



Boston Chapter

APICS

The Association for Operations Management
AMERICAN PRODUCTION AND INVENTORY CONTROL SOCIETY,

BOSTON CHAPTER NO. 10, INC.

FED #: 042709312

BY-LAWS

Effective Date: May 15, 2012

Revision: **G**

Approved by vote of Boston APICS BOD on April 02, 2012

Signed by:

WILL NEED DONNA'S SIGNATURE

Donna Woodcome, President



Boston Chapter

CONTENTS

ARTICLE I. GENERAL 4

SECTION 1.01 IDENTIFICATION /TITLE 4

SECTION 1.02 DEFINITIONS 4

ARTICLE II. CHAPTER PURPOSES AND OBJECTIVES: 4

SECTION 2.01 GENERAL STATEMENT PURPOSE 4

SECTION 2.02 VISION OF THE CHAPTER 5

ARTICLE III. MISSION OF THE CHAPTER 5

SECTION 3.01 CHAPTER MISSION STATEMENT 5

SECTION 3.02 CHAPTER GOAL AND OBJECTIVES 5

ARTICLE IV. FISCAL YEAR 5

SECTION 4.01 DURATION 5

ARTICLE V. MEMBERSHIP AND VOTING RIGHTS 6

SECTION 5.01 MEMBERSHIP COMPOSITION 6

SECTION 5.02 APPLICATION FOR MEMBERSHIP 6

SECTION 5.03 MEMBERSHIP CLASSES 6

SECTION 5.04 SUSPENSION OF MEMBERSHIP 7

SECTION 5.05 VOTING RIGHTS 8

SECTION 5.06 REINSTATEMENT OF MEMBERSHIP 8

ARTICLE VI. DUES 8

SECTION 6.01 PAYMENT OF DUES 8

SECTION 6.02 DUES PAID BY THE CHAPTER 8

SECTION 6.03 REFUND OF DUES 8

ARTICLE VII. LIABILITY AND INDEBTEDNESS 8

SECTION 7.01 MEMBER LIABILITY 8

ARTICLE VIII. MEMBERSHIP MEETINGS 9

SECTION 8.01 PDM'S, PLANT TOURS, WORKSHOPS, AND INSTRUCTIONAL PROGRAMS 9

SECTION 8.02 BOD AND OTHER MEETINGS TO CONDUCT CHAPTER BUSINESS 9

SECTION 8.03 ANNUAL MEETING 9

SECTION 8.04 SPECIAL MEETINGS OF THE CHAPTER 9

SECTION 8.05 NOTICE OF ALL REGULAR AND SPECIAL MEETINGS 9

SECTION 8.06 QUORUM TO CONDUCT CHAPTER BUSINESS AND VOTING 10

SECTION 8.07 PRESENTATION OF MATTERS FOR OFFICIAL CONSIDERATION BEFORE A CHAPTER MEETING 10

SECTION 8.08 ANNUAL TRANSITION MEETING 11

SECTION 8.09 REGULAR BOARD MEETINGS 11

ARTICLE IX. CHAPTER GOVERNANCE 11

SECTION 9.01 CHAPTER BOD 11

SECTION 9.02 OFFICERS 12

SECTION 9.03 – ELECTED BOARD MEMBERS SERVING IN A NON-OFFICER CAPACITY 12

SECTION 9.04 NON-ELECTED BOD MEMBERS 13

ARTICLE X. COMPOSITION AND FUNCTIONING OF THE BOARD OF DIRECTORS 13



Boston Chapter

SECTION 10.01 MEMBERSHIP..... 13

SECTION 10.02 VOTING 14

SECTION 10.03 QUORUM 14

SECTION 10.04 MEMBERSHIP QUALIFICATION AND SELECTION..... 14

SECTION 10.05 BOD MEETINGS 14

SECTION 10.06 DIRECTOR’S TERMS OF OFFICE 14

SECTION 10.07 ELECTED OFFICERS TERMS OF OFFICE 15

SECTION 10.08 COMMITTEE CHAIRS AND DIRECTORS-AT-LARGE..... 15

SECTION 10.09 BOD VACANCIES..... 15

SECTION 10.10 REMOVAL FROM A SEAT ON THE BOD 15

ARTICLE XI. CHAPTER OPERATIONS AND MANAGEMENT 16

SECTION 11.01 BOD RESPONSIBILITIES AND DUTY 16

SECTION 11.02 ELECTED OFFICERS OF THE CHAPTER DUTIES AND RESPONSIBILITIES..... 16

SECTION 11.03 GENERAL MEMBERSHIP RIGHTS AND RESPONSIBILITIES 16

ARTICLE XII. NOMINATIONS AND ELECTIONS..... 16

SECTION 12.01 NOMINATION COMMITTEE 16

ARTICLE XIII. OFFICER AND DUTIES 17

SECTION 13.01 PRESIDENT..... 17

SECTION 13.02 EXECUTIVE VP 17

SECTION 13.03 VP PROGRAMS 18

SECTION 13.04 VP EDUCATION..... 18

SECTION 13.05 VP MEMBERSHIP 19

SECTION 13.06 VP FINANCE (TREASURER)..... 20

SECTION 13.07 VP ADMINISTRATION (SECRETARY)..... 20

SECTION 13.08 VP PUBLICITY AND COMMUNICATIONS 21

SECTION 13.09 VP MARKETING 22

SECTION 13.10 VP STUDENT AND ACADEMIC ACTIVITIES 22

SECTION 13.11 IMMEDIATE PAST PRESIDENT 23

ARTICLE XIV. STANDING COMMITTEES 23

SECTION 14.01 BY-LAWS COMMITTEE 23

SECTION 14.02 NOMINATING COMMITTEE 23

SECTION 14.03 AWARDS COMMITTEE 24

SECTION 14.04 MARKETING SUB-COMMITTEE..... 24

SECTION 14.05 ARRANGEMENTS COMMITTEE 25

SECTION 14.06 COMMITTEE SUPPORT 25

SECTION 14.07 SUCCESSION OF COMMITTEE CHAIRPERSONS..... 25

SECTION 14.08 TERM OF OFFICE FOR COMMITTEE CHAIRPERSONS 26

SECTION 14.09 APPOINTMENT OF COMMITTEE CHAIRPERSONS 26

SECTION 14.10 DUTIES AND RESPONSIBILITIES OF COMMITTEES 26

SECTION 14.11 APPOINTMENT OF EXECUTIVE ASSISTANTS..... 26

SECTION 14.12 BY-LAW REVISION AND AMENDMENT PROCESS 26

ARTICLE XV. CONDUCT OF BUSINESS..... 27

SECTION 15.01 MEETING DISCIPLINE AND GOVERNANCE..... 27

SECTION 15.02 EXTRAORDINARY EXPENDITURES..... 27

ARTICLE XVI. CERTIFICATION OF BY-LAWS 28



Article I. GENERAL

Section 1.01 Identification /Title

The chapter shall be known as the AMERICAN PRODUCTION AND INVENTORY CONTROL SOCIETY, BOSTON CHAPTER No. 10, INC.

Section 1.02 Definitions

- (1) APICS - The Association for Operations Management - is an organization whose body of knowledge covers and supports production and inventory control, materials management, logistics, operations management, resource management, supply chain management, or related activities associated with the sourcing of materials, transformation of same, and delivery of end products to consumers.
- (2) Chapter- APICS, Boston Chapter #10
- (3) BOD- Boston Chapter Board of Directors
- (4) Director- An individual elected by the Chapter's membership during a formal election process administered/sanctioned by the Nominating Committee for the purpose of serving as a member of the Chapter's governing Board.
- (5) Director-at-Large- An individual appointed by the BOD to meet a particular functional requirement; is non-voting and does not require Chapter membership approval
- (6) PDM - Professional Development Meeting
- (7) Sitting BOD - The current duly elected members of the APICS Boston Chapter #10 Board of Directors.
- (8) VP - Vice President
- (9) Chapter Headquarters: The official address of the Chapter shall be determined by the President and at least three (3) other elected officers of the Chapter.

Article II. CHAPTER PURPOSES AND OBJECTIVES:

Section 2.01 General Statement Purpose

The chapter is a not-for-profit incorporated organization whose goals and objectives benefit the interests of Operations Management, Production and Inventory Control and



Supply Chain Management practitioners and professionals as expressed in the Chapter Vision and Mission statements.

Section 2.02 Vision of the Chapter

The Boston Chapter of APICS fosters operational excellence through the application of the APICS Body of Knowledge (BOK), in partnership and collaboration with other APICS chapters and professional associations on behalf of any/all organizations in the manufacturing, service, public sector, academia and healthcare industries.

Article III. MISSION OF THE CHAPTER

Section 3.01 Chapter Mission Statement

The mission of the Boston Chapter of APICS is to be the premier provider of education that promotes the effective and efficient use of resources and the achievement of operational excellence by organizations within the Chapter's area of influence.

Section 3.02 Chapter Goal and Objectives

The Boston Chapter of APICS will strive to:

- (1) Provide a forum and services to help individuals and organizations to excel in the areas related to Operations Management by providing educational programs at local, regional, and national levels.
- (2) Provide a means of mutual exchange of problems, solutions, and ideas.
- (3) Assist members in keeping abreast of the latest professional techniques and best practices.
- (4) Provide vehicles to increase awareness of the corporate and local capabilities of APICS as a global educational leader
- (5) Provide synergistic support for the Boston APICS Chapter's vision by creating alliances between the Chapter and community leadership and other professional and educational organizations.
- (6) Ensure that Chapter member volunteers are recognized, appreciated, and rewarded for efforts in support of meeting Chapter objectives.

Article IV. FISCAL YEAR

Section 4.01 Duration



Boston Chapter

The fiscal year for the Chapter shall run from 1 July of one calendar year through 30 June of the following calendar year.

Article V. MEMBERSHIP AND VOTING RIGHTS

Section 5.01 Membership Composition

- (1) Membership shall be composed primarily of persons who are engaged or interested in Operations Management and related professions.
- (2) In order to be a member of the Boston Chapter, one has to be a member in good standing with Corporate with a current paid dues status except as noted in Section 5(B), 3(C), and 3(D) of this ARTICLE.

Section 5.02 Application for Membership

Application for membership as a Chapter member shall be in writing on a regulation APICS application form or via an approved electronic or online form.

Section 5.03 Membership Classes



Boston Chapter

Membership shall be divided into five classes:

- (1) Chapter Members: Includes those under Section 1 of this Article and who have paid their annual Corporate and Chapter dues or are APICS members in good standing who transfer from another chapter.
- (2) Honorary Chapter Member: A person who has aided the Chapter or APICS Corporate in attainment of its purposes and goals, and who has been approved by the majority vote of the BOD, will be granted non-renewable honorary membership for the duration of one year. Such members may not vote nor hold elective office.
- (3) Student Member: A person attending full-time formal classes and engaged in the study of operations management, production and inventory control, materials management, logistics, resource management, supply chain management, or a complementary curriculum. Such members may not vote nor hold elective office; however, they may be appointed as directors-at-large on the BOD to assist Chapter functional VPs.
- (4) Corporate Member: A member specified by a company which holds a Corporate Membership. Corporate memberships include not fewer than five employees per corporate member company. Such members may vote during the period during which they represent their corporate member organization; however, they may not hold elective office.
- (5) Charter Member: An individual accorded special recognition and status by virtue of their service to the chapter and/or APICS Corporate. Designation as a Charter Member must be sponsored by the President and ratified by three (3) other elected officers or two-thirds majority vote of the BOD present at the time of the motion to approve the nomination. Each Charter Member has the voting rights of one vote.

Section 5.04 Suspension of Membership

- (1) Members who fail to pay their dues within 60 days after the dues become payable will be dropped from the membership rolls and will not be eligible to vote nor hold office unless reinstated as outlined in Section 6, of this Article.
- (2) Members whose conduct is inconsistent with the aims and values of APICS Corporate and/or the Boston Chapter may be removed from the Chapter by two-thirds vote of the sitting Board and reported to Corporate for further action.

Section 5.05 Voting Rights

Those members described in Section 5.03, subparagraphs 1), (4) and (5) of this Article shall be entitled to vote upon any matter properly submitted to the voting membership. Honorary and student members may attend meetings and participate in discussions, but are not accorded voting rights.

Section 5.06 Reinstatement of Membership

Any member who has previously been suspended because of non-payment of dues may be reinstated upon full payment of any dues owed APICS Corporate. A member who fails to pay his/her annual dues and is dropped from the rolls at the time established by Corporate must reapply for membership to rejoin Corporate and the Chapter.

Article VI. DUES

Section 6.01 Payment of Dues

- (1) Annual dues are payable at the time of joining APICS and annually thereafter on the member's anniversary date.
- (2) Annual APICS Corporate dues for members shall be set by Corporate. Chapter dues are set by the Chapter BOD and included in the dues charged by Corporate (the Chapter is reimbursed by Corporate).
- (3) Annual dues for student members are set by and paid to APICS Corporate.

Section 6.02 Dues Paid by the Chapter

From time to time the Chapter may pay the annual dues for an individual as recognition of their past outstanding support of the chapter and current financial situation. Such action must be initiated by the President and supported by a majority vote of the BOD. Members granted paid membership dues by the chapter will be designated "Charter Members".

Section 6.03 Refund of Dues

No cancellation or refund of dues will be made if a member resigns or forfeits his/her membership during his/her membership year.

Article VII. LIABILITY AND INDEBTEDNESS

Section 7.01 Member Liability

No members shall become liable to the Chapter, nor become liable on behalf of the Chapter for any monies other than annual dues, as a result of being a member. Financial obligations due the Chapter by any member shall be on a payable-in-advance basis. This Article has no bearing on the type of financial and business obligations made on behalf of the Chapter and referred to in Section 6, Article XIII.

Article VIII. MEMBERSHIP MEETINGS

Section 8.01 PDM's, Plant tours, Workshops, and Instructional Programs

Regular scheduled meetings shall be held monthly at a time and place determined by the Vice President - Programs. Such meetings will be used for elections, plant tours, education, instructional programs, workshops, and/or the transaction of such business as is properly brought before the open assembly of Operations Management practitioners.

Section 8.02 BOD and Other Meetings to Conduct Chapter Business

Regular scheduled meetings of the BOD shall be held at least four (4) times a year or as needed at a time and place determined by the President for the purpose of conducting the operational oversight and administration of the business of the chapter. Meetings may be via teleconference or in person, as requested and scheduled by the chapter president.

Section 8.03 Annual Meeting

Unless otherwise designated by the BOD, the May membership meeting will be reserved for the purposes of conducting the Annual Meeting. The President will develop and coordinate the proceedings and ensure the adequate coverage of Chapter business, elections, and plans.

Section 8.04 Special Meetings of the Chapter

Special meetings of the Chapter may be called at any time and place by the President, by majority vote of the BOD, or upon written request of twenty percent (20%) or more of the membership eligible to vote. Such special meetings may be used to transact only such business as is specified in the call. Such special meetings may not replace regular meetings except where specifically provided for in these By-Laws.

Section 8.05 Notice of all regular and special meetings

(1) Notice of all regular and special meetings:

Notice of all regular and special meetings shall be made to the membership at least ten (10) days prior to the meeting. Such notice shall state the purpose of the meeting as well



Boston Chapter

as the time and place of the meeting. The Chapter Newsletter and Website may be used to issue such notices.

(2) Emergency Meeting notification:

In instances in which the need to transact business on behalf of the Chapter's interests are time sensitive, an emergency meeting may be called with a minimum of a three (3) day notice.

Section 8.06 Quorum to Conduct Chapter Business and Voting

- (1) Regular, Corporate, and Charter members who attend a regular or special meeting of the Chapter, either in person, by teleconferencing, or by written proxy, shall constitute a quorum capable of transacting all business brought before the meeting, provided due notice has been made under Section 5A of this Article. See Section 10.03 for Quorum requirements.
- (2) Any member failing to attend a meeting, either in person or by submitting a written proxy, shall be considered to have waived the right to participate in the transaction of business and, thereby, to have consented to and, thus ratify such action(s) taken by the majority of those present, either in person or by written proxy.
- (3) Except as provided in Article XIII, a majority vote of the membership present at the meeting, in person or by written proxy, shall govern in all matters properly introduced during the meeting; except that, should a financial obligation on the part of the Chapter be authorized or created; the provision against personal liability (Article VII, Section 1) shall be made a written part of the obligation instrument.
- (4) Proxies shall be received at the Chapter's headquarters or other announced location for verification and recording prior to the date and time of the meeting in which the proxies apply, and the President shall determine the validity of such proxies subject to the right of appeal to the BOD.

Section 8.07 Presentation of Matters for Official Consideration Before a Chapter Meeting



Boston Chapter

- (1) Chapter Members desiring consideration of matters at a Chapter meeting shall submit such matters in writing to the President at least FIVE (5) days prior to the meeting date.
- (2) BOD members desiring consideration of matters at a Chapter BOD meeting shall submit such matters in writing to the President at least TWO (2) days prior to the meeting date.
- (3) The President may decrease lead time requirements detailed in Sections 8.07(1) and 8.07(2) but will not increase without BOD approval.

Section 8.08 Annual Transition Meeting

As soon as practicable after adjournment of the regular June meeting, the incoming President shall call a transition meeting of the newly elected BOD to plan the Chapter's activities and to develop a budget for the new program year. This meeting will occur prior to the end of June and will include current BOD members to assist in transition activities. The proposed budget prepared by the transition team will be presented for approval at the first regular BOD meeting of the new program year.

Section 8.09 Regular Board Meetings

- (1) Regular Board meetings shall be scheduled by the President. Other Special Board meetings may be called by the President or by three or more Board members. Notice of such meetings shall be sent to each Board member in time to be received at least five days prior to the meeting. Electronic notification is allowed.
- (2) Except as provided in Article IX, Section 3, the presence of at least one-half of all elected BOD members shall constitute a quorum for the transaction of business. Minutes shall be kept of all BOD meetings.

Article IX. CHAPTER GOVERNANCE

Section 9.01 Chapter BOD

Members of the Chapter BOD shall, at a minimum, be duly elected or appointed from the membership defined in Article V, Sections 3. The number of directors and/or ad hoc committee chairpersons shall be determined by the BOD.

Section 9.02 Officers

Members shall be elected to the Board as functional officers and shall serve the Chapter as outlined in Article XIII. The elected officers shall be:

- (i) President
- (ii) Executive Vice President
- (iii) Vice President - Programs
- (iv) Vice President - Education
- (v) Vice President - Marketing
- (vi) Vice President - Administration (Secretary)
- (vii) Vice President - Finance (Treasurer)
- (viii) Vice President – Membership
- (ix) Vice President - Publicity and Communications
- (x) Vice President - Student and Academic Activities

Term of office: The term of office of all Officers shall be for a one year period.

Section 9.03 – Elected Board Members Serving in a Non-Officer Capacity

- (1) The number of Directors of the Board will be set by the current sitting BOD and ratified by the membership during an open meeting of the full membership. This action should take place as a part of the annual chapter Officer and BOD membership election process. Should a situation arise were it is determined by the sitting BOD that waiting to the annual election period would not be in the best interest of the chapter, the BOD may address BOD vacancies or the creation of new positions outside of the annual election process. Details of how this process would be conducted will be prepared by the President and presented to the BOD for approval by a three quarters (3/4) majority of the sitting BOD.
- (2) The following Directors of the Board are structurally authorized.
 - i) Immediate Past President



Boston Chapter

- ii) Director of Communication
- iii) Director of NESCON
- iv) Director of Programs
- v) Director of Marketing:
- vi) Director of Membership
- vii) Director of Student and Academic Activities
- viii) Director at Large

Term of Office: The term of office for each Director of the Board shall be for a period of two years.

Section 9.04 Non-Elected BOD Members

The remainder of the Board shall be made up of the immediate Chapter past president and, additionally, such other non-voting members as appointed under provisions of [Article X, Section 8](#).

Article X. COMPOSITION and FUNCTIONING OF THE BOARD OF DIRECTORS

Section 10.01 Membership

- (1) The Board of Directors (BOD) shall be composed of the following:
 - i) The ten (10) officers of the Corporation for a term of one year each, five (5) of whom will be selected one year and four (4) the next year, as the prior term expires.
 - ii) Nine (9) directors for a term of two (2) years each, five (5) of whom will be selected one year and four (4) the next year, as the prior term expires.
 - iii) Past Presidents.



Boston Chapter

- (2) Any Past President may serve on the Board of Directors for an additional term upon majority vote of the new Board of Directors

Article XI. Voting

Each member of the elected BOD shall have one vote.

Section 11.01 Quorum

- (1) A quorum of the BOD shall consist of at least five (5) members, three (3) of whom must be officers of the Chapter.
- (2) Should the sitting BOD composition make Article VIII, Section 3 *inoperable*, a three fourth majority of the sitting BOD present will sustain business operation of the Chapter.

Section 11.02 Membership Qualification and Selection

Candidates for election to the Board of Directors shall be selected from the general membership by the nominating committee at the same time that officer candidates are selected. Candidates must be active and not suspended Chapter members and must maintain their membership during the period of their Chapter BOD elected or appointed position tenure.

BOD Meetings

Meetings of the Board shall be held without additional notice at such place and time as the Board establishes by order entered on record in its meeting minutes and posted on the Chapter website. Also, meetings of the Board of Directors may be held upon the call of the President, the Secretary, or by a written petition of any three directors. Notice shall be given by the Secretary to each director. The notice of time and place of the meeting shall be made by e-mail or other electronic means available to a quorum or majority of the active Board of Directors and posted on the Chapter website.

Section 11.03 Director's Terms of Office



Each director shall hold office for a period of two (2) years and/or until a successor is elected and qualified. Each director will serve for the same period as the officers in terms of the beginning and end of their respective terms.

Section 11.04 Elected Officers Terms of Office

Except as otherwise provided in these By-Laws, elected officers shall hold office for one year, unless removed earlier or otherwise disqualified, and until their successors are elected and installed. Officers shall be eligible for re-election for an aggregate term of seven consecutive years, whereas such term can be extended with a 2/3 majority vote of the BOD. No member of the Board shall be elected to fill more than one function. If an elected BOD member shall vacate his or her position, another BOD member may be appointed to temporarily fill the vacated position until a replacement is appointed or elected. This temporary appointment may not exceed 90 calendar days.

Section 11.05 Committee Chairs and Directors-At-Large

Chairpersons and/or Directors-At-Large may be appointed by the President or functional VPs for specific ad hoc chapter management assignments. Directors in a functional area do not require BOD approval. Chairpersons and Directors-At-Large are non-voting BOD members.

Section 11.06 BOD Vacancies

Vacancies on the Board may be filled by a majority vote of the remaining BOD members, even though a quorum does not exist. The chosen BOD member shall hold office through the unexpired BOD term until a successor has been duly elected and installed. An-interim appointment shall only be for unexpired terms. If qualified, the BOD member so appointed shall be eligible to be elected to serve full terms on the Board.

Section 11.07 Removal From a Seat on the BOD

- (1) A member will be removed from the BOD if found guilty of engaging in conduct inconsistent with the values and aims of the Chapter or APICS Corporate.
- (2) A member's conduct is judged to be a disruptive force to the on-going success and productive operation of the BOD by a two-thirds majority of the remaining BOD members present at the time the matter is brought before the BOD. In the event that a member fails to fulfill the duties of their position, which includes active participation in at least 50% of the BOD meetings, the members may be ineligible to seek office the following year.



Article XII. CHAPTER OPERATIONS and MANAGEMENT

Section 12.01 BOD Responsibilities and Duty

The business management and affairs of the Chapter shall be under the direction and control of the BOD. The BOD shall have authority to authorize contracts, incur liabilities, expend funds, and to attend to all matters connected with the conduct of the Chapter's affairs as appropriate.

Section 12.02 Elected Officers of the Chapter Duties and Responsibilities

Under the leadership of the Chapter President, the officers of the chapter directly manage the ongoing operations of the chapter and are accountable (no liability contained in Article 7) to the full BOD and the Chapter Membership for their actions.

Section 12.03 General Membership Rights and Responsibilities

Business management actions shall be subject to the right of the membership entitled to vote, to direct and control the Board in the exercise of those powers. The membership shall have the right to call for removal any BOD member or members for conduct detrimental to the ongoing responsible operation of the Chapter. Any member may submit a request for removal stating the reason for the proposed action and may, at his/her discretion, present such information at a regular or special meeting of the Chapter. The BOD member(s) shall be removed upon approval by two-thirds of the members present at the regular or special meeting called to consider the removal petition.

Article XIII. NOMINATIONS AND ELECTIONS

Section 13.01 Nomination Committee

During March, the standing Nominating Committee or a nominating committee, composed of an odd number, appointed by the President and approved by the BOD, composed of a chairperson and however many other members as may be deemed necessary, shall select candidates for prospective vacancies on the BOD by majority vote. Nominations shall be presented to the membership by the Nominating Committee chairperson at the regular April PDM. Nominations can be presented either verbally or in writing. Nominations from the floor will also be accepted at the regular April meeting. Nominations will be closed at midnight on April 30th. A majority of the members in good standing attending the regular May meeting shall decide the election. Elected officers shall take office on 1 July each year. Chairpersons serve at the pleasure of the President and Directors serve at the pleasure of the functional VP appointing them. Nominees for BOD Officers and Board of Director positions shall be drawn from members in good standing as identified in Article V.



Boston Chapter

Article XIV. OFFICER AND DUTIES

Section 14.01 President

- (1) The President will exercise leadership responsibility during all regular and/or special meetings of the Board and other Chapter events unless otherwise delegated.
- (2) Maintain overall responsibility for the ongoing financial and operational success of the chapter.
- (3) Report to the BOD and when appropriate, the General Membership, on all matters effecting chapter sustainability and success.
- (4) Develop and maintain an effective Chapter leadership team.
- (5) Coordinate the activities of the BOD and ensure continuity of efforts.
- (6) Call special meetings of the Board or General Chapter Membership.
- (7) Ensure that an effective succession plan is in place and ready for execution, if required.
- (8) Represent the Chapter at key APICS and related events, including District meetings, the annual APICS International Conference as appropriate, and report the results of those meetings to the BOD and, if appropriate, to the General Chapter Membership.
- (9) Ensure that the BOD maintains effective contact with the General Membership.
- (10) Participate in at least five or more of the BOD meetings during the term year, which includes either participation and/or status updates for assigned tasks.

Section 14.02 Executive VP



Boston Chapter

- (1) Preside at meetings and perform the President's duties in his/her absence.
- (2) Should be prepared to succeed to the office of the President if unchallenged without further election.
- (3) Maintain and coordinate the Chapter's submission to the Passport Program or its successor program; conduct periodic reviews of requirements and compile status reports during and outside of regular or special BOD meetings.
- (4) Function as back up to the Vice President of Finance.
- (5) Participate in at least five or more BOD meetings during the term year, which includes either participation and/or status updates for assigned tasks.

Section 14.03 VP Programs

- (1) Responsible for the program for each PDM/meeting of the chapter.
- (2) Notify the Director of Communications of the details of each meeting in accordance with the submission schedule
- (3) Perform the duties of the President in the absence of the President and Executive VP.
- (4) Prepare and maintain a tentative six-month calendar of chapter meeting activities.
- (5) Serve as primary BOD advisor concerning matters relating to planning and scheduling PDM's, Seminars, Plant Tours, and Workshops.
- (6) Participate in at least five or more BOD meetings during the term year, which includes either participation and/or status updates for assigned tasks.

Section 14.04 VP Education



Boston Chapter

- (1) Provide operation management, coordination and leadership for Chapter educational programs.
- (2) Notify the Director of Communications of the details of the Chapter education programs in accordance with the schedule that they collaboratively developed.
- (3) Prepare and maintain a tentative schedule covering at least six (6) months of educational and certification events.
- (4) In the absences of a Director of Student Chapter Relations, act as a liaison between the Chapter and educational institutions, as required; to include any appointed Academic Liaison Directors.
- (5) Serve as primary BOD advisor concerning educational matters.
- (6) Assist with the recruitment and certification of chapter instructors.
- (7) Participate in at least five or more BOD meetings during the term year, which includes either participation and/or status updates for assigned tasks.

Section 14.05 VP Membership

- (1) Coordinate and/or oversee all activities related to the management of Chapter membership support and represent the Chapter as an official host at Chapter functions.
- (2) Promote member attendance at Chapter and APICS corporate events.
- (3) Develop and execute a follow-up procedure for members whose membership has lapsed.
- (4) Maintain an up-to-date membership and prospective member list
- (5) Provide oversight of the Chapter Employment Opportunities initiatives.
- (6) Provide oversight and management of the Company Coordinator program.
- (7) Serve as primary BOD advisor concerning membership matters.
- (H) Participate in at least five or more BOD meetings during the term year, which includes either participation and/or status updates for assigned tasks.

Section 14.06 VP Finance (Treasurer)

- (1) Shall be the financial office of the Chapter.
- (2) Responsible for all of the Chapter's financial activities, including the timely development of the annual budget.
- (3) Shall serve as the chairperson of the Finance Committee.
- (4) Shall keep or cause to be kept complete records of all monies received and disbursed by or on behalf of the Chapter.
- (5) Shall secure proper receipts for all monies disbursed.
- (6) All instruments issued by the treasurer for the payment of money by the Chapter shall be drawn in the name of the Chapter.
- (7) Shall report to the President and/or Board, whenever requested, the financial condition of the Chapter.
- (8) Prepare and report performance against budgets.
- (9) Publish monthly financial reports and an annual financial report.
- (10) Ensure that federal income tax (Form 990) and other regulatory forms (e.g., Articles of Incorporation) have been filed.
- (11) Ensure that the Articles of Incorporation are properly maintained and that the Annual Corporate Filing with the Secretary of State of Massachusetts is completed and submitted.
- (12) Serve as primary BOD advisor concerning financial matters.
- (13) Participate in at least five or more BOD meetings during the term year, which includes either participation and/or status updates for assigned tasks.

Section 14.07 VP Administration (Secretary)



Boston Chapter

- (1) Shall act as the recording and corresponding secretary of the Chapter.
- (2) Shall serve as the point of contact for Chapter mail; manage the Chapter mail box and distribution of the Official Chapter mail.
- (3) Shall keep or cause to be kept full and complete records of the membership of the Chapter.
- (4) Maintain a record of the minutes of all regular and special BOD and Chapter meetings.
- (5) Furnish copies of all minutes to the BOD, the Chapter website manager, and, upon request, to any requesting members.
- (6) Prepare and distribute monthly Regional and National reports, as required.
- (7) Maintain files of all critical historical Chapter communications not otherwise maintained in other functional areas.
- (8) Maintain general oversight of contracts with administrative support organizations, as appropriate.
- (9) Serve as primary BOD advisor concerning administrative matters.
- (10) Participate in at least five or more BOD meetings during the term year, which includes either participation and/or status updates for assigned tasks.

Section 14.08 VP Publicity and Communications

- (1) Responsible for the oversight of the preparation, editing and distribution of the monthly Chapter newsletter in electronic format, and the policies/procedures concerned with the newsletter function.
- (2) Responsible for oversight and supervision of the newsletter editor.
- (3) Responsible for oversight and supervision of the Webmaster.
- (4) Serve as primary BOD advisor concerning publicity, public relations and communications matters.
- (F) Participate in at least five or more BOD meetings during the term year, which includes either participation and/or status updates for assigned tasks.

Section 14.09 VP Marketing

- (1) Develop and maintain Chapter Sales and Marketing Plans including the identification of target markets and sales strategies.
- (2) Maintain contact with other BOD positions to determine specific market identification and targeting needs for each functional area.
- (3) Coordinate channels for distribution of marketing collateral.
- (4) Responsible for BOD oversight of the following activities:
 - i) Membership recruiting programs
 - ii) Ensure that the activities of the Director of Company Coordinator Program are fully integrated into the overall sales and marketing plans of the chapter.
 - iii) Ensure that the activities and initiatives of the VP of Membership are fully integrated into the chapter sales and marketing plans.
- (5) Serve as primary BOD advisor concerning Marketing and Sales matters.
- (F) Participate in at least five or more BOD meetings during the term year, which includes either participation and/or status updates for assigned tasks.

Section 14.10 VP Student and Academic Activities

- (1) Coordinate student and academic activities including budgets for student and academic activities:
 - i. within the chapter
 - ii. among local chapters
 - iii. within the District
 - iv. within APICS Corporate staff
- (2) Manage and develop:
 - i. Annual Student Case Competition if scheduled
 - ii. Student Chapter affiliations
 - iii. Chapter policies and procedures relating to student chapters



Boston Chapter

- iv. Relationships with the Academic community at an appropriate level: local regional, national and international
- (C) Participate in at least five or more BOD meetings during the term year, which includes either participation and/or status updates for assigned tasks.

Section 14.11 IMMEDIATE PAST PRESIDENT

- (1) Coordinate performance of the end of fiscal year audit of the Chapter's bank account and financial records with the VP Finance and the VP Administration.
- (2) Serve as a primary advisor to the incoming president.
- (3) Assist the incoming Executive VP in the preparation and maintenance of the Passport files.
- (4) Serve as the default chairperson of the Nominating Committee for the coming year.
- (5) Represent the Chapter at the annual International Conference if requested by current Chapter President.

Article XV. STANDING COMMITTEES

Section 15.01 By-Laws Committee

- (1) Committee structure
 - i) The committee will be chaired by the Executive VP.
 - ii) If necessary, the chairperson will be appointed by the President and approved by the BOD.
 - iii) The committee can consist of however many other members as may be deemed necessary.
- (2) Committee Responsibilities
 - i) Review Chapter By-Laws annually, recommend revisions and updates to the BOD, and update the bylaws as approved for the President's signature.

Section 15.02 Nominating Committee



Boston Chapter

- (1) The Chairperson will be appointed by the President and confirmed by the BOD at a scheduled BOD meeting.
- (2) Committee membership
 - i) The committee must consist of an odd number of members as may be deemed necessary, that hold no elected position on the BOD.
 - ii) The members of the Nominating Committee will be disqualified from running for vacant BOD positions.
 - iii) These disqualifications can be lifted by a majority vote of the sitting BOD if approved by a quorum of the BOD.
- (3) Principal Responsibilities
 - i) Submit a slate of nominees for Officer and Director positions to the BOD for review and approval by March 30th of each year.
 - ii) Provide oversight and supervision of the election process.
 - iii) Ensure that the election process is administered in accordance with these By-Laws.

Section 15.03 Awards Committee

- (1) Chaired by the VP of Membership
- (2) Principal Responsibilities
 - i) Maintain an active and effective awards recognition program.
 - ii) Conduct at least one (1) awards recognition events per year.
 - iii) Recommend for BOD approval nominees for the Annual Chapter Member and Company of the Year Awards.

Section 15.04 Marketing Sub-Committee



Boston Chapter

- (1) Chaired by the VP of Marketing
- (2) Members:
 - i) Programs VP
 - ii) Education VP
 - iii) Student and Academic Activities VP
 - iv) Others as needed
- (3) Principal Responsibilities:
 - i) Assist with review and finalization of the Annual Chapter Marketing Plan prepared by the Marketing VP so that the Marketing plan and recommendations are to the BOD by April 30th of each year.
 - ii) If necessary: Review of mid-term Marketing Plan update prepared by the Marketing VP so that it may be submitted by December 15th of each year.

Section 15.05 Arrangements Committee

- (1) Chaired by the VP of Administration
- (2) Principal Responsibilities

Coordination and execution of PDM and in person BOD meeting logistics

- (i) **Coordination and execution of** Annual Officer Installation meeting
- (ii) Scheduling and submission of the Annual Financial Audit / Review

Section 15.06 Committee support

The chairperson of each committee may employ the assistance of any member or supporter of the chapter.

Section 15.07 Succession of committee Chairpersons



Upon resignation of any committee chairperson, the President shall have the power to appoint a chairperson pro-tem who shall have full power to act until the next meeting of the Board of Directors. Upon approval of said pro-tem chairperson by a majority of the quorum of the Board of Directors, said person shall be duly appointed and approved as the standing committee chairperson.

Section 15.08 Term of Office for Committee Chairpersons

The chairperson of each standing committee shall hold office during the term of the office of the President or longer by prior agreement.

Section 15.09 Appointment of Committee Chairpersons

The President shall, in the same fashion, appoint such other committee chairpersons deemed necessary by him or her.

Section 15.10 Duties and Responsibilities of committees

Duties of all committees shall be as defined by the Board of Directors.

Section 15.11 Appointment of Executive Assistants

In addition to the committees assigned above, the President, with the approval of a majority of a quorum,(as defined in Article XIII, Section 6), of the Board of Directors, may appoint an assistant from the Board of Directors to the Executive Vice President, VP Programs, and VP of Membership and other assistants as the President may deem appropriate. Assistants shall serve for a minimum of one year.

Article XVI. By-Law Revision and Amendment Process

- (1) These By-Laws may be amended, updated or deleted by:
 - i) A two-thirds vote of the members in good standing and present at a Regular Scheduled Meeting of the chapter membership.
 - ii) A two-thirds vote of the members in good standing and present at a Special Meeting called for the purpose of By-Laws revision.



Boston Chapter

- (2) Approval by a vote of the majority of the Board of Directors.
 - (i) Provided:
 - (1) The BOD has approved a formal notice of the proposed amendment by a two - thirds vote.
 - (2) A formal notice of the proposed By-Law amendments or revision was provided to the Board of Directors in writing at least 15 days prior to a regular BOD meeting at which the amendments/revisions are to be reviewed by the By-Laws committee chairperson and approved for presentation to the general membership, subject to the incorporation of changes approved by the majority of voting BOD members in attendance
 - (3) A copy of the proposed revised By-Laws/amendments is distributed to the BOD for their review at least 15 days prior to the BOD meeting.
- (3) A vote by a two-thirds consensus of the general membership.
 - (i) Provided:
 - (1) A formal notice of proposed By-Laws amendments or revisions was presented to the membership at least ten (10) days prior to the meeting date scheduled to consider the proposal
 - (2) A copy of the revised By-Laws or amendments was sent to each member in good standing, with a ballot for approval or disapproval.
 - a) Such notice may constitute a meeting and two-thirds consensus of the replies received within thirty days after the notice date shall constitute a majority.

Article XVII. CONDUCT OF BUSINESS

Section 17.01 Meeting Discipline and Governance

Conduct of business shall be in accordance with “Robert's Rules of Order (Revised)” and shall determine the conduct of business in all meetings of the corporation or its governing bodies and committees except where it would be inconsistent with the Articles of Incorporation or these By-Laws.

Section 17.02 Extraordinary Expenditures



Boston Chapter

An extraordinary expenditure is one which is not an ongoing, usual expenditure, or a usual expenditure which is in excess of \$500.00 (five hundred dollars).

A simple majority of a quorum of the BOD, as defined in Article XIII, Section 6, of the elected BOD members must approve extraordinary expenditures deemed by the VP Finance to be appropriate to bring before the Board.

Article XVIII. BY-LAW REVISION HISTORY

- (1) Approval of these By-Laws was recommended by the BOD on 09 June 1981 and the By-Laws were approved by vote of the Chapter membership on 1 September 1981.
- (2) Revision B of these By-Laws was approved by the BOD on 05 October 1985 and, as the changes were cosmetic, a vote by the Chapter membership was not required.
- (3) Revision C of these By-Laws was approved by the BOD on 13 September 1998 and, as the changes were cosmetic, a vote by the Chapter membership was not required.
- (4) Revision D of these By-Laws was proposed for approval by the BOD on 25 August 2004. Revision D is a major re-write / update of the Chapter By-Laws. A vote by the Chapter membership / BOD is required. A motion to adopt these amendments was presented in 2004 and is being re-presented in 2005.
- (5) Revision D of these By-Laws was approved by the BOD on 20 July, 2005.
- (6) Revision E of these By-laws was submitted for approval to the BOD on April 6, 2009 at a regularly scheduled Board meeting. It was included in the agenda before the meeting. Revision E is a minor change that was developed primarily to add the position of *VP of Student and Academic Activities*.
- (7) Revision F of these By-laws was approved at a regularly scheduled meeting of the BOD on March 1, 2010. These by-laws require final approval of the chapter members at the April PDM. The changes included the following items:
 - i. Section 8.08-Transition activities to include current BOD and to occur prior to the end of June.
 - ii. Section 10.05-Deleted reference to US mail
 - iii. Section 10.07-Extension of the board term beyond 7 consecutive terms requires a 2/3 majority vote of the BOD.
 - iv. Section 10.10 (2)-Adds participation requirements at BOD meetings



Boston Chapter

- v. Section 13- Adds attendance requirements at BOD meetings to all officer positions
- vi. Section 13.02 (4)-Added duty to position as back up to VP Finance
- vii. Section 10.03 (2)-Updated terminology to current practices
- viii. Section 13.08-Deleted reference to hard copy

- (8) Revision G of these By-laws was approved at a regularly scheduled meeting of the BOD on April 02, 2012, with final approval at the May 2012 Professional Development Meeting. Key changes made from Revision F include:
- a. Throughout document - change reference to APICS from "Society / Headquarters" to APICS "Corporate."
 - b. Throughout document, multiple single word enhancements to respective phrases and sentences to enhance meaning and add clarification.
 - c. Section 2.02 Vision - added phrase "*on behalf of any/all organizations in the manufacturing, service, public sector, academia and healthcare industries.*"
 - d. Section 5.03.(2) - Add Membership Class "Honorary Chapter Member" with accompanying definition.
 - e. Section 9.03.(1) - replace "this issue" at end of third sentence with "*BOD vacancies or the creation of new positions.*"
 - f. Section 10.01.(1).i - enhance phrase with "*for a term of one year each, five (5) of whom will be selected one year and four (4) the next year, as the prior term expires*"
 - g. Section 10.01.(3) - deleted as redundant to Section 9.04.
 - h. Section 11.02 - added second sentence, "*Candidates must be active and not suspended Chapter members and must maintain their membership during the period of their Chapter BOD elected or appointed position tenure.*"
 - i. Section 14.01.(8) - enhance sentence with "*key APICS and related events, including District meetings, the annual APICS International Conference*"
 - j. Section 14.02.(3) - add to sentence, "*conduct periodic reviews of requirements and compile status reports during and outside of regular or special BOD meetings*"
 - k. Section 14.04.(6) - New sentence, "*Assist with the recruitment and certification of chapter instructors*"
 - l. Section 14.06.(2) - add phrase "*including the timely development of the annual budget*"
 - m. Section 15.02.(2).i - change phrase to include "*...must consist of an odd number of...*"



Boston Chapter

- n. Section 15.03.(2).ii - change from two (2) events per year to one (1) per year.
- o. Article XVI.(2).(i).(2) - complete re-write.
- p. Article XVI.(2).(i).(3) - New sentence: "*A copy of the proposed revised By-Laws/amendments is distributed to the BOD for their review at least 15 days prior to the BOD meeting.*"