

# **APICS – Philadelphia Area Network Bylaws**

**Revised**

**Modified: May 2009**

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## **Part I – General**

### **Article I – Name**

The name of the corporation shall be Philadelphia Area Network, Chapter #25, APICS, Inc., hereinafter referred to as Philadelphia Area Network (PAN) or the Chapter.

### **Article II – Definitions**

A. **APICS, Inc.** shall refer to The Association for Operations Management, which is an independently incorporated not-for-profit organization with which Philadelphia Area Network is affiliated as a Chapter.

B. **Resource management** – The planning and validation of all organization resources – source: APICS Dictionary.

C. **Member** shall be validated by the Association and lists Philadelphia Area Network as their Chapter affiliation in the Association records.

D. **Non-members** are not validated by the Association, but have expressed interest in the mission or activities of Philadelphia Area Network.

E. **Volunteer** shall mean an individual who has agreed to perform tasks of the Chapter on an unpaid basis. The Executive Committee and/or an operational team have accepted this individual.

F. **Baseline Practices** – Fundamental practices that are necessary for the successful operation of a business (APICS Chapter).

G. **Publish** – For the purpose of announcements to the general membership, publish shall mean any printed newsletter, electronic newsletter, specific mailings, or posting on the Chapter website.

H. **Voting Member** – An individual who is a member in good standing with the Philadelphia Area Network of APICS.

### **Article III – Purpose**

The Chapter shall be operated exclusively for research and educational purposes as set forth in Section 501C(6) of the Internal Revenue Code of 1954.

The Chapter is established as a not-for-profit organization.

It is established (constituted) to pursue the Chapter mission in support of the greater Philadelphia region, including Philadelphia, Montgomery and Bucks counties.

All Chapter activities and business are to be conducted in a professional manner and should promote the reputation of APICS in the local and business communities.

#### **Article IV – Membership**

Philadelphia Area Network recognizes as valid Chapter members all categories of members as defined by APICS, Inc. To become and/or remain a member of the Chapter, the individual or organization must maintain a valid membership in APICS, Inc. and must list the Philadelphia Area Network as their Chapter affiliation.

APICS members (all types) will be acknowledged as members of APICS, but not members of the Philadelphia Area Network. Only APICS members who list the Philadelphia Area Network as their Chapter affiliation will be considered Chapter members.

#### **Article V – Timing and Membership Meetings**

The fiscal year of the Chapter shall be from July 1<sup>st</sup> to June 30<sup>th</sup> of the following calendar year.

The terms of the Executive Committee shall be the same as the fiscal year. The terms of the Advisory Council shall be the same as the fiscal year.

One annual meeting of the membership will be held during the 4<sup>th</sup> quarter of each fiscal year for the purpose of presenting a slate of officers for the Executive Committee and conducting a membership vote. The slate of officers, date, and time of the meeting shall be announced to the membership at least 30 days in advance of such meeting.

#### **Article VI – Dues**

Annual Chapter membership dues for each class of membership (also referred to as Chapter dues) shall be determined by the Executive Committee. Notification of changes shall be made to the membership at least 60 days in advance.

#### **Article VII – Amendment to Bylaws**

These bylaws may be repealed, replaced, or amended by a two-tiered vote approval process. The first approval level is the Executive Committee where changes must be passed by the majority of the entire Executive Committee. The second level is a general membership vote. Notices of all amendments or changes to these bylaws will be sent to all members at least 30 days in advance of the vote and approved by a majority of members voting.

Any voting member also may propose an amendment to the bylaws by making a formal request to the Executive Committee. Should the request be declined, the member may have a petition signed by 7% of the voting members. Such a petition would then be brought to a general membership vote.

Amendments to bylaws take effect at the date and time of a successful membership vote. The vote may be held during any membership meeting.

## **Article VIII – Financial Responsibility**

- A. The Executive Committee is responsible for publishing to the membership the year-end financial reports after the conclusion of the fiscal year no later than November 15th. An independent audit will be conducted no less than once per fiscal year, to be completed by June 1 of each year.
- B. No member or officer shall benefit from the financial proceeds of Chapter activities. This shall not prevent any member from receiving reasonable compensation for services. All payment or financial commitments must be approved by a majority of the Executive Committee.
- C. No member or officer shall enter into any long-term contract or make any financial obligation in excess of budget without approval of the Executive Committee. At no time shall the Chapter become financially obligated to any amount in excess of its assets.
- D. All unbudgeted payment, expenditures, contracts, etc. must have a one-over-one approval. At least one of those signatures must be from a member of the Executive Committee.

## **Part II – Philadelphia Area Network Constitution**

### **Article I – Chapter Constitution and Positions**

#### **A. Mid Atlantic District Representative**

The District Representative is assigned by the District Manager to be the coordinator between the District and the Chapter. The position is not a Chapter position and does not have any legitimate say in Chapter operations. The position acts as an advisor to the Chapter and to the Advisory Council.

## **B. Advisory Council**

The Advisory Council will help assure consistency from year to year and from Executive Committee to Executive Committee. This Council may vary in number, but a minimum of three individuals is recommended.

Qualifications:

- Does not have to be an APICS member
- Is an honorary, non-elected position
- Not a voting position at Executive Committee meetings
- Are appointed to a one to three-year terms
- Terms overlap. New individual each year replacing outgoing Advisory Council member
- Qualifications should include management experience. The organization does not have to be a manufacturing organization; however, the individual should have been involved in resource management at one point in career

Duties:

- Provides an independent perspective and assists with the formation of the strategic and/or Chapter business plans
- Monitors Chapter's compliance with the Association Charter, legal and financial obligations, monitors adherence to the Chapter business plan, and advises the Executive Committee
- Monitors that the Executive Committee uses principles from APICS Body of Knowledge

## **C. Executive Committee**

The Executive Committee consists of six voting members vested with controlling and managing the affairs, property, and funds of the Chapter. In addition, they are tasked with:

- Meeting the needs of the Chapter membership
- Upholding the APICS Charter
- Upholding the Articles of Incorporation
- Upholding IRS reporting requirements
- Developing and implementing the long-term Chapter plan and objectives
- Developing the annual objectives
- Fulfilling the mission statement
- Defining and maintaining the baseline practices for the organization

Restrictions on the Executive Committee include:

- No person on the Executive Committee may hold a position as an Advisory Council member.
- No person may hold more than one office within the Executive Committee. In the event of a vacant position, a member of the Executive Committee may serve in an

acting position until the vacancy is filled, but will have only one vote during this time.

### **C.1. President**

The President is the Chief Executive Officer (CEO) of the Chapter. The role of the Chief Executive is to make certain that the Chapter operates in terms of the annual business objectives, serves its members and provides leadership to the committee.

Qualifications:

- Must be a Philadelphia Area Network APICS member in good standing
- An elected position
- Term limited to two consecutive years
- A management background with experience supervising a team of 5 to 7 people
- Cannot be serving in any other APICS capacity (e.g., serve as District Officer or member of CP Executive Committee)

Duties:

- Serves the needs of Chapter membership
- Works with Advisory Council and leads Executive Committee to develop long term (2 to 3 year) Chapter business plan
- Leads Executive Committee to develop annual business objectives for Chapter consistent with long term Chapter business plan
- Ensure Chapter representation at District meetings. Is the focal point for the Association and District communication to the Executive Committee
- Ensure that an annual independent Audit of the Chapter Treasury be performed

### **C.2. Vice-President of Education**

The Vice-President of Education is responsible to ensure the chapter's education offerings are sufficient to meet the needs of the chapter and its members.

Qualifications:

- Must be a Philadelphia Area Network APICS member in good standing
- An elected position
- Term limited to two consecutive years
- APICS certification(s) are desirable
- Motivated, willing to serve

Duties:

- Ensures adequate courses are scheduled each calendar year to serve members
- Appoints, motivates and develops volunteers to assist in education plans
- Provides instructor feedback, development and appraisals
- Communicates regularly to both the education team and reporting status to the chapter committee
- Assists in creating and maintaining the education budget
- Serves on the executive committee

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- Assumes leadership role and possible successor to President
- Reports to the President. Honors additional requests from the President

### **C.3. Vice President of Marketing**

The Vice-President of Marketing is responsible to ensure the chapter's marketing offerings are sufficient to meet the needs of the chapter and its members.

#### Qualifications:

- Must be a Philadelphia Area Network APICS member in good standing
- An elected position
- Term limited to two consecutive years
- Motivated, willing to serve

#### Duties:

- Ensures adequate communication is deployed each fiscal year to serve members
- Appoints, motivates and develops volunteers to assist in marketing efforts
- Gatekeeper to chapter recognition inside and outside the area
- Investigates, advises and deploys adequate communication for the chapter's marketing efforts, including newsletter, web, radio, mail and e-mail
- Communicates regularly by contacting marketing team and reporting status to the chapter committee
- Assist in creating and maintaining the marketing budget
- Serves on the executive committee
- Assumes leadership role and possible successor to President
- Reports to the President. Honors additional requests from the President

### **C.4. Vice President of Finance**

The Vice President of Finance is responsible to ensure the chapter's financial assets are efficiently utilized, controlled, documented and preserved in alignment to the business plan. This is a legal and financial requirement.

#### Qualifications:

- Must be a Philadelphia Area Network APICS member in good standing
- An elected position
- Term limited to two consecutive years
- Finance or Operations background is desirable
- Motivated, willing to serve

#### Duties:

- Appoints, trains, develops and mentors a sound financial team to assist in duties described below: at minimum, a treasurer and secretary, must accompany the finance team while additional areas of help are admirable
  - Attend meetings, take minutes and keep historical records of the Chapter meeting minutes

- Coordinate annual audit and prepare monthly budget report for each Executive Committee meeting
- Ensure that a quorum is present at any meeting where a vote is taken by the Executive Committee
- Insure that all meetings follow appropriate procedures based on Chapter bylaws and Robert's Rules of Order when necessary
- Files appropriate state and federal tax forms as required
- Produces Chapter financial reports, and manage financial transactions such as reimbursements, payments, receipts, etc.
- Coordinates budgeting cycles
- Serves on the executive committee
- Assumes leadership role and possible successor to President
- Reports to the President. Honors additional requests from the President

### **C.5. Vice President of Membership**

The Vice-President of Membership is responsible to ensure the chapter's membership offerings are sufficient to meet the needs of the chapter and its members.

Qualifications:

- Must be a Philadelphia Area Network APICS member in good standing
- An elected position
- Term limited to two consecutive years
- Motivated, willing to serve

Duties:

- Ensures adequate communication is deployed each year to serve members
- Appoints, motivates and develops volunteers to assist in membership efforts
- Gatekeeper to member awareness, interests and value experience
- Collaborates with Education, Planning and Marketing teams to ensure member experience is exceptional
- Communicates regularly by contacting membership team and reporting status to the chapter committee
- Investigates member needs, conducts surveys and asks for regular feedback
- Assist in creating and maintaining the membership budget
- Serves on the executive committee
- Assumes leadership role and possible successor to President
- Reports to the President. Honors additional requests from the President

### **C.6. Vice President of Planning**

The Vice President of Planning is responsible to plan the chapter's events, coordinate activities, schedules for short and long term PDMs (Professional Development Meetings).

Qualifications:

- An elected position
- Must be an APICS member
- Term limited to two consecutive years

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- Motivated, willing to serve

### Duties:

- Assist in creating and maintaining the membership budget
- Serves on the executive committee
- Coordinate annual events, tours and PDMs to serve the needs of the members
- Provide a calendar of activities, sites, speakers, menu and summary to committee
- Introduces speakers at PDMs, makes appropriate preparation and host-like service
- Collaborates with Education, Marketing and Membership teams to ensure member experience is exceptional
- Seeks partnerships with co-sponsoring opportunities for key events
- Serves on the executive committee
- Assumes leadership role and possible successor to President
- Report to the President. Honors additional requests from the President

### **D. Changes to Executive Committee**

Changes to the composition of the Executive Committee may be accomplished via changes to the by-laws. (See Part 1, Article VII)

### **E. Other**

Other committees or temporary teams may be formed as needed, at the discretion of the Executive Committee. These teams will not be a voting part of the Executive Committee. Volunteers may be solicited on a long-term or ad hoc basis, to support special activities, or general Chapter needs. All committees or temporary teams will be assigned to report to a member of the Executive Committee.

## **Article II – Appointment of Advisory Council**

The President will appoint the Advisory Council by December 1<sup>st</sup> of the fiscal year with assistance and approval of the executive committee. The president is responsible for adhering to and verifying the qualifications as outlined in Part II, Article I - Chapter Constitution and Positions.

The Executive Committee will have final approval of the candidate by majority vote.

## **Article III – Election of Executive Committee**

The President will recruit for the Executive Committee by December 1<sup>st</sup> of the fiscal year. The Executive Committee will seek at least one candidate for each of the six voting positions of the Executive Committee. The Executive Committee is responsible for adhering to and verifying the qualifications as outlined in Part II, Article I - Chapter Constitution and Positions.

In the event of changes, the President will approve and report to the Executive Committee immediately. The date and time of the report shall be at least 30 days in advance of the general membership meeting (see Part I, Article V – Timing and

Membership Meetings). In cases where more than one candidate has been presented, the candidate will be determined by a vote of the existing Executive Committee.

Nominations from the floor will be accepted prior to the close of nominations and nominated candidates must meet the qualifications of the office. Members of the Executive Committee will be elected by majority vote of the membership present and voting.

#### **Article IV – Parliamentary Authority**

All meetings of the Executive Committee and membership will generally be conducted in an informal manner; however any procedural conflicts will be resolved by Roberts Rules of Order.

The president or their designee shall conduct all Executive Committee and membership meetings.

There shall be no meetings of the Executive Committee closed to the membership, regularly scheduled meeting dates must be published to the membership at least 5 days in advance.

#### **Article V – Voting**

Meetings of the Executive Committee shall not be less than three times during each fiscal year.

Each member of the Executive Committee shall have one vote.

For the purposes of votes at official meetings of the Executive Committee, a quorum of voting members will be required. A quorum is a majority of members of the Executive Committee. In the unusual event of a tie, the president shall designate a chapter member who currently serves on any one of the teams to break the tie. This would be accomplished within 48 hours of the final vote and published immediately.

#### **Article VI – Appointments, Removal, and Vacancy**

In the event an Executive Committee member is unable to complete his term, the President may appoint a replacement to serve the remaining balance of the term, providing candidate meets criteria specified for the position.

Appointments to fulfill a partial term do not count as a full term in office.

A resignation after a partial term will count as a full term in office.

Any Executive Committee member may be removed for cause with a majority vote from the Executive Committee. In the event that an Executive Committee member is removed, his or her privileges and responsibilities shall cease immediately.

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A member of the advisory Council may be removed by a majority vote of the Executive Committee.

In the event of a vacancy in the office of the President, an in good-standing board member must be voted upon and elected by a majority vote to assume the office of president within 30 days.

### **Article VII – Dissolution**

The Chapter may be dissolved if it can no longer maintain sufficient membership and funding to meet requirements determined by the Executive Committee and the international APICS Association for Operations Management. The Executive Committee shall have the responsibility and authority for dissolving the Chapter, in accordance with Association controls and procedures.

No member, committee member, officer or other person, whether or not connected with the Chapter, shall receive at any time any of the residual funds from the Chapter's operation. This shall not prevent the reimbursement of expenses incurred by any individual in accomplishing Chapter sponsored or related activities as approved by submittal of a valid itemized expense report within thirty days of the invoice or expense.

No private person shall share in the distribution of any of the Chapter's assets upon dissolution of the Chapter. All members of the Chapter shall be deemed to have expressly agreed that upon such dissolution, or conclusion of the affairs of the Corporation, all of its assets then remaining shall be paid over to exclusively scientific, education or charitable institutions.