

~~By-Laws~~**LAWS** update as of 10/25/17

~~APICS~~ - **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 APICS and does not publicly identify itself with this Corporation and its Bylaws.

ARTICLE II

PURPOSES

The purposes of this Chapter shall be, in cooperation with APICS, 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 education.
2. Foster and maintain high standards in the fields of supply chain and operations management, and to promote the positive recognition of these professions throughout industry.
3. Advance the theory, techniques and practices of operations and supply chain management.
4. Conduct, encourage, and assist in education and research relating to operations and supply chain management.
5. Develop, foster and mentor supply chain leadership among our board and members. Encourage a career growth mindset.

~~65.~~ Unite, through membership ~~and participation in~~ ~~in~~ the ~~Chapter networking events~~ ~~Chapter~~, persons interested in supply chain and operations management, and ~~to~~ provide assistance to members as they deal with business challenges.

~~76.~~ Advise and assist educational institutions in developing and improving educational programs dealing with operations and supply chain management. ~~NONI BYLAWS GNI Bylaws – April 28, 2016~~ ~~October 25, 2017~~ Page - 2

ARTICLE III

MEMBERSHIP

Membership categories as are defined by APICS.

ARTICLE IV

MEETINGS

A. Chapter Meetings

1. The Chapter shall hold a minimum ~~of six~~ ~~number of~~ 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 for which shall be~~ set by the Board of Directors~~s~~.
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, but must include a simple majority of The Board of Directors.

B. Board of Directors

1. The Board of Directors, as defined by Article IX shall meet monthly ~~during~~ at least ~~six~~ ~~four~~ months of the year, including one transition or orientation meeting. The meeting dates shall be set by the President, ~~at least two weeks in advance.~~
2. Special meetings of the Board of Directors may be called at any time by the 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, ~~no less than 48 hours of the meeting.~~
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. ~~Notice including the time, place and agenda of all regular meetings of the Board of Directors shall be established at no less than 48 hours in advance of the meeting.~~

5. The President shall preside at all Board Meetings. In the President's absence, the EVP shall preside. If EVP is also unable to preside then a voting board member appointed by the President shall be chosen to preside.

C. Procedure

1. Robert's Rules of Order shall determine 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. ~~NONJ BYLAWS – April 28, 2016 Page – 3~~

ARTICLE V

FISCAL YEAR

The fiscal year of the Chapter shall be July 1 to June 30.

ARTICLE VI

DUES

A. The membership dues shall be maintained, collected, and enforced by APICS.

ARTICLE VII

DUTIES OF BOARD OF DIRECTORS

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

A. The President shall preside at all meetings of the Chapter and the Board of Directors. The President shall appoint the chairperson of each ~~special standing~~ committee. The 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 Executive Vice President shall accept the responsibilities of the President's office in the absence of the President. Administration and submission of the C-BAR Program shall be the responsibility of the Executive Vice President.

C. The Secretary shall record the minutes and shall disseminate ~~typed~~ minutes to all ~~Board Members at least one week prior to the subsequent board meeting. In the absence of the Secretary, the President shall appoint a Secretary pro-tem, who shall assume the duties of the Secretary for that meeting~~ Board Members at least one week prior to the subsequent board meeting. In the absence of the Secretary, the President shall appoint a Secretary pro-tem, who shall assume the duties of the Secretary for that meeting.

D. The VP of 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 VP Finance has charge of all Chapter funds, and shall maintain them in depositories as approved by the Board of Directors. Shall prepare a budget for approval two months prior to the beginning of the up-coming year with the guidance of the Chapter President and other Board of Directors and committee chairpersons.

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 Vice President Finance shall make an annual audited report to the Board of Directors. Shall keep all

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financial records in a form acceptable to the Board of Directors, in accordance with Generally Accepted Accounting Principles (GAAP).

~~B. Additional nominations for any elective office shall be made in writing by any Chapter Member in good standing prior to the election. Acceptance of a nomination shall be in writing must be received by the April Chapter meeting. Nominations must be announced prior to the May Chapter meeting. The order of announcements shall follow the sequence as specified in Article VIII Paragraph C.~~

~~E. E. Other-Other~~ Vice Presidents ~~may may~~ chair a standing committee pursuant to their area of functional responsibilities ~~and fulfill all the duties assigned to that position~~, in accordance with the Chapter's Standard Operating Procedures (SOP's).

ARTICLE VIII

ELECTION OF BOARD OF DIRECTORS

~~A. A.~~ The Nominating Committee shall nominate one or more candidates for each elective office. All candidates must be ~~a-current members~~ in good standing. These nominees shall be announced ~~in the newsletter and and/or~~ placed on the Chapter's website along with a notice of the procedures for additional nominations. The committee shall secure the permission of each candidate ~~in~~ prior to announcing the nomination.

~~B. B.~~ Additional nominations for any elective office shall be made in writing by any Chapter Member in good standing prior to the election. Acceptance of a nomination ~~shall be in writing~~ must be received by the April Chapter meeting. Nominations must be announced prior to the May Chapter meeting. The order of announcements shall follow the sequence as specified in Article VIII Paragraph C.

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C. Following the Chapter meeting, the Nominating Committee shall prepare ballots listing all candidates for each office. The sequence shall be:

President

Executive Vice President

Secretary

Vice President Finance

Vice President Marketing and Communications

Vice President Education

Vice President Membership

Vice President Programs

If there shall be only one candidate for each office, the preparation and distribution mailing 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 VP of Membership and the Nominating Committee shall ensure that all current chapter members receive a ballot. The President shall abstain from voting.

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

E. The Nominating Committee shall report the votes at 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. ~~NONJ BYLAWS – April 28, 2016 Page 5~~

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.

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

H. In the event that the office of the President becomes vacant, the Board of Directors shall elect, by a majority vote, a President from the Vice Presidents.

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.

B. All members of the Board of Directors must be a member 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 consecutive 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. F. Any Chapter 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 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 shall repeal the action of the Board.

H. G. At the final Board of Directors meeting of the fiscal year of the Chapter, the outgoing President 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.

I. H. ~~Officers and Members at large may be should invited attend to participate on committees and/or attend Board meetings and may be appointed to serve at the pleasure of the Board of Directors, but do not have voting privileges nor do they count towards quorum. Examples of officer positions may include, but are not limited to; Webmaster, Director of Arrangements, Director of Employment. Example of members at large may include but are not limited to; past presidents, student liaisons. NONJ BYLAWS – April 28, 2016 Page – 6~~

ARTICLE X

STANDING COMMITTEES

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

The President, with the approval of the Board of Directors, may appoint the chairpersons of the Standing Committees, if not chaired by an elected vice president. Chairpersons of all Standing Committees shall report to the President or a designated vice president.

ARTICLE XI

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SPECIAL COMMITTEES

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

1. The 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 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 President, the current President, the current VP of Finance /Treasurer, a CPA if necessary, and any current or former elected Board member as deemed appropriate. The yearly audit 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.

2. Any such compensation shall be determined and approved 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. ~~NONJ BYLAWS — April 28, 2016 Page — 7~~

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 ~~IS~~

- 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 APICS as outlined in the Bylaws.
- I. To not misrepresent qualifications, experience, or education to APICS or others served in a professional capacity.
- J. Respect and not violate the United States Copyright of all APICS materials or any other organization. ~~NONJ BYLAWS~~
~~April 28, 2016 Page 8~~

ARTICLE XV

CONTINGENCY FUND

- A. A special fund shall be established and maintained to provide financial resources to handle significant adverse contingencies. 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.
- 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 simple 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 simple 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 plus posted on the Chapter's website at least 15 days prior to the 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 ~~April 13, 1967~~ ~~June 21, 1984~~ ~~November 16, 1995~~

these Bylaws are as follows: ~~November, 1959~~

~~January 14, 1960~~ ~~October 8, 1970~~ ~~October 25, 1984~~ ~~October 31, 2001~~

~~March 8, 1961~~ ~~April 12, 1973~~ ~~October 23, 1986~~ ~~January 18, 2007~~

~~February 11, 1965~~ ~~June 20, 1982~~ ~~January 21, 1993~~ ~~September 23, 2010~~

~~September 18, 2014~~ April 28, 2016, ~~October 25, 2017~~

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