees and/or attend Board meetings, but do not have voting privileges nor do they count towards quorum.

#### ARTICLE X

##### STANDING COMMITTEES

The Standing Committees of the Chapter will be determined by the ~~Chairman of the Board~~President and Executive Vice ~~Chair~~President as deemed appropriate.

The ~~Chairman of the Board~~President, with the approval of the Board of Directors, may appoint the Directors of the Standing Committees, if not chaired by an elected ~~Committee Chairperson~~Board Officer. Directors of all Standing Committees shall report to the ~~Chairman of the Board~~President or an elected ~~Committee Chair~~Board officer.

#### ARTICLE XI

##### SPECIAL COMMITTEES

They shall have privileges of voice at meetings but no vote on the Board of Directors.

1. The ~~Chairman of the Board~~President at the beginning of the third quarter of the fiscal year at the Board meeting shall appoint The Nominating Committee. It shall consist of at least one past ~~Chairman of the Board~~President. The Nominating Committee shall select candidates for all elected Board of Directors positions of the Chapter. The Nominating Committee shall conduct the election of Board of Directors.

2. The Audit Committee shall be comprised of a past ~~Chairman of the Board~~President, the current ~~Chairman of the Board~~President, the current ~~Treasurer~~VP Finance, a CPA if necessary, and any current or former Board member as deemed appropriate. The yearly audit of the previous fiscal year must be submitted to board of directors no later than two months prior to the end of the fiscal year.

#### ARTICLE XII

##### PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

A. No member, committee member, officer, employee, Board member or other person whether, or not connected with the Chapter, shall receive at any time any of the net earnings from Chapter operations.

1. However, this shall not prevent the payment of reasonable compensation for services rendered to or for the Chapter in affecting any of its purposes.

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2. Any such compensation shall be determined and approved by the Board of Directors.

3. No VP or board member shall exceed their budgeted allocation by \$200 or more without prior approval of a budget variance by the Board of Directors

B. No private person shall share in the distribution of any of the Chapter assets upon dissolution of the Chapter.

1. All members of the Chapter shall be deemed to have expressly agreed that upon such dissolution, or conclusion of the affairs of the Chapter, all of its assets then remaining in the hands of the Board of Directors shall be paid over to those organizations exempt under Section 501(C) of the Internal Revenue Code, i.e., exclusively scientific, educational or charitable institutions.

2. The Board of Directors may determine the amounts of proportions of such assets to be distributed, and what institutions shall receive them, and may impose terms and conditions with respect to the use of such assets.

3. Institutions receiving any such assets must use them for purposes similar or kindred to those set forth in the Certification of Incorporation of the Chapter and section 501 (C) of the Internal Revenue Code.

#### ARTICLE XIII

##### **DIRECTORS' LIABILITY**

To the extent permitted by law, each board member and their heirs, executors, and administrators of such director shall be indemnified by the Corporation against expenses, including attorney's fees reasonably incurred by such director in connection with any claims, action, suit or proceeding to which such director may be made a party by reason of being or having been a director, including any judgment rendered against him or her and any amount paid by him or her in reasonable settlement of such claim, action, suit or proceeding.

#### ARTICLE XIV

##### **CODE OF ETHICS OF THE GREATER NORTH JERSEY CHAPTER OF APICS:**

- A. To maintain and improve sound business practices and foster high standards of professional conduct.
- B. To hold in professional confidence any information gained of the business of a fellow member's company, and to refrain from using such information in an unethical manner.
- C. To seek success without taking unfair advantage or utilizing questionable acts that would compromise self-respect.
- D. To neither engage in nor sanction any exploitation of membership, company or profession.
- E. To be careful with criticisms and liberal with praise, to build and not to destroy.
- F. Whenever a doubt arises as to the right or ethics of a position or action, to resolve such doubt against oneself according to generally accepted standards of truth, fair dealings and good taste.
- G. To maintain high personal standards of moral responsibility, character and business integrity.
- H. To uphold the high levels of ASCM as outlined in the Bylaws.



- I. To not misrepresent qualifications, experience, or education to ASCM or others served in a professional capacity.
- J. Respect and not violate the United States Copyright of all ASCM materials or any other organization.
- K. To welcome and embrace diversity and cultural awareness.

ARTICLE XV

**CONTINGENCY FUND**

A. A special fund shall be established and maintained to provide financial resources to handle significant adverse contingencies that are not addressed in the annual budget. The amount of the fund shall be a minimum of 50 percent of the current year's budgeted expenses.

Contingency fund monies should be kept in a fiscally conservative account or instrument of deposit which is in accordance with the Chapter's Investment Policy Statement (IPS) incorporated herein by reference.

B. Initial annual accumulation and subsequent replenishment of funds shall be authorized by the board of directors normally at its final meeting of the year.

C. Removal of money from this fund shall be authorized by the board of directors as follows:

1. Removal of funds in excess of 20 percent of the current year's budgeted expenses less chapter rebates shall require a 2/3'rds majority vote.

2. Removal of funds that shall reduce the contingency fund below 50 percent of the current year's budgeted expenses shall require a 2/3'rds majority vote.

ARTICLE XVI

**AMENDMENT TO BYLAWS**

A. These Bylaws may be repealed, replaced or amended; and new Bylaws shall be included upon review, analysis, and recommendation of the Board of Directors and a majority of approval by the Board of Directors.

B. Notices of any proposed amendments or changes to these Bylaws shall be mailed or e-mailed to all the members and/or posted on the Chapter's website at least 15 days prior to the chapter meetings at which such amendments or changes shall be considered. All amendments shall be presented in text where they belong, and appropriately indicated as a change. Any Chapter Member may propose an amendment to the Bylaws.

C. Revision dates of these Bylaws are as follows: 4/28/ 2016,

10/28/2017,  
6/16/18

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