

**APICS**  
**THE EDUCATIONAL SOCIETY FOR RESOURCE MANAGEMENT**  
**Bluegrass Chapter**  
**Bylaws**

**Article I - Name and Affiliation**

1. The name of this organization shall be the Bluegrass Chapter of APICS, The Educational Society for Resource Management.
2. This chapter shall be affiliated with the national organization known as APICS, The Educational Society for Resource Management.

**Article II – Purposes**

1. To foster and maintain high standards in the resource management profession and to promote the recognition of this profession throughout industry.
2. To provide the opportunity for mutual exchange of problems and ideas in the area of resource management.
3. To provide the opportunity, through educational programs, for the members to increase their knowledge of techniques and systems in the profession.
4. To unite, through membership in the Chapter, persons interested in resource management and promote good fellowship among such members.

**Article III – Membership**

1. Membership shall be open to all persons.
2. Classes of membership:
  - a. Regular member: Persons actively engaged in resource management or related work.
  - b. Affiliate company member: A company desiring to assist in furthering the aims and purposes of this corporation and to be represented at this corporation's functions.
  - c. Student members.
3. Membership Application:

Application for membership can be made in one of three ways:

  - a. By filling out the required "application for membership" form and submitting it with the correct dues to Society Headquarters (APICS Membership Dues, P.O. Box 75381, Baltimore, MD 21275).
  - b. By filling out the required "applications for membership" form and faxing it to (703) 354-8556 with your credit card number.
  - c. By calling APICS Customer Service at (800) 444-2742 with your credit card number and filling out the required "application for membership" form on the phone.
4. Transfer of Affiliation:

Transfer of affiliation from one chapter to another shall be made with the approval of the chapter to which the member is to be transferred. Affiliation with the original chapter shall continue until the transfer is effected. That portion of the dues paid during the fiscal year, which is retained by the original chapter, shall remain with the original chapter.
5. Termination of Membership:
  - a. A member may resign from the chapter at any time by signifying his/her intention in writing to the Membership VP.

- b. Any member whose dues are unpaid 90 days after the due date shall have his/her name removed from the membership roll of the chapter, and a Chapter officer shall attempt to notify him/her.
- c. The application for reinstatement by any member who has been dropped for nonpayment of dues shall be considered in the same manner as the application for a new member.
- d. The Board of Directors may suspend, for a definite or indefinite period, or expel any Board member for just cause. This action shall not be taken until the Board member has been given ample opportunity to defend himself/herself against the charges. The name of an expelled Board member shall be removed from the Board of Directors and shall not be considered eligible for reelection.

#### **Article IV - Dues Structure**

- 1. Individual and Affiliate Company members shall pay dues annually, as established by National and the Chapter
- 2. Dues shall be due and payable with the application for membership and, thereafter, on the anniversary date of membership.

#### **Article V - Fiscal Year**

The fiscal year of this chapter shall be July 1 to June 30.

#### **Article VI – Meetings**

- 1. Regular meetings of the chapter shall normally be held on the second Thursday of each month between September and May, inclusive, of each year, or on such date as is determined by the Executive Board.
- 2. The Annual Election Meeting of the chapter shall be held in May.
- 3. Special meetings may be called by the President, by a majority of the Board of Directors, or by written petition of one-fourth of the members authorized to vote.
- 4. Notice of all meetings shall be communicated to all members not less than one week before the scheduled meeting date.
- 5. A quorum shall consist of ten percent (10%) of the voting members.

#### **Article VII – Government**

- 1. The control and management of the affairs, property, and funds of the Chapter shall be vested in the Board of Directors.
- 2. All questions coming before the Chapter, its duly authorized governing bodies, and committees shall be decided by the majority of the votes cast at a scheduled meeting of the Chapter unless otherwise provided.

#### **Article VIII - Officers**

- 1. Term of office shall be for one year.
- 2. The officers elected as President and President Elect may not serve for more than two consecutive years.
- 3. The officers elected as Vice-President of Education, Vice-President of Membership, Vice-President of Programs, Treasurer, and Secretary may not serve for more than four consecutive years.

4. No more than four officers shall be affiliated with an individual company.

#### **Article IX - Election of Officers**

1. The President shall appoint a Nomination Committee at least sixty days prior to the Annual Meeting. The chairman should be a member of the Board of Directors.

2. At the meeting immediately preceding the Election Meeting, the Nominating Committee shall submit a list of nominees for office, and from this list, supplemented by nominations from the floor, the members shall elect the officers for the ensuing year.

3. The officers shall be installed at the Election Meeting.

4. Any elective office becoming vacant during the year shall be filled through an appointment by the Board of Directors.

#### **Article X - Duties of Officers**

1. The President shall be the executive head of the Chapter. He/She shall preside at all regular and special meetings of the Chapter and at meetings of the Board of Directors. He/She shall appoint all committees and serve as a member ex-officio of those committees.

2. The President-Elect shall perform all duties of the President in case of the absence of the President or the inability of the President to act. He/She shall assume the chairpersonship of the Awards Program.

3. The Vice-President of Education shall be responsible for providing direction for the Chapter's educational programs including workshops, certification review courses, etc.

4. The Vice-President of Programs shall be responsible for developing and running programs about Resource Management and related fields for the membership of the Chapter.

5. The Vice-President of Membership shall be responsible for maintaining the chapter membership and recruiting new members. He/She should keep, or cause to be kept, full and complete records of the membership.

6. The Secretary shall act as recording and corresponding secretary of the Chapter. The Secretary shall keep an accurate record of the proceedings of all meetings, carry on general correspondence, and send out notices of all scheduled meetings.

7. The Treasurer shall be the financial officer of the Chapter. He/She shall keep, or cause to be kept, completed records of all moneys received and disbursed by, or on the behalf of, the Chapter, and shall secure proper receipts for all moneys disbursed. The Treasurer shall pay all bills for the Chapter after the Board of Directors has approved such bills for payment. The Treasurer shall report to the Chapter, whenever requested, the financial condition of the Chapter. All instruments for the payment of moneys by the Chapter shall be drawn in the name of the Chapter. (If deemed necessary, the Treasurer should be adequately bonded.)

#### **Article XI - Board of Directors**

1. The Board of Directors shall be composed as follows:

a. The officers of the Chapter.

b. The two immediate Past-Presidents (if they are available to serve).

2. The Board of Directors shall have the supervision of all matters pertaining to Chapter activities and shall manage and conduct Chapter affairs in accordance with the bylaws.

3. Special meetings of the Board may be called by the President or by request of at least three members of the Board, stating the objectives for such a meeting.
4. Each member of the board shall have one vote only.
5. A quorum of the Board of Directors shall consist of 50% of the Board of Directors.
6. A vacancy on the Board occurring during the year may be filled through appointment by the remaining members of the Board.
7. In the event that a Board member does not attend three consecutive Board meetings, they shall be asked to step down from their position unless a consensus of the Board says there are extenuating circumstances.
8. The Board of Directors may create and fill up to three "At Large Positions" within the Board of Directors roster.
9. The Board of Directors must approve the nominees to the "At Large Positions".
10. Any member of the Board of Directors may resign their seat by submitting a letter of resignation, 30 days prior, to the Board of Directors

#### **Article XII - International Conference and Regional Meetings**

1. The Board of Directors shall appoint one Delegate to the International Conference each year. Although this appointment is normally the Chapter President, another member of the Board of Directors can serve as the delegate in the event that the President cannot attend.
2. Although the Chapter President should attend all Regional Meetings if possible, all Directors of the Board are encouraged to attend Regional Meetings as well. Other Chapter members who are not part of the Board of Directors are also encouraged to attend the Regional Meetings.

#### **Article XIII - Committees**

1. The President, with the approval of the Board of Directors, shall appoint a chairperson for the following committees, if required.
  - a. The Membership Committee, which shall contact prospective and eligible candidates for membership in the Chapter and indicate approval or disapproval of applications received. It shall contact members regarding attendance at meetings, renewal of membership, delinquency of payment of dues, etc.
  - b. The Publicity Committee, which shall publicize the activities of the Chapter and its members and maintain a file of such publicity.
  - c. The Program Committee, which shall prepare and publish the monthly programs for the year and shall secure meeting places, speakers, etc. and make any other necessary arrangements to carry out the programs.
  - d. The Rules and Procedures Committee, which shall draft all proposed amendments to the bylaws, as recommended by the Board of Directors and issue revised copies of the bylaws to the members upon approval of amendments.
  - e. The Nominating Committee, which shall present the list of nominees for office as prescribed in Article IX, Section 2.
  - f. The Education and Research Committee, which shall provide, in coordination with the Program Committee, educational opportunities for the members through publications, seminars, etc.
2. The Chairperson of each standing committee shall hold office during the term of office of the President by whom he/she is appointed.
3. The President, with the approval of the Board of Directors, shall appoint such other committees and chairpersons as may be deemed necessary.

4. Selection of the members of each committee shall be by the committee chairperson, with the approval of the Board of Directors.

#### **Article XIV - Procedures**

Robert's Rules of Order, Revised, where applicable, shall determine the conduct of business in all meetings of the Chapter or its governing bodies and committees, except where inconsistent with the bylaws of the Chapter.

#### **Article XV - Authorization for Chapter**

The organization of the Chapter is authorized by Article VII of the bylaws of the National Society.

#### **Article XVI - Amendment to Bylaws**

These bylaws may be replaced, altered, or amended, or new bylaws adopted by a vote of two-thirds of the members present at a regular meeting, only if the proposed changes have been published in the call of the meeting.

#### **Article XVII - Prohibition Against Sharing in Corporate Earnings**

1. No member, committee member, officer, employee, or other person, whether or not connected with the corporation, shall receive at any time any of the net earnings from its operations.
  - a. However, this shall not prevent the payment of reasonable compensation for services rendered to, or for, the corporation in affecting any of its purposes.
  
2. No private person shall share in the distribution of any of the corporate assets upon dissolution of the Corporation.
  - a. All members of the Corporation shall be deemed to have expressly agreed that upon such dissolution, or conclusion of the Corporation, all of its assets then remaining in the hands of the Board of Directors shall be paid over to exclusively scientific, educational, or charitable institutions.
  - b. The Board of Directors may determine the amounts and proportion of such assets to be distributed and what institutions shall receive them, and they may impose terms and conditions with respect to the use of such assets.