

THE HAMPTON ROADS CHAPTER OF APICS
ARTICLES OF ASSOCIATION & BY-LAWS

ARTICLE I –NAME

- A. The chapter shall be known as APICS-the HAMPTON ROADS CHAPTER, hereinafter referred to as the “Chapter.”
- B. It shall be a non-profit organization, and no part of net-earning shall inure to the benefit of any individual.
- C. It shall be affiliated with APICS The International Society for Resource Management, hereafter referred to as “Society” or “International.”

ARTICLE II –PURPOSE

The corporation is organized and shall be operated exclusively for research and educational purposes, as set forth in section 01 (c)(6) of the Internal Revenue Code of 1954. In furtherance of such purposes, it shall:

- A. Foster and maintain high standards in the profession of production and inventory control and integrated resource management.
- B. Provide a means of mutual exchange of problems and ideas in the profession of production and inventory control and integrated resource management.
- C. Promote educational programs at local, regional and national levels; and,
- D. Assist members in keeping abreast of latest techniques and systems in the profession of production and inventory control and integrated resource management.

ARTICLE III –MEMBERSHIP

Section 1. – Classes of Membership

There shall be the following classes of membership:

- A. Affiliate corporate member. This class shall consist of companies or divisions thereof desiring to assist in furthering the aims and purposes of the Chapter and to be represented at Chapter and Society functions.
 - 1. Each affiliate corporate member may designate as its representatives five individuals who shall enjoy full membership privileges.
 - 2. Each affiliate corporate member shall be entitled to send any number of employees from this particular plant site to any Society headquarters activity at member rates.
 - 3. Each affiliate corporate member may change its representatives at any time upon written notice to the Chapter and/or to the executive director of Society.
- B. Chapter Member. This class shall consist of individuals who are engaged in work related to or have an interest in production and inventory control and integrated resource management.



C. Student Member. Student members shall have all the privileges of the Society except the right to vote and hold office except as specified in Article VI of these by-laws.

Section 2. – Admission

Qualification and eligibility for Chapter membership shall follow the policies established by Society and shall be open to any Society member in good standing upon application and receipt of current dues.

Section 3. – Termination of Membership

A. Membership shall be terminated when a member:

1. Resigns,
2. Is terminated by Society, or
3. Fails to comply with Society or Chapter by-laws

B. The Board of Directors may suspend or expel any member for cause.

1. This shall not be done until after the member has been notified and given an opportunity to explain the offending action.
2. A suspended member shall have inactive status until reinstated by the Board of Directors.
3. The name of an expelled member shall be stricken from the membership roll and he or she shall not be considered eligible for re-election to membership.

ARTICLE IV – DUES AND FINANCE

Section 1. – Society and Chapter Dues

- A. Each member shall pay such Society dues as the Society's Board of Directors may from time to time determine.
- B. Dues shall be due and payable originally with the application for membership and thereafter on each anniversary date as determined by Society.
- C. Each member of this Chapter shall pay such chapter dues as may, from time to time be determined by the Chapter Board of Directors. Chapter dues are billed and collected by Society, then rebated back to the Chapter.
- D. Notification of proposed changes in Chapter dues shall be submitted to the Chapter membership at least thirty (30) days prior to the Board meeting at which said changes shall be voted upon.

Section 2. – Chapter Obligations

- A. All contracts, releases, agreements, letters of intent or commitments made in the name of, or on behalf, of the Chapter shall be submitted to the Chapter Board for appropriate review and signature by duly authorized persons or person.
- B. No contract may be made which will bind the Chapter for amounts in excess of the funds of the Chapter.
- C. Authorized expenses within the annual budget approved by the Board may be paid in accordance with Chapter policies and procedures. Emergency, extra-budgetary, or non-budgeted expenditures require the written approval of two (2) designated Officers or Directors.



Section 3. – Non-compensation

No voting member of the Chapter Board shall receive compensation for services rendered.

ARTICLE V –ELECTIONS

- A. Elections for Chapter Officers and the Board of Directors shall take place at the Annual Chapter Meeting. Nominations may be submitted up to 45 days prior to the Annual Meeting. Nominations from the floor shall be recognized if accompanied by a letter of willingness to serve.
- B. In order to vote, a member must be in good standing by being current in their dues payment and not under suspension by the Board of Directors.
- C. Each chapter member in good standing present at the annual meeting may cast one ballot. Each representative (up to the five authorized) of an Affiliate Corporate Member in good standing present at the annual meeting may cast one ballot. Student members may not cast ballots.
- D. The votes shall be tallied for Officers first and then for Directors. The candidate for each Office who has received the largest number of votes cast shall be elected to serve. In the case of Directors, the candidates shall be ranked in descending order by the number of votes received, and the candidate who has the most votes shall be elected to serve. Each subsequent candidate on the list shall also be elected until all of the open Board positions have been filled.
- E. No more than forty nine (49) percent of the Board of Directors shall be from the same firm. In the event that a candidate for director who would otherwise become elected under the process described would cause this 49% rule to be violated, that candidate shall be passed over, and the candidate with the next largest number of votes shall be elected instead.
- F. Officers and Directors shall be elected for a term of one (1) year, to coincide with the fiscal year for the Chapter. The fiscal year shall run from July 1st to the following June 30th.

ARTICLE VI –OFFICES

- A. President
 - 1. Shall preside at all meetings of the Chapter and the Board of the Directors.
 - 2. Shall, with the advice and consent of the Board of Directors, appoint all committee chairpersons, except as provided by these by-laws.
 - 3. Shall be ex-officio member of all committees except the nominating committee.
 - 4. Shall appoint, with the Board of Directors approval, any office vacated by an officer or director to fill an unexpired term.
 - 5. Shall appoint the Nominating Committee.

6. Shall, in the absence of the Treasurer, sign all Chapter checks authorized by the Board drawn on Chapter funds.
7. Shall represent the Chapter as the voting member at APICS Regional meetings or delegate said responsibility to an attending Board member.
- B. President Elect
 1. Shall assist the Chapter President in the execution of his/her duties and assume the duties and authority of the Chapter President in his/her absence.
 2. Shall direct the facilitation, preparation and maintenance of the Chapter strategic plan.
- C. Treasurer
 1. Shall be custodian of the funds of the Chapter and maintain such records as to provide independently auditable results.
 2. Shall assist the officers and committee chairs with the development of an annual budget for the Chapter and shall prepare, maintain, and distribute year to date financial performance reports in relation to the Chapter's budget.
 3. Shall draw all checks authorized by the Board of Directors on the Chapter's funds.
 4. Shall file forms required by the Internal Revenue Service and other government agencies.
 5. Shall be responsible for collection and prompt deposit of all dues and funds.
 6. Shall be responsible for the Financial portions of the Awards Manual.
- D. Past President
 1. The immediate Past President shall be a member of the Board with full voting privileges.
 2. Shall assist the President as assigned on special projects.

ARTICLE VII –BOARD OF DIRECTORS

Section 1. – Function and Duties

- A. Ultimate control and management of the affairs, funds, and property of the Chapter shall be vested in the Board of Directors.
- B. The Board of Directors shall be responsible for the development, implementation, and monitoring of the Chapter's strategic plan, including goals, strategies and tactics.
- C. The Board of Directors shall receive and review regular reports from Committees and the Officers on the state of the Chapter.
- D. All members of the Board of Directors shall be entitled to vote on all matters before the Board. Every Director shall have one vote, equal in weight to the vote of any other Director.

Section 2. – Members

The Board of Directors shall consist of the elected officers of the Chapter, the chapter's immediate past president, the Presidents of any student chapters affiliated with the Chapter, and up to nine (9) elected Board members, and any.,

Section 3. – Regular Meetings



The Board shall meet no fewer than four (4) times a year at times, dates, and places designated by the Board. Every effort shall be made to meet at a time other than the regular Chapter meeting.

Section 4. – Special Meetings

The President shall have the authority to call special meetings of the Board of Directors upon reasonable notice to the members

Section 5. – Quorum

A majority of the Board of Directors shall constitute a quorum of the Board except as provided otherwise by law or in these By-Laws, the act of a majority of Directors present at a meeting with a quorum shall be an act of the Board.

Section 6. –Removal of Board Members from Office and Filling of Vacancies

- A. Any Director who fails to attend a total of three (3) meetings of the Board during the year, where reasonable notice has not been given, shall be deemed to have automatically resigned from the board.
- B. All vacancies on the Board of Directors, between elections at the annual business meeting, shall be filled by the Chapter president.

Section 7– Minutes

- A. Minutes shall be taken of all regular and special meeting of the Board of Directors. The minutes shall reflect those members attending the meeting and shall contain copies of any resolutions passed to the Board.
- B. Minutes shall be taken of any authorized meetings and actions of the Executive Committee Board, as described in Article VIII, C, of these By-Laws.
- C. The minutes shall be maintained by a member of the Board designated by the President. The minutes shall be retained for at least a full seven fiscal years.

Section 8– Directors' Liability

- A. To the extent permitted by law, each Chapter Director and the heirs, executors, and administrators of such Director shall be indemnified by the Chapter against expenses including attorney's fees reasonable incurred by such Director in connection with any claim, action, suit, or proceeding to which such Director may be made a party by reason of being or having been a Director.
- B. This indemnification shall not cover intentional or knowing misconduct, unauthorized actions, or illegal acts committed by the Directors.
- C. A request for reimbursement under this indemnification shall be promptly submitted to the Board for consideration, and a vote of approval or disapproval by the Board shall be taken within forty-five (45) days of such request.
- D. The membership of the Chapter may override the decision of the Board by a majority vote taken at a regular or special Chapter meeting within sixty (60) days of said decision.

ARTICLE VIII –COMMITTEES

Section 1. – Committees

A. Nominating Committee

1. The Nominating Committee shall be appointed not later than sixty (60) days prior to the Annual Business meeting of the Chapter.
2. The Committee shall, at least ten (10) days prior to the Annual Election, advise the Chapter membership of the nominees.

B. Audit Committee

The Audit Committee shall be responsible for conducting, or causing to be conducted, an audit of the financial records and accounts of the Chapter at the close of each fiscal year, and for presenting a report thereon to the Chapter Board on or before August 1.

C. Executive Committee of the Board

1. An Executive Committee of the Board shall be formed consisting of the President, the Treasurer, and three (3) of the elected Directors (i.e. the immediate Past President, the President-Elect, and the Presidents of any affiliated student chapters shall not be eligible to serve on Executive Committee.) The three elected Directors serving on Executive Committee of the Board shall be selected by majority vote of the Board.
2. In the event that a quorum of the full Board is not present despite proper notice of a regular or special Board meeting, if at least four members of Executive Committee are present at the designated time and place, they shall be authorized to act on behalf of the full Board to conduct such business as may be in the best interest of the Chapter.
3. Any action taken by Executive Committee of the Board must be agreed upon by unanimous vote and must be reflected in the official Board minutes.

D. Other Committees may be appointed by the President to accomplish the general purpose, or special projects, of the Chapter. These committees shall serve until the annual business meeting, following the appointment, unless dissolved at an earlier date.

Section 2. – Committee Meetings

Committee meetings shall be held upon notification by the Chair of the committee. The Chair shall designate the time and place of the meeting.

Section 3. – Removal from Committees

The Chapter Board shall have the power and authority to remove any committee Chair or member for cause.

ARTICLE IX –CHAPTER MEETINGS

Section 1. – Regular Chapter Meetings

- A. Chapter meetings shall be held at least eight times per year, except as determined by the Board of Directors.
- B. Normally, chapter meetings shall be a date, time and place designated by the Chapter Board of Directors.

C. The last regular meeting of the Chapter year shall also be known as the Annual Business Meeting.

Section 2. – Special Chapter Meetings

Special meetings of the Chapter shall be called by the President upon the written request of two (2) or more members of the Board of Directors or of five (5) or more members of the Chapter in good standing.

Section 3. – Meeting Notices

A written notice of the time, date, and place of all Chapter meeting shall be sent to all members. This notice may be printed in the Chapter newsletter and it may be transmitted to the member's address of record via US mail, hand delivered, faxed, electronic means, or by another method as may be permitted by law.

Section 4. – Quorum

The members present at any regular or special meeting of the Chapter shall constitute a quorum of the Chapter.

ARTICLE X – PARLIAMENTARY AUTHORITY AND SUSPENSIONS OF RULES

Section 1. – 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, provided the same are not superseded by the By-laws and are applicable.

Section 2. – Suspension of By-Laws

The By-Laws may be temporarily suspended by a two thirds vote of those present at any meeting of the Board of Directors.

Section 3. – Interpretation of By-Laws

The Chapter Board of Directors shall be the authority for the interpretation of these By-Laws.

Section 4. – Non-Conflict and Severability

The By-Laws of this Chapter are subject to certain higher authority with which they cannot conflict. In the event of such a conflict, the limited portion of the Chapter By-Laws that is in conflict shall be ignored and replaced with the corresponding guidance from the following sources in descending order of authority:

- A. The laws of the United States of America
- B. The laws of the Commonwealth of Virginia
- C. The International Society By-Laws of APICS
- D. The Chapter's Articles of Incorporation

ARTICLE XI – DISSOLUTION

The Chapter shall use its funds only to accomplish the objects and purposes specified in these by-laws, and not part of said funds shall inure or be distributed to the members of the Chapter. On dissolution of the Chapter, any funds remaining shall be distributed to one or more regularly organized and qualified



Hampton Roads Chapter

charitable, educational, scientific or philanthropic organizations to be selected by the Chapter Board of Directors.

ARTICLE XII –AMMENDMENTS

Section 1. – Proposals

- A. Amendments to these By-Laws shall be proposed in writing to the Chapter Board of Directors by a special by-laws committee or by a request signed by five (5) or more members in good standing.
- B. The Chapter Board shall authorize proposed amendments, in writing, to the entire membership, at least two (2) weeks prior to a meeting at which the amendments are to be voted upon or, if a mail vote is to be solicited, at least thirty (30) days prior to the date on which the votes are to be counted.

Section 2. – Voting

An affirmative vote of two thirds of the members voting shall be required for the adoption of an amendment to these by-laws.