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# Bylaws

## APICS Inc. Providence Chapter #17, Inc.

*Revised: May 2016*

*Next Scheduled Revision: May 2026*

*Prepared, reviewed, amended and recommended for approval by the Board of Directors in 2016 to reflect re-branding, re-districting and officer updates.*

Geoffrey R. LeRoy CPIM CSCP, President

Stephen Johnson, Vice President - Finance

Judy Beth McNeil, Vice President - Membership

Rebekah Escano CPIM CSCP - Secretary

Edgar Rodas, Vice President - Programs

Lorie Welker CPIM, Vice President - Publicity/Marketing

Michael Messier CPIM, Vice President - Education

Keith Birchall - Vice President of Systems / IT / Webmaster

Raymond Zimmerman CPIM – 1<sup>st</sup> Assistant Vice President

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*Approved by: Members of the Providence Chapter at the June 2016 Member Meeting*

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## Article I. Name and Affiliation

- A. The name of this organization as incorporated by the State of Rhode Island and Providence Plantations, on March 13, 1969 shall be the American Production and Inventory Control Society, Providence Chapter #17, Inc., hereinafter referred to as "APICS Providence."
- B. APICS Providence has been chartered by the international organization known as APICS, Inc., incorporated under the laws of the state of Indiana. [Hereinafter referred to as "Corporate"]
- C. APICS Providence has been granted Charter Number 17.
- D. APICS Providence shall adopt rules in harmony with the Corporate By-laws.
- E. Corporate has established District areas responsible for maintaining effective liaison and communication between the other Chapters of the District and between chapters and Corporate. APICS Providence has been assigned to the Northeast District.

## Article II. Definitions

- A. "Board" shall mean board of directors of APICS Providence.
- B. "District" shall mean an arbitrarily defined geographic area established to facilitate administration of Corporate.
- C. "Chapter" shall mean a chartered organization of Corporate members

- D. "Policy" shall mean the stated position of Corporate or APICS Providence on a particular matter.
- E. "Procedure" shall mean the rules adopted by Corporate or APICS Providence and approved by the board to carry out policies.
- F. "Majority" shall mean a number greater than half the total votes cast.

## Article III. Purposes

**APICS Providence is organized and shall be operated for the following purposes:**

- A. To foster and maintain high standards in the field of Operations Management and Supply Chain Management.
- B. To provide a means of mutual exchange of problems and ideas in the field of Operations Management and Supply Chain Management.
- C. To promote educational programs.
- D. To inform members and interested nonmembers in techniques and systems in the field of Operations Management and Supply Chain Management.
- E. To establish an awareness and recognition among leaders of industry in the field of Operations Management and Supply Chain Management.

## Article IV. Membership

- A. Membership shall be open to all persons interested in the field of Operations Management and Supply Chain Management.
- B. Classes of membership shall be defined by Corporate in its by-laws.

## Article V. Dues

The annual membership dues shall be set by the Board in conjunction with Corporate. Notification of proposed changes shall be sent to all Board members at least thirty days in advance of the board meeting at which such proposed changes may be considered. Notification of approved changes in dues shall be sent to all active members sixty days in advance of being effective.

## Article VI. Membership Meetings

- A. Chapter meetings shall be held each month, at a time and place as determined by the Board. Meetings may be omitted at the discretion of the Board.
- B. Special meetings may be called by the President, a majority of the Board, or by a written petition of one fourth of the APICS Providence members authorized to vote.
- C. A quorum shall consist of a simple majority of the voting members present at all regular and special meetings, excluding Board meetings.

# Article VII. Board of Directors

A. The control and management of the affairs, property and funds of APICS Providence shall be vested in the board.

B. The board shall consist of:

1. The elected officers of APICS Providence [Reference Article VIII:A]
2. The president from the previous year, if available, to serve in the non-elected position of Past President. If this person is ineligible or chooses not to serve, the president shall appoint another past president who has been active on the board within the last five years.

C. Each voting member of the board shall have one vote.

D. At or before the last board meeting of each year, the business agenda shall include but not be limited to approving a budget for the ensuing year.

E. Meetings of the board:

1. Regular meetings of the board shall be held not less than five times during each fiscal year [July 1 through June 30].
2. The annual board meeting shall be held any time after the election of the new board and no later than the end of June each year. The primary purpose of this meeting is to transfer the chapter administration to the new slate of officers.
3. Special meetings of the board may be called at any time by the majority of the board.
4. The quorum of regular and special meetings shall consist of a simple majority of the current number of voting members of the board.
5. Two weeks advance notice of all regular and special meetings shall be given each member of the board. Such notice may be waived by advance consent of two-thirds of the voting board members to conduct urgent business.
6. Any one or more members of the board may participate in a meeting of the board by means of a conference telephone or similar communications equipment. Participation by such means shall constitute presence in person at a meeting.
7. The board can conduct remotely administered Board E-meetings attended by a quorum which is a simple majority of the current number of voting members of the board. At least three regular board meetings must be conducted in person.
8. Any actions requiring board approval prior to the next regular scheduled board meeting may be resolved through notification of the entire board via mail, fax, or e-mail and consent by the requisite number of the board. Unless otherwise indicated in these bylaws, a majority vote of the board members who cast a vote shall be sufficient to approve board actions, providing that a quorum exists.

F. All board members must be Corporate members in good standing.

# Article VIII. Officers

A. The voting officers of APICS Providence shall be as follows:

1. President
2. Vice President - Programs
3. Vice President - Membership
4. Vice President - Education
5. First Assistant Vice President
6. Second Assistant Vice President
7. Vice President - Finance
8. Secretary
9. Vice President - Publicity & Marketing
10. Past President [non-elected]
11. Vice President - Information Systems (IT)

B. Any number of non-voting directors may be appointed by the President.

C. A Nominating Committee Person must be appointed no later than January 30<sup>th</sup> of each year to draft the slate of officers for the subsequent fiscal year. This person is to have served on the board previously and cannot be on the new slate of officers.

D. No officer may serve as more than one voting officer simultaneously.

E. The term of each officer shall commence on July 1 of each fiscal year and shall cease at midnight on June 30 of that same fiscal year.

1. In the event an incumbent resigns, the term of the incumbent shall cease on the day of resignation, relinquishing all responsibilities and privileges.

2. In the event an incumbent is removed by the board, the term of the incumbent shall cease immediately along with all privileges and responsibilities.

3. Term limits are as follows:

- No one may serve as President, Vice President - Finance or Vice President -- Education for more than five consecutive terms.
- All other officers may serve as many consecutive terms as they wish.
- Appointments to fulfill a partial term of office shall not count as a full term of office.
- A resignation after a partial term will count as a full term of office.

F. At a regular or special meeting of the board, an officer may be removed for cause by a two-thirds vote of the entire voting board.

1. A vote for removal for cause shall not be done until after the officer has been given due process.

2. The officer removed by the board may be reelected by the members, and if so reelected, may not again be removed by the board for the same incident.

## Article IX. Election of Officer

### 1. Qualifications [These are the only two qualifications.]

- All candidates must be voting members of Corporate in good standing.
- Candidate for the offices of President, Vice President - Finance and Vice President - Education must have been an officer or director of any chartered APICS Chapter in some capacity within the past three years.

### 2. Candidates

- All candidates for office must be nominated by the Nominating Committee.
- Written intent to apply for any voting office must be received by the Nominating Committee from every candidate no later than March 1 each year. Any extension to this deadline must be approved by a vote of the board.

### 3. Elections

- The Nominating Committee shall present the slate of nominees to the membership no later than the April Chapter meeting.
- The officers shall be elected no later than the May chapter meeting for the subsequent fiscal year by simple majority of voting members present.

### 4. The officers shall be installed no later than the June chapter or board meeting.

- The installation of officers shall be conducted by a Corporate officer, District officer or any Past President of APICS Providence who remains a member of Corporate in good standing.

### 5. Vacancies

- In the event of a vacancy of the office of president, the past president sitting on the board shall assume the office of president. In the event that this person cannot assume the office of president, the board shall elect a successor by majority vote within ninety days.
- In the event of a vacancy of any other office, the president shall appoint a replacement as approved by a majority of the board.

## Article X. Duties of Officers

### 1. The President shall be the chief executive officer and shall preside at all annual and special meetings of the membership, and the board of directors. The president shall interpret all policies to ensure they are consistent with the intent of these bylaws.

- The President shall form committees as deemed necessary.
- The President shall appoint a Finance Committee each year to independently review the financial records of the Chapter. The Vice President - Finance shall assist the committee but not be a member of it.

2. The Secretary duties include but are not limited to:

- Perform all duties of the president during the president's absence.
- Record, distribute and maintain permanent files of all meeting minutes.
- Be the keeper of the by-Laws.
- Be the keeper of the Chapter charter.
- Be the keeper of the Articles of Incorporation.
- Be the keeper of the signed Chapter Partner Agreement.
- Be the keeper of the annual BOD signed Standards of Conduct Agreement.
- Be the keeper and recorder of Board voting including e-meeting votes.

3. The Vice President - Finance shall be the financial officer of APICS Providence.

- The Vice President - Finance shall ensure that complete financial records of APICS Providence are kept in accordance with generally accepted accounting principles.
- The Vice President - Finance is responsible to prepare and submit all necessary tax filings. Preparation may be done by an outside professional if desired but under the supervision of the Vice President - Finance.
- The Vice President - Finance shall ensure that the board is kept apprised of the APICS Providence financial condition on a timely basis.
- The Vice President - Finance shall ensure that the APICS Providence accounts are reviewed at least every three years by a financial committee of three (3) persons selected by the President and approved by the Board of Directors. The committee's report is due to the Board of Directors on the next regular Board Meeting.

4. Other duties of officers and directors will be assigned by the president.

## Article XI. Delegate to Corporate or Regional Conferences

A. The president shall serve in the capacity of the chapter delegate to any or all Corporate or District APICS conferences and meetings.

B. Should the president be unable to attend, she or he shall designate an alternate elected officer to represent the chapter in the following order:

1. Vice President - Education
2. Vice President - Membership
3. Secretary
4. Vice President - Finance

C. Should these elected officers be unavailable, then the board will elect a delegate from the board including [sitting appointed directors].

D. Should no one on the board be available, no delegate will be sent by the chapter.

- E. This method of selecting an alternate delegate must be performed for each specific meeting or conference.
- F. Conference fees, lodging, meal and reasonable travel expenses incurred by the delegate performing the chapter duties will be reimbursed by the chapter based on approval of an itemized expense report presented to the Vice President - Finance within thirty days of the end of the event.

## Article XII. Parliamentary Authority

- A. Unless otherwise specified by the president, Robert's Rules of Order, revised, shall determine the conduct of business in all meetings of APICS Providence and its governing bodies and committees, except where these rules would be inconsistent with the Articles of Incorporation or the bylaws.
- B. There shall be no APICS Providence meetings closed to the membership, with the exception of the portion of board meetings discussing the performance of a board member.

## Article XIII. Amendment to Bylaws

- A. These bylaws may be repealed, replaced, or amended upon review and analysis of a committee appointed by the president and by a two-thirds vote of approval by the board.
- B. Notices of proposed amendments or changes to these bylaws will be communicated by mail, fax or email to all members of the Chapter at least thirty days prior to the Board meetings at which such amendments or changes may be considered.
- C. These bylaws must be reviewed at least every ten years by a committee appointed by the president.

## Article XIV. Provision for Dissolution

- A. 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 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 Chapter, all of its assets then remaining in the hands of the Board of Directors shall be paid over to our local APICS "District" for use by all remaining district chapters.



