



By Laws and Articles of Association

APICS Atlanta Chapter

**Revised
26 March 2017**

**By Laws and Articles of Association
APICS Atlanta Chapter**

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ARTICLE I. NAME, AFFILIATION, AUTHORIZATION

- A. The name of this organization shall be APICS Atlanta Chapter (Chapter).
- B. The Chapter shall be affiliated with Society Headquarters, known as APICS (Society).
- C. The Chapter shall be incorporated as a not-for-profit organization with the Secretary of State of Georgia and IRS.
- D. The Chapter is governed by an Executive Board of Directors (Board).
- E. The organization of this Chapter is authorized by Article VI of the By-laws of Society.
- F. The Board will ensure the Chapter maintains appropriate levels of protection for Board members and Officers.
- G. In the event any clause of these By-laws is in conflict with the content of the By-laws of Society, the By-laws of Society shall prevail and take precedence.

ARTICLE II. PURPOSES

The Chapter is organized and shall be operated exclusively for purposes of research and education as set forth in section 501(C) (6) of the Internal Revenue Code of 1954. In furtherance of such purposes, it shall:

- A. Foster and maintain high standards in the professions of supply chain operations management.
- B. Provide a means of mutual exchange of problems and ideas in the professions of supply chain operations management.
- C. Promote education and development programs at the local, district and national levels.
- D. Assist members and interested non-members in keeping abreast of the latest techniques, systems, and trends in the professions of supply chain operations management.
- E. Assist Colleges and Universities in the development and improvement of educational programs in the professions of supply chain operations management.

ARTICLE III. MEMBERSHIP

APICS Atlanta aligns with Society membership guidelines

ARTICLE IV. MEMBERSHIP DUES

APICS Atlanta aligns with Society membership dues guidelines

ARTICLE V. FISCAL YEAR

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

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ARTICLE VI. MEETINGS

- A. Regular meetings of the chapter shall be held at a time and place as determined by the Board. There shall be at least eight general meetings, one each month except December, June, July and August.
- B. Special general membership meetings may be called by the President or by two-thirds of the voting Board members.
- C. Notice of all general meetings shall be provided to general membership.
- D. The Annual Transition meeting will be held at the end or near the end of each fiscal year in accordance with the Society By-Laws.
- E. Alcohol beverages at APICS Atlanta meetings and functions are the responsibility of the individual and not the Chapter.
- F. Other general meetings and events can be held throughout the year with the approval and direction of the Board.
- G. All votes can be done through e-mail as needed in lieu of face to face meetings.

ARTICLE VII. GOVERNMENT

- A. The control and management of the affairs, property and funds of the chapter shall be vested in the Board.
- B. All questions coming before the Chapter, it's duly authorized governing bodies and committees shall be decided by a two-thirds vote of the Board members in attendance at the meeting.
- C. An annual budget shall be developed at the transition meeting by the Board, and shall be approved by the Board within the next 30 days after the Annual Transition meeting with two-thirds vote of the Board members in attendance at the meeting.

ARTICLE VIII. BOARD OF DIRECTORS

- A. All Board members shall be current members of the Chapter
- B. The Board will consist of:
 - 1. The elected Officers of the Chapter if role specific Vice Presidents are elected. If Vice Presidents At-Large are elected, the President and Executive Vice President will appoint an Executive Board (Board), with voting privileges, from the list of elected Vice-Presidents At Large at the Transition Meeting. The size of the Executive Board will be determined by the President and Executive Vice President and be driven by interest. At minimum the Executive Board will be (5) five members including the President and Executive Vice President.
 - 2. The two immediate past Presidents.

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- C. The Board shall supervise all matters pertaining to Chapter activities and shall manage and conduct Chapter affairs in accordance with the By-laws.
- D. The Board shall supervise the financial condition of the Chapter. All budgeted expenditures must be approved by the Chapter officer responsible for that expenditure. In his/her absence, the expense may be approved by another voting officer in the Chapter or an officer from the responsible officers subcommittee. The Budget and expense reporting shall be made available to the membership, as requested.
- E. Board meetings shall be held at least 4 times per year at such time and place as the President directs.
- F. Special meetings of the Board may be called by the President, or by request of at least three members of the Board, who shall state the objective for such a meeting.
- G. Each Board member shall have one vote.
- H. The Board shall have the right to remove a Board member from the Board with a two-thirds majority agreeing to such removal
- I. The terms of office/appointments shall generally be for one year, coinciding with the chapter's fiscal year. The President will be expected to serve a two-year term. Officers shall not be elected for more than two consecutive terms in the same office. A two-thirds vote of the Board members in attendance at the meeting can temporarily override this limit. Officers may hold additional offices after their term in one office is complete.
- J. The Board shall fill a Board vacancy occurring during the year by a two-thirds vote of the Board members in attendance at the meeting.

ARTICLE IX. OFFICERS AND DIRECTORS

- A. All Board members shall be active members of the Society and the Chapter.
- B. The elected Officers of the Chapter shall be:
 - 1) President
 - 2) Executive Vice President
 - 3) Vice President of Administration
 - 4) Vice President of Finance
 - 5) Vice President of Programs
 - 6) Vice President of Membership
 - 7) Vice President of Education
 - 8) Vice President of Marketing

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To provide operational flexibility, the Chapter can elect Vice Presidents At-Large rather than the above specific Vice President roles (3-8). If the Chapter votes in Vice Presidents At-Large, the President and Executive Vice President will appoint an Executive Board, with voting privileges, from the list of elected Vice-Presidents At Large at the Transition Meeting. The size of the Executive Board will be determined by the President and Executive Vice President and be driven by interest. At minimum the Executive Board will be (5) five members including the President and Executive Vice President.

- C. Multiple Board Officer positions cannot be held by the same person as elected. If there are some vacancies, the President may appoint a current Vice President as an Acting Vice President, until a suitable member is identified and appointed. Anyone can seek election to the Executive Vice President and Vice President positions in accordance with the position qualifications.
- D. Each Board member shall have one vote. If a member holds more than one position, they will receive only one Board vote.
- E. The appointed non-voting Functional Directors and reporting structure shall be:
 - 1) Communication and Awards (Executive Vice President)
 - 2) Certification Maintenance (VP Membership)
 - 3) Tours (VP Programs)
 - 4) Company Coordinator Liaison (VP Membership)
 - 5) Seminars (VP Education)
 - 6) Education (VP Education)
 - 7) Academic Liaison (VP Education)
 - 8) Web Page (VP Marketing)
 - 9) Newsletter (VP Marketing)
 - 10) Directors-at-Large
 - 11) Employment and Recruitment Coordinator (VP Membership)

Note: Depending on the Strategic Plan, various Director roles may be vacant.

- F. Nominations for Director positions are presented to the Board at the Annual Transition meeting, by the appropriate Vice President, and approved with a defined term by two-thirds vote of the voting members of the Board in attendance at the meeting.

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ARTICLE X. DUTIES OF THE BOARD OF DIRECTORS

- A. The President shall be the executive head of the Chapter, and is responsible for developing and implementing the overall objectives and direction of the Chapter for the year. He/she shall preside at all its regular and special meetings and at meetings of the Board. He/she shall serve as a member of all committees. He/she shall be responsible for coordinating all the efforts with Society and the appropriate APICS Region/District. He/she shall serve as the co-chairman of the Nominating Committee and assure a nominee for each elected office. He/she may choose to bring in the two immediate past Presidents for such nomination efforts.
- B. The Executive Vice President shall act on the President's behalf when the President is not available. He/she is responsible for the Communication and Awards activities. He/she shall serve as the co-chairman of the Nominating Committee and assure a nominee for each elected office. He/she shall serve as the chairman Chairman of the Audit Committee and submit a final Audit report no later than the first Board meeting after the Annual Transition Meeting. He/she shall serve as a member of all committees.
- C. The Vice President of Administration shall act as recorder and correspondent for the chapter. He/she shall keep an accurate record of the proceedings of all general and Board meetings and carry on general correspondence. Shall attend any Committee meeting, as available, and when directed by the President.
- D. The Vice President of Finance shall be the financial officer of the chapter. He/she shall be responsible for maintaining and enforcing the financial policies of the Chapter. "He/She will provide a financial report at each board meeting. This report will summarize financial status of the chapter and highlight all problem areas." He/she shall recommend to the Board the deposit or investment of surplus funds in keeping with the By-laws and legal requirements for a not-for-profit organization. He/she shall ensure the treasurer or other resource provides the following:
- Shall keep, or cause to be kept, complete records on all moneys received and disbursed by or on behalf of the chapter, and shall secure proper receipts for all moneys disbursed.
 - Shall pay all chapter bills per the approved / adjusted budget.
 - All expenses shall be approved by the respective Officer responsible for the area, prior to payment.
 - He/she shall prepare and file required tax returns and the Georgia corporate reports for the Chapter.
- E. The Vice President of Programs shall be responsible for developing general meeting times, places, and content. He/she shall be the Chairman of the Program Committee with the responsibility to coordinate all arrangements for chapter programs, and contact potential speakers to set up dates and topics. Responsible for managing Tours activities.

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- F. The Vice President of Membership shall be the Chairman of the Membership Committee, shall monitor and promote membership in the Chapter. He/she shall be responsible for monitoring adds, deletes and suspends. He/she shall also maintain the roster of company coordinators. Responsible for managing the Certification Maintenance programs.

- G. The Vice President of Education shall be Chairman of Education committee and coordinate all educational activities and/or manage outsourced partners providing education services. He/she shall plan educational courses and seminars, both public and private, during the year on topics that are of current interests of the Chapter customers. He/she shall maintain a list of current instructors, dossiers and courses they are willing/able to teach, and develop new instructors using CPIM, training, and other requirements. He/she is also responsible for course and instructor scheduling.

- H. The Vice President of Marketing shall be responsible for the primary marketing efforts of the chapter.

- I. Past Presidents, who are serving on the current Board, when called upon as needed, shall act as advisors to the Board.

- J. Duties of the Functional Directors shall be assigned by the responsible Chapter Officers as required

- K. Directors are nominated by Board members and appointed by the President of the Chapter, with approval by two-thirds of the Board in attendance at the Annual Transition meeting, and will report to either a Vice President or the President depending on the roles and responsibilities.

- L. Each Vice President is expected to have in place a Director who can assume the role of Vice President on either a temporary or permanent role. This will also help facilitate a leadership succession plan for each position. It is the responsibility of each Vice President to have in place and execute a leadership succession plan for the role.

- M. Instructors play a key role in communicating the mission and values of the Chapter. Instructors will report to the VP Education and/or outsourced education service provider and are expected to follow the guidelines provided in the Education Policies and Procedures document.

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ARTICLE XI. ELECTION OF OFFICERS

- A. The “elected” Board members receiving a majority of the votes shall take office immediately upon the conclusion of the Annual Transition Meeting.
- B. Election shall be by ballot offered to the membership. Member number will verify the vote’s cast. Election shall be by a majority of votes cast. Any elected position that is unfilled may be nominated and filled by the Board by two-thirds of the Board members in attendance at the meeting.
- C. It should be the aim of the Chapter for not more than two members of any firm to be elected to the Board.
- D. Any voting member of the Chapter, meeting the requirements of the office sought, may be nominated for an office.
- E. Additional nominations will be accepted from general membership for all officers at least two months prior to fiscal year end. All nominations will be closed 2 business weeks prior to the election date. Nominations will **not** be allowed from the floor at the meeting on the night of the election.
- F. The new Officers shall be elected at the general membership meeting at least one month prior to fiscal year end, by the majority of the authorized voting members. Before election each year, the Board can decide to allow absentee ballots as per the guidelines set forth in the policy guidelines. Absentee ballot decision should be made by at least three months prior to fiscal year end to allow for effective communication to membership.
- G. The new Officers will be installed at the Annual Transition meeting for term of office coinciding with the new fiscal year.
- H. Any elections, whether annual for Officers, or otherwise, will be managed by the Nominating Committee.
- I. All nominees should be current members of APICS National and Atlanta chapter.
- J. Pre requisites to contest for a VP position: The nominee should have served in the capacity of a Director on an APICS Board for a minimum of 1 year. This pre-requisite can be waved by the President if a suitable candidate cannot be found with the requirement.
- K. Pre-requisite to contest for a President/Executive VP position: The nominee should have served in the capacity of a VP on the APICS-Atlanta Chapter for a minimum of 1-year. This pre-requisite can be waved by the President if a suitable candidate cannot be found with the requirement.
- L. The Board/Nominating Committee should not indicate any preferences during the election.

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ARTICLE XII. COMMITTEES

- A. Committees shall be established as needed by the Board.
- B. The Chairman of each committee shall be a member of the Board.
- C. The Chairman of each committee shall select the members of that committee.
- D. A Nominating Committee will be lead by the Executive Vice President and consist of the President and two immediate Past Presidents, at a minimum. Each year, the Nominating Committee will propose a list of Officers for election to the Membership. The list of Offices should be proposed at least four months prior to fiscal year end to allow for effective communication to membership. If the proposed list of officers changes for any reason prior to the elections, the Nominating Committee has the right to make adjustments as needed to ensure the proper functioning of the Chapter.

ARTICLE XIII . DELEGATE FROM THE CHAPTER

- A. The President shall be the official delegate of the Chapter for any APICS business at a District or National level. If the President cannot attend, he/she shall appoint as the Chapter's official Delegate, a member of the Board, or a member of the Chapter who plans to attend.
- B. The Delegate shall serve in accordance with the By-Laws of Society and shall act as liaison between the Chapter, the District, and Society.

ARTICLE XIV. AMENDMENT TO BY-LAWS

- A. These By-Laws may be repealed, replaced or amended upon review and approval by a two-thirds vote of the Board.
- B. Proposed amendments to these By-Laws shall be distributed to all members of the Board at least 15 business days prior to vote.
- C. Further Detailed information of the By-Laws and amendments shall be developed and maintained as Policy Guidelines by the Secretary for explanation and interpretation of the by-laws. Such policies shall be approved by two-thirds of Board members in attendance at the meeting.

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Version Control

V	Who	Date	Comments
0	Tom Cox	06 19 04	Create draft
1	Kris K	07 23 04	General Edits
2	Chris Barnes	07 24 04	Add: <ul style="list-style-type: none"> • General edits, • General format changes, • Version control table
3	Kris Kathiresan	08 04 04	Incorporation of inputs
4	Chris Barnes	08 07 04	<ul style="list-style-type: none"> • Format Header/Footer • Insert TOC • General edits • Detail to election process
5	Kris Kathiresan	09 05 04	<ul style="list-style-type: none"> • Updates from team meeting on 08-31-04 Chris Barnes, Tom Cox, Kris Kathiresan, and Dave VanValkenburgh
5.1	Chris Barnes	09 16 04	<ul style="list-style-type: none"> • Updated Paragraph XI – F to discuss Absentee Ballot voting
5.2	Chris Barnes	09 22 04	<ul style="list-style-type: none"> • Updated • Grammar, structure, etc. • VII G. Gave one vote to all Board members • IX D. Board members will have one vote maximum regardless of number of positions held. • X M. Added reference to instructors. • XI E. nominations will NOT be allowed the night of the vote.
5.3	Chris Barnes		<ul style="list-style-type: none"> • General edits and references to Annual Meeting • III. Changed “Company” member reference to “Group” member. • III D. 2. Changed timing reference from two to one month. • IV. C. Added examples for sufficient reason for extension of dues. • XI. D. Removed to need to “petition board for nomination”.
6.0	Chris Barnes		<ul style="list-style-type: none"> • III. Changed “Group” member reference to “Corporate” member. • IV. C. Changed membership dues waiver from Board vote to “APICS policies and procedures”. • VIII.F. "...request of at least three voting members of the board..." • X.J. "Duties of Functional Directors shall be assigned by "the responsible" Chapter Officers • XI. F. Added mid March decision guideline for

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			<p>Absentee ballot use.</p> <ul style="list-style-type: none"> • XII. D. Added mid March decision guideline for proposed list of Officers.
6.1	Gary Bedford		<ul style="list-style-type: none"> • General edits to name and spelling
6.2	Gary Bedford	06 30 09	<ul style="list-style-type: none"> • III. Overhaul of types of Membership • IX. E. Changed to Directors-at-Large • X. F. Removed collecting applications and money
7.0	Scott W. Luton	06 28 14	<ul style="list-style-type: none"> • Updated logo on cover page • Updated approval roster • Article I, D – added “Executive” to specify the Executive Board that actually manages the Chapter • Article IX, B – changed “Secretary” to “VP/Administration” to reflect the new verbiage • Article X, C – changed “Secretary” to “VP/Adminstration”
7.1	Chris Barnes	06 18 16	<ul style="list-style-type: none"> • Approved suggested changes from June 2014 • Removed approval roster • Change ‘operations management’ to ‘supply chain operations management’ • Article III. Change statement to align with Society • Article IV. Change statement to align with Society • Article VIII, B.3. Removed Functional Directors from Board list • Article VIII, J – updates and deleted previous I bullet • Article IX, E. Added ‘non-voting’ to Functional Directors • Article X, D. Reorganized verbiage • Article X, G. Tweaked first sentence • XI, E. Changed nomination timing to generic lead time • XI, F. Changed nomination timing to generic lead time • XII, D. Changed nomination timing to generic lead time
7.2	Chris Barnes	03 10 17	<p>Voted and approved on 17-0326</p> <ul style="list-style-type: none"> • IX B - Revised Board Member roles • VI G – Added • VIII B – Added VP At Large verbiage to Board structure • XI E – Changed “from floor” to “general membership” • XI J & K – Added Presidential Exemption clause • XII D – Added ability to make changes as needed to minimize disruption to Chapter operations