

## BYLAWS

**Effective Date:** June 28, 2016

### ARTICLE I - GENERAL

#### SECTION 1 - Title

The Chapter shall be known as the APICS - Mid-Florida Chapter # 208.

#### SECTION 2 - Definitions

APICS            APICS - Mid-Florida Chapter # 208

Officers            Mid-Florida Chapter Board of Directors considered officers of the organization, including President, President Elect, Treasurer, and Secretary. Elected by the membership; must be APICS members in good standing and are voting members.

BOD                Board of Directors. The membership of the BOD shall consist of the Chapter Officers, appointed Directors, and Directors-At-Large, and for whom their duties and responsibilities are outlined in [Articles VII](#) and [IX](#) later in this document.

Director            An individual appointed by the BOD membership to a specific office; is a voting member; requires BOD approval and is an APICS member in good standing.

Dir. at Large      An individual appointed by the Chapter President and approved by majority of the BOD who serves in an advisory capacity. This individual should be a member from industry; may or may not be an APICS member and has voting rights.

PDE                Professional Development Event – also referred to as Professional Development Meeting (PDM)

Proxy              Written form of expression of wishes provided either on paper or electronically via email, but not via text.

Quorum            A majority of the members and the minimum number of members necessary to transact legal business at any APICS sponsored meeting.

#### SECTION 3 - Headquarters

The official address of the Chapter shall be that of the Treasurer or as designated by the BOD.

## **BYLAWS**

### **SECTION 4 - Purposes and Objectives**

The chapter shall be a not-for-profit organization operated exclusively for purposes and objectives beneficial to the interests of those in the Supply Chain and Operations Management Field. These purposes and objectives are expressed in the Chapter Vision and Mission as follows:

#### **The Vision of the Chapter:**

“Mid-Florida Chapter of APICS will be recognized as the foremost professional provider of knowledge and education for individuals in the Supply Chain and Operations Management field. The Chapter’s area of influence encompasses both its internal (members) and external customers by enhancing their lifelong learning options.”

#### **The Mission of the Chapter:**

The Mid-Florida Chapter of APICS will strive to:

- Provide educational and networking opportunities that will facilitate the sharing of information among professionals in the field of Supply Chain and Operations Management.
- Provide vehicles to increase awareness of the national and local capabilities of APICS as a global educational leader across the Mid-Florida Chapter area of influence.
- Provide synergistic support for the Mid-Florida APICS Chapter’s vision by creating alliances between the Chapter and community leadership and other professional Organizations.
- Ensure that Chapter member volunteers are recognized, appreciated, and rewarded for efforts in support of meeting Chapter objectives.

## **ARTICLE II - FISCAL YEAR**

### **SECTION 1 - Duration**

The fiscal year for the Chapter shall run from 1 July of one year through 30 June of the following year and correspond with the BOD year.

## **ARTICLE III - MEMBERSHIP AND VOTING RIGHTS**

### **SECTION 1 - Composition**

Membership shall be composed primarily of persons who are engaged or interested in the field of Supply Chain, Operations Management, related industries, and academia.

## BYLAWS

### SECTION 2 - Application

Application for membership as a Chapter member shall be administered through the APICS.org website.

### SECTION 3 - Membership Classes

Chapter Membership shall be identified as listed below. Definitions for each of these are in support of those outlined at APICS Headquarters ([www.apics.org](http://www.apics.org)) and include:

- a. Individual Members - including Professional, International e-membership, Joint International, Academic professional, Military, Armed Forces and Government Employees.
- b. Corporate Members – including Enterprise professional and Enterprise e-professional
- c. Young professional
- d. Student Associate

### SECTION - 4

Members who fail to pay their dues within 60 days after the dues became 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](#), this Article.

### SECTION - 5

Those members described in [Section 3](#) of this Article shall be entitled to vote upon any matter properly submitted to the voting membership except for Student Associates. Student members may attend meetings and participate in discussions, but are not accorded voting rights.

### SECTION - 6

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

## ARTICLE IV - DUES

### SECTION 1

- a. Annual dues are payable at the time of joining APICS and annually thereafter on the member's anniversary date.

## BYLAWS

- b. Annual dues for members shall be set by the International Association's Board of Directors. The Chapter shall receive a portion of those dues for administration, as determined by the APICS Corporate Board of Directors.
- c. There is no Annual dues for Student Associates. .

### SECTION 2

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

## ARTICLE V - LIABILITY AND INDEBTEDNESS

### SECTION 1

No members shall become liable to the Chapter, nor become liable on behalf of the Chapter for any moneys other than annual dues, as a result of being a member.(i.e. additional assessments). 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 [Article VII, Section 6.](#)

## ARTICLE VI - MEMBERSHIP MEETING/PDE

### SECTION 1

- a. Regular Professional Development Events shall be held monthly for approximately 6 months out of the year at a time and place determined by the Director of Programs. Such events will be used for elections, plant tours, instructional programs, workshops, and/or the transaction of such business as is properly brought before it.
- b. Unless otherwise designated by the BOD, the May event shall be the annual meeting for reports from all officers and committee chairpersons prior to the annual election. The President will coordinate these reports to assure adequate coverage of activities and for brevity.
- c. 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 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 Bylaws.
- d. Notice of all regular and special meetings shall be made to the membership at least ten days prior to the meeting. Such notice shall state the purpose of the meeting as well as the time and place of the meeting. The Chapter newsletter, e-mail notifications, or the Chapter's website may be used to issue such notices.

## BYLAWS

- e. Professional and Enterprise members who attend a regular or special meeting of the Chapter, either in person 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 1d](#) of this Article.
- f. 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 the majority of those present, either in person or by written proxy.
- g. Except as provided in [Article XI](#), 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 V, Section 1](#)) shall be made a written part of the obligation instrument.
- h. Proxies shall be received at the Chapter's headquarters or other announced location for verification and recording at least seven days prior to the hour 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.
- i. Absentees desiring consideration of matters at a chapter meeting shall submit such matters in writing (or electronically) to the President at least ten days prior to the meeting date.

### SECTION 2

- a. As soon as practical after adjournment of the regular May meeting, the incoming President shall call a transition meeting of the newly elected BOD to plan the Chapter's activities and to budget for the new year. The incoming President shall call the transition meeting no later than July 30<sup>th</sup>.
- b. Regular Board meetings shall be scheduled by the President or the President Elect. 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.
- c. Except as provided in [Article VII, Section 5](#), the presence of at least one-half of all elected BOD members shall constitute a quorum for the transaction of business. Minutes of all BOD meetings shall be kept and published to all BOD members whether in attendance of the meeting or not.

## BYLAWS

### ARTICLE VII - OFFICERS AND DIRECTORS

#### SECTION 1

- a. Members of the Chapter BOD shall be duly elected or appointed from the membership defined in [Article III, Sections 3](#). At a minimum, the Chapter BOD must consist of the elected officers outlined in [Section 2](#) below.
- b. The number of directors shall be determined by the BOD and shall consist of no more than 5 Functional Directors and 4 Directors-At-Large. The BOD has a right to increase the number of Directors at any time, pending the majority approval of the sitting BOD, however no more than 30% of the total BOD can consist of non-APICS members.

#### SECTION 2

- a. The board is comprised of officers as elected by the membership, and shall serve the Chapter as outlined in [Article IX](#). The **elected** officers shall be:

President  
President Elect  
Secretary  
Treasurer

- b. The **appointed** Directors shall include:

Director of Marketing / Communication  
Director of Education  
Director of Membership  
Director of Programs  
Director of Student Affairs

- c. The remainder of the Board shall be made up of the immediate Chapter past president and any other Directors At Large, as outlined under provisions of [Article VII, Section 4](#).

#### SECTION 3

- a. Except as otherwise provided in these bylaws, Officers and Directors 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 reelection for an aggregate term of seven consecutive years; however, no Officer may serve in the same position for more than two (2) consecutive years in a row, but exceptions can be made with approval of the BOD. Appointed Functional Directors may serve in the same position for an unlimited duration, however Directors-At-Large require annual approval by the sitting BOD.

## BYLAWS

- b. Any BOD member who is absent for four consecutive Board meetings without due cause, as determined by the BOD members, shall be subject to disqualification by BOD vote. Further, a BOD member may be removed by the remainder of the BOD year for cause upon two-thirds vote of the BOD members present when the vote is taken; adequate written notification of the action must be provided to all BOD members not less than five days prior to the date of the vote.
- c. No Officer of the Board shall be elected to fill more than one function, with the exception of the Secretary and Treasurer roles, which could be combined into one position if, and only if, Chapter volunteers are limited.
- d. If a BOD member (Officer or Director) shall vacate his or her position, another BOD member may be appointed by the President to temporarily fill the vacated position. This replacement requires a majority approval of the remaining BOD (See [Section 5](#) below).

### SECTION 4

Committees may be established and Chairpersons may be appointed by the President for specific ad hoc chapter management assignments. These Chairpersons may be an existing Director, another Chapter member, or non-chapter member such as someone from a local college/university, other professional organization, or executive as seen fit by the President.

### SECTION 5

Vacancies on the Board may be filled by a majority vote of the remaining BOD members. The chosen BOD member shall hold office through the unexpired BOD term. Ad-interim appointments shall be for vacant or unexpired terms only.

### SECTION 6

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 7

- a. The membership shall have the right to recall any BOD member or members for conduct detrimental to the continued, responsible operation of the Chapter. Any member may submit a request for recall 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 membership. The formal notice of a recall must be made to the membership at least five days prior to the date scheduled for the meeting called to consider the recall.
- b. 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 recall petition.

## BYLAWS

### ARTICLE VIII - NOMINATIONS AND ELECTIONS

#### SECTION 1

- a. During March, a nominating committee appointed by the President and approved by the BOD will be formed. The committee is composed of a chairperson and however many other members as may be deemed necessary. The sole purpose of the nominating committee is to recruit and develop a viable list of candidates for elected office.
- b. Nominations shall be presented to the membership by the Nominating Committee chairperson at the regular April or May PDE. Nominations can be presented either verbally, electronically, or in writing. Nominations from the floor will also be accepted at the regular PDE meeting. Nominations will be closed at the conclusion of the PDE meeting.
- c. 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 at Large serve at the pleasure of the functional VP appointing them.

#### SECTION 2

Nominations for an office shall be drawn from members in good standing as identified in [Article III Section 3](#).

### ARTICLE IX - DUTIES

#### SECTION 1 - PRESIDENT

- a. Preside at all regular and/or special meetings of the Board and all meetings of the Chapter.
- b. Call special meetings of the Board or Chapter.
- c. Represent the Chapter at such events, times and places as are appropriate, and report the results of those meetings to the BOD and, if appropriate, to the Chapter.
- d. Appoint a Chapter member or Director, other than the Treasurer or Past President, to conduct an annual audit of the Chapter's finances. This audit should take place at the beginning of the new (incoming) BOD, but can also occur at the end of a program year.
- e. Responsible for the succession plan for the future BOD.

#### SECTION 2 - PRESIDENT ELECT

- a. Preside at meetings and perform the President's duties in his/her absence.
- b. Succeed to the office of the President without further election.

## BYLAWS

### SECTION 3 - DIRECTOR OF PROGRAMS

- a. Responsible for the program for each PDE/event of the chapter. This includes securing location, presenter and food arrangements (where applicable) and facilitating an after-event evaluation.
- b. Notify the Director of Marketing/Communication of the details of each meeting in accordance with CPA-CBAR guidelines, and to meet necessary deadlines for electronic and print publications.
- c. Perform the duties of the President in the absence of the President and President Elect at PDEs.
- d. Prepare and maintain a tentative six month calendar of chapter meeting activities.
- e. Serve as primary BOD advisor concerning programs matters.

### SECTION 4 - DIRECTOR OF EDUCATION

- a. Responsible for identifying and staffing Chapter educational programs
- b. Responsible for communicating APICS certification and educational program updates to the BOD and making recommendations for Chapter direction when necessary. This includes but is not limited to updates to courseware or new educational and certification offerings.
- c. Coordinates the details of the Chapter education programs with the Director of Marketing/Communication for publication in the Chapter Newsletter, and with all other promotional avenues (Social Networking, Chapter website, etc.).
- d. Prepare and maintain a tentative schedule of no less than one year's seminars and/or educational offerings.
- e. Act as a liaison between the Chapter and educational institutions, as required; to include any appointed Academic Directors.
- f. Serve as primary BOD advisor concerning educational matters.

### SECTION 5 - DIRECTOR OF MEMBERSHIP

- a. Conduct all membership activities of the Chapter and represent the Chapter as an official host at Chapter functions.
- b. Promote the attendance of the members to the functions of the Chapter and Association.

## BYLAWS

- c. Review the monthly membership files provided by APICS Headquarters and take action on the following:
  - 1) Develop and execute a follow-up procedure for “Suspended” members (i.e. those whose membership has lapsed).
  - 2) Develop and execute a procedure for initial contact of new members.
- d. Provide oversight of the Chapter’s employment opportunities.
- e. Provide oversight and management of the Company Coordinator program, if established.
- f. Serve as primary BOD advisor concerning membership matters.
- g. Develop and conduct a membership recognition event, to be held at least once per program year.
- h. Develop and monitor an annual membership campaign, including targets for retention as well as new membership goals.

### **SECTION 6 - TREASURER**

- a. Responsible for all of the Chapter's financial activities including timely payment of incurred expenses and timely deposit of received funds.
- b. Prepare and report performance against budgets.
- c. Publish monthly financial reports and an annual financial report.
- d. Assure that necessary Federal income tax and other regulatory forms have been filed. Ensures all forms and documents (such as bylaws) are submitted to the State of Florida as required.
- e. Serve as primary BOD advisor concerning financial matters

### **SECTION 7 - SECRETARY**

- a. Maintain a record of the minutes of all regular and special BOD and Chapter meetings.
- b. Furnish copies of all minutes to the BOD, the Chapter Webmaster and, upon request, to any requesting members.
- c. Maintain files of all critical historical Chapter communications not otherwise maintained in other functional areas.

## BYLAWS

- d. Maintain general oversight of any contract administrative support organization, as appropriate.
- e. Serve as primary BOD advisor concerning administrative matters.
- f. Maintains the Chapter Partnership Agreement (CPA)/C-Bar information and presents the final CPA/C-Bar file to the BOD for approval.
- g. Submits the CPA/C-Bar file to the appropriate APICS District representative for compliance with APICS procedures.

### **SECTION 8 - DIRECTOR OF MARKETING / COMMUNICATIONS**

- a. Develop and maintain a Chapter marketing plan including target markets and strategies.
- b. Coordinate channels for distribution of marketing collateral.
- c. Maintain contact with other BOD positions to determine specific market identification and targeting needs for each functional area.
- d. Responsible for oversight and timely distribution of all chapter marketing communications and promotions. This includes social media, chapter newsletter, website and any other print media.
- e. Serve as primary BOD advisor concerning marketing matters

### **SECTION 9 – DIRECTOR OF STUDENT AFFAIRS**

- a. Responsible for establishing contact with local colleges and universities for outreach to students in Operations, Supply Chain Management or related fields.
- b. Coordinates and works with the Director of Marketing/Communications to promote APICS within the local student community.
- c. Coordinates with the Director of Programs to host chapter activities to engage the student community. This can include, but is not limited to PDEs, discounts for chapter events, class presentations by chapter members, and on-campus events.

### **SECTION 10 - IMMEDIATE PAST PRESIDENT**

- a. Be available to answer any questions with respect to the end of fiscal year audit of the Chapter's bank account and financial records with the incoming President and Treasurer.
- b. Provide mentorship to President elect and other BOD positions, especially those with less experience.
- c. Represent the Chapter at the annual International Conference.

## **BYLAWS**

### **ARTICLE X - AMENDMENTS**

#### **SECTION 1**

These bylaws may be amended and/or new bylaws may be adopted or deleted by a two-thirds vote of the members in good standing present at a PDE/regular meeting or special meeting called for the purpose or as outlined below, provided:

- a. The BOD has approved a formal notice of the proposed amendment by a two-thirds vote. Before the BOD can approve such notice the amendment must have been before the BOD in writing at or prior to the regular BOD meeting preceding the meeting at which approved, and
- b. The formal notice of a proposed amendment must be made to the membership at least five days prior to the date scheduled for the meeting called to consider the proposal. Notice of the proposed amendment sent to each member in good standing, with a ballot for approval or disapproval, may constitute a meeting, and two-thirds consensus of the replies received within thirty days after date notice was made shall constitute a majority.

### **ARTICLE XI - CONDUCT OF BUSINESS**

#### **SECTION 1**

Conduct of business shall be in accordance with Robert's Rules of Order (Revised).

#### **SECTION 2**

A simple majority of a quorum of the BOD of the elected BOD members must approve extraordinary expenditures deemed by the Treasurer to be appropriate to bring before the Board.

#### **CERTIFICATION**

Approval of the original Bylaws was recommended by the BOD on 09 December 1997 and the Bylaws were approved by vote of the Chapter membership on 15 January 1998. The review of these bylaws must be conducted annually, and were last reviewed and approved by the BOD on June 27, 2016.