

CONSTITUTION OF THE
APICS – THE EDUCATIONAL SOCIETY FOR RESOURCE MANAGEMENT
ROCK VALLEY CHAPTER

ARTICLE I. NAMES, AFFILIATIONS, AND DEFINITIONS

- A. The name of the organization shall be *APICS – The Educational Society for Resource Management*, Rock Valley Chapter, hereinafter referred to as “Chapter.”
- B. The Chapter shall be affiliated with *APICS – The Educational Society for Resource Management*, hereinafter referred to as “Society.”
- C. This Chapter is organized as a not for profit organization and no part of the net earnings shall be distributed to the benefit of any individual member.
- D. The term “Board” shall mean the Chapter board of directors.

ARTICLE II. PURPOSES

The Chapter is organized and shall be operated for the following purposes:

- A. To develop professional competency in resource management through study, research, and application of educational methods.
- B. To promote a professional attitude among APICS members towards an understanding and acceptance of the science of resource management.
- C. To disseminate general and technical information on improved techniques and developments through the promotion of educational programs.
- D. To promote an awareness and recognition among industry leaders of the value of APICS contributions to the field of resource management.

ARTICLE III. MEMBERSHIP

- A. Qualification and eligibility for Chapter membership shall follow the policies established by Society and shall be open to any Society member in good standing upon application and collection of Chapter dues.
- B. Classes of membership shall match those of Society.

ARTICLE IV. FINANCE

A. Contracts

No Chapter officer or director may enter into a contract, release, agreement or letter of intent in the name of, or on behalf of, the Chapter without approval of the Board.

B. Chapter funds may be disbursed according to either of the following conditions:

1. Authorized expenses within the board approved budget may be paid in accordance with Chapter polices and procedures.
2. Emergency, excess budgetary or non-budgeted items require the approval of 2 officers of the Board.

ARTICLE V. BOARD OF DIRECTORS

A. Functions

1. The control and management of the affairs, property, and funds of the Chapter shall be vested in the Board of Directors.
2. The Board shall be responsible for the establishment of policy for the Chapter, and the management of the Chapter's affairs and activities.

B. Composition

1. The Board shall consist of the elected officers and directors of the Chapter as defined in Articles VII and VIII.

C. Terms of Office.

1. Officers and directors shall be elected annually to one-year terms of office, to coincide with the Chapter fiscal year immediately following their election.
2. The President may serve no more than two consecutive terms.

D. Vacancies.

1. In the event of a vacancy in the office of the president, the Vice-President of Education shall assume the office of the president. In the event of the VP of Education being unable to fulfill the term of President, it shall be filled by a majority vote of the Board.
2. Vacancies in other offices shall be filled by presidential appointment, with the approval of the Board.
3. Appointments to fulfill a partial term of office shall not count as a full term of office.

- E. Board members shall receive no salary or financial compensation for their services.
- F. Meetings of the Board.
 - 1. Regular board meetings shall be held not less than six times a year, at a time and place designated by the President. The first meeting of a new Board will be held within four weeks of its installation.
 - 2. Special board meetings may be called at the request of the president, or request of not less than three other officers or directors, for the purpose of addressing a specific issue. At a special meeting, the Board may act only upon the specific issue for which the meeting was convened.
 - 3. A quorum for regular and special Board meetings shall be a majority of the Board, including at least one officer. Directors who are not in attendance at a Board meeting cannot vote by proxy, but are permitted to submit a written opinion on any subject under discussion.
 - 4. Each member of the Board shall have one vote. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the entire Board, except where otherwise provided by law.

ARTICLE VI. CHAPTER OFFICERS

The Board shall contain six annually elected officers from the general membership, as follows:

- A. **President** -- The President shall be the Chief Executive Officer of the Chapter and shall in general manage and control all of the business and affairs of the Chapter. The President shall preside at all regular and special meetings of the membership and Board of Directors.
- B. **Treasurer** -- The treasurer shall be the financial officer of the Chapter. The treasurer is bonded for the faithful discharge of that person's duties in the sum surety or sureties as the Board of Directors shall provide.
- C. **Secretary** -- The secretary shall keep the minutes of all annual and special meetings of the membership and board of directors; see that all notices are duly given in accordance with the provisions of these bylaws; be custodian of the Chapter's records, bylaws, and SOPs.
- D. **Vice President of Membership** -- The Vice President of Membership shall administer membership recruitment and retention; shall report on membership status at each Board meeting and shall maintain the chapter membership database.
- E. **Vice President of Professional Development** -- The Vice President of Professional Development shall supervise the affairs of the chapter pertaining to publicity, publications, programs, accommodations and communications.

- F. **Vice President of Education** – The education vice president shall supervise the affairs of the Chapter pertaining to certification, seminars, programs, instructor services, educational programs the Chapter establishes in cooperation with educational institutions, consultants,

ARTICLE VIII. CHAPTER DIRECTORS

The Board shall contain a minimum of two elected directors as follows. Elected directors shall be appointed by the retiring Board to assume responsibilities in the following areas, or activities.

- A. **Accommodations and Attendance** -- shall be responsible for promoting attendance at all meetings, evaluation records, and making arrangements for all necessary facilities, and notifying the communications and publicity directors of said arrangements.
- B. **Auditing and Bylaws** -- shall be responsible for insuring the Chapter's financial books are audited no less than twice yearly; shall maintain the bylaws and present recommended changes to the membership and the Board for approval.
- C. **Awards and Chapter Development** -- shall determine what is necessary for the awards book and shall coordinate and compile the Board input; shall present to the Board suggestions for improvement in Chapter management; shall assist in any way necessary in starting another chapter.
- D. **Certification** -- shall administer the certification classes sponsored by the chapter; shall coordinate the assignment of instructors for the classes; shall maintain the Chapter's certification materials.
- E. **Communications** -- shall be responsible for disseminating Chapter information to members and other interested parties, primarily by publishing and distributing the Chapter newsletter.
- F. **Education and Research** -- shall update the Board of Directors and the members on the educational offerings of the Chapter and the Society; shall provide guidance to the student chapter, if applicable; shall be responsible for the administration of the qualified instructor program, and shall report to the Board regarding certification program participation.
- G. **Programs** -- shall be responsible for planning programs for all regular meetings, making the necessary program arrangements, and providing program information to the publicity and communications directors.
- I. **Publicity** -- shall be responsible for all the publicity of the Chapter.
- J. **Seminar** -- shall be responsible for setting up, promoting and running all Chapter seminars; and shall report seminar status and results to the Board.

These areas of activity, and responsibility may, from time to time, be modified to reflect the current needs for chapter management as decided by the Board of Directors.

ARTICLE IX. ELECTION OF OFFICERS

A. Elections

1. Elections for all offices shall take place at the general membership meeting in May; all Chapter members in good standing who are in attendance may vote. Elections will be held per SOPs.
2. Elections for all offices shall be by a plurality of those votes cast.

ARTICLE XI. MEMBERSHIP MEETINGS

- A. An annual meeting of the members shall convene in May for the purpose of electing Chapter Officers, and Directors for the following fiscal year, and for the transaction of such other business as may come before the meeting.
- B. Regular meetings will be held at locations and times designated by the President or Board approved designee for general education and/or entertainment purposes per SOPs.
- C. Special meetings may be called by the president, a majority of the Board or members of the Chapter, for the purpose of addressing a specific issue.

ARTICLE XII. PARLIAMENTARY AUTHORITY

Unless otherwise specified by the chairperson, Robert's Rules of Order, revised, shall determine the Conduct of business in all Chapter meetings, except where these rules would be inconsistent with the Society bylaws or Chapter bylaws.

ARTICLE XIV. DISTRIBUTION OF FUNDS AND DISSOLUTION

- A. This chapter shall use its funds only to accomplish the objectives and purposes specified by these bylaws, and no part of said funds shall be distributed to the members of the Chapter. This will not, however, prevent the payment of reasonable compensation for services rendered to or for the Chapter if effecting any of its purposes (i.e. instructing) or the reimbursement of expenses, in accordance with Chapter policy as determined by the Board.
- B. On dissolution of the Chapter, any funds remaining shall be donated to the APICS Educational and Research Foundation