

ARTICLES OF ASSOCIATION AND BYLAWS

MID-HUDSON CHAPTER
#120

APICS

The Association for Operations Management, Inc.

Adopted: 1-10-68
Revised: 4-1-80
11-24-81
2-15-88
6-11-03
6-14-07

APICS Mid-Hudson Chapter Mission Statement

"The mission of the APICS Mid-Hudson Chapter is to be a recognized leader in providing programs for the development and enhancement of the operations management capabilities of individuals and companies of the Mid-Hudson business Community."

I. NAME AND AFFILIATION

1. This Society shall be known as the Mid-Hudson Chapter #120, APICS - The Association for Operations Management, Inc.
2. This Chapter shall be affiliated with the National Organization known as APICS - The Association for Operations Management, Inc.

II. PURPOSE

1. To develop, through research, discussion, education, and exchange of information, a better understanding of the nature of operations management, which focuses on carefully managing the processes to produce and distribute products and services.
2. To unite, through membership in the Chapter, persons interested in operations management.
3. To increase the knowledge of and use of operations management tools and techniques for business improvement.
4. To foster acquaintance and fellowship among members and provide opportunities for development of their individual abilities.
5. To carry out all purposes set forth in bylaws of the National Organization.
6. To operate exclusively for research, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

III. MEMBERSHIP

1. The members of the Chapter shall be any persons engaged or interested in operations management, any persons promoting activities or education relating to operations management, and any companies desiring to further the aims and purposes of the Chapter.
 2. The classes of Chapter membership are:
 - A. Chapter Member
The class of Chapter Member shall be assigned to all persons who do not qualify for the class of Student Member or Honorary Member. These members have full voting rights, may hold Chapter office, are entitled to all communications issued by the Chapter, and have all rights granted by the National Organization.
 - B. Affiliate Corporate Member
The class of Affiliate Corporate Member shall be assigned to such companies who qualify in accordance with the bylaws of the National Organization, and shall have such rights and limitations designated therein.
 - C. Student Member
The class of Student Member shall be assigned to such persons who are engaged in the full time academic study of operations management or related subjects. Student Members shall have no voting rights and may not hold Chapter office.
 - D. Honorary Member
The class of Honorary Member shall be assigned to such persons as may be deemed appropriate by the Executive Committee and bylaws of the National Organization. Honorary members shall pay no dues and have no voting rights within the Chapter.
-

IV. MEMBERSHIP ELECTION

1. Application for membership in the Chapter shall be made by filling out the "Application for Membership" form and submitting it to the National Organization, along with any dues required.

V. TRANSFER OF AFFILIATION BETWEEN CHAPTERS

1. Transfer of affiliation from one chapter to another shall be made by the transferred member with the approval of the chapter to which the member is to be transferred.
2. The member transferring will notify the National Office of the transfer.
3. Affiliation with the original chapter shall continue until the transfer is effected.

VI. TERMINATION OF MEMBERSHIP IN CHAPTER

1. A member may resign from the Chapter at any time by signifying their intention in writing to the Treasurer.
2. Any member whose dues are delinquent for a period of time specified in the bylaws of the National Organization will be dropped unless extenuating circumstances exist and the National Office is so advised by the Chapter.
3. The "Application for Reinstatement" of any member whose name has been stricken from the membership roll of the Chapter shall be considered in the same manner as the application of a new member.
4. The Executive Committee may suspend, for a definite or indefinite period, or expel any member for illegal, unethical, or inappropriate behavior related to the Chapter, the APICS National Organization, or their members. This shall not be done until the member has been given ample opportunity to explain the offending action. A suspended member shall have inactive status until reinstatement by the Executive Committee. The name of an expelled member shall be stricken from the Chapter membership roll and they shall not be considered eligible for re-election to membership to the Chapter.

VII. DUES

1. Dues in the Chapter shall be:
 - A. Chapter and Affiliate Members shall pay dues in the amounts specified by the Executive Committee of the Chapter.
 - B. Student Members shall pay dues in the amount specified by the National Organization.
2. The dues payable to the National Organization shall be in the amount specified by the National Organization.
3. All dues will be due and payable when billed by the National Organization.

VIII. GOVERNMENT

1. The control and management of the affairs, property, and funds of the Chapter shall be vested in the Executive Committee.
2. All questions coming before the Chapter and its duly authorized governing bodies and committees shall be decided by a majority of the votes cast unless otherwise specifically provided in these bylaws.
3. A quorum of the membership shall consist of ten percent (10%) of the total membership eligible to vote.
4. The Executive Committee may authorize a ballot by mail or electronically at its discretion.
5. All authority and responsibility for the management of the affairs of the Chapter not specifically reserved by the Executive Committee is delegated to the Executive Committee. All authority and responsibility not specifically delegated to an office is delegated to the President, who may further delegate.

IX. EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of eleven members made up of the eight elected officers, the two elected directors, and the Past President. Directors serve for two years. Consequently, one Director will be elected each year so there will be an overlap. Officers and Directors will be elected by a majority vote of a quorum of the membership.
2. Executive Committee members will be elected at the May meeting of the Chapter. The new members of the Executive Committee will be installed at the June meeting of the membership.
3. A quorum of the Executive Committee shall consist of a majority of the currently filled positions of the Executive Committee.
4. If a member of the Executive Committee shall resign, or be unable to perform their duties as determined by at least two-thirds of the Executive Committee, the President may appoint a successor to serve the un-expired term.
5. The Executive Committee shall meet as necessary at such place and time as the President may direct.
6. The President may invite anyone to attend Executive Committee meetings in a non-voting capacity.
7. Terms of office shall begin July 1 of the year of the elections.
8. The President may, at his or her discretion, fill any Executive Committee vacancy by appointment. This appointment must be approved by a majority of the Executive Committee.

X. OFFICERS

1. The Officers of the Chapter and their terms of office shall be:

President	1 year
Senior Vice President, Membership	1 year
Senior Vice President, Education	1 year
Vice President, Programs	1 year
Vice President, Certification	1 year
Vice president, Special Activities	1 year
Treasurer	1 year
Secretary	1 year

XI. NOMINATIONS FOR EXECUTIVE COMMITTEE

1. The president will appoint a Nominating Committee of not less than three persons subject to the approval of the Executive Committee. The President will appoint one of these persons Chairperson of the Nominating Committee. Only one member of this Nominating Committee should be a member of the Executive Committee.
2. Chapter members in good standing, who wish to be considered candidates, may apply in writing to the Nominating Committee. This application must be received prior to the April meeting and should include a biographical sketch, education, work experience and chapter involvement. The Nominating Committee will consider the applicant as part of the nominating process.
3. Additional nominations from the membership at large must be received by the Nominating Committee prior to the April meeting in order to be considered, and must be recommended by at least two members.
4. The Nominating Committee may nominate one or more candidates for each elective position.
5. Nominations from the Nominating Committee will be signed by the Chairperson of the Committee.
6. All nominations will be presented to the membership at the April meeting.

XII. DUTIES OF OFFICERS

1. The President shall be the executive head of the Chapter, and shall preside at all meetings of the Chapter and Executive Committee.
2. The Senior Vice President, Education shall perform the duties of the President in the President's absence, or inability to act, and will assume such responsibility and authority as the President shall direct. This office will also coordinate the functions of the Vice Presidents, Programs, Certification, and Special Activities.
3. The Vice President, Programs shall be responsible for the monthly meetings.
4. The Vice President, Certification shall be responsible for the professional development of the membership and education programs leading to Certification and Certification maintenance.

5. The Vice President, Special Activities shall be responsible for seminars, workshops, classes, and other educational activities not specified elsewhere.
6. The Treasurer shall be the Financial Officer of the Chapter. The Treasurer shall keep, or cause to be kept, complete financial records according to good accounting practice. The Treasurer shall report to the Executive Committee the financial condition of the Chapter when requested. The Treasurer shall be responsible for recording all payments received by the Chapter and all payments made by the Chapter. All instruments for the payment of money by the Chapter shall be drawn in the name of the Chapter.
7. The Secretary shall act as recording and corresponding secretary of the Chapter. The Secretary shall keep, or cause to be kept, full and complete records of the Chapter and the Executive Committee, and shall act as Secretary at all meetings of the Chapter and the Executive Committee.
8. The Senior Vice President, Membership shall be responsible for the recruitment of new members, the retention of current members, and maintenance of the membership roster and such information about current members deemed necessary to the normal operations of the Chapter.

XIII. COMMITTEES

1. Any member of the Executive Committee may establish a committee and appoint committee members, as they deem necessary, to conduct the business and programs of the Chapter, with the approval and oversight of the Executive Committee.
2. The approval of any committee shall include an approval for any funding required to carry out the activities of the committee.
3. The chairperson of each committee shall hold office during the term of the President.

XIV. DUTIES OF DIRECTORS AND PAST PRESIDENT

1. The duties of Directors and Past President will be to assist the President in all areas of Chapter operations and special projects as approved by the President.

XV. MEETING OF MEMBERS - PROCEDURE

1. The meeting schedule for the coming Chapter year will be announced prior to the September Chapter meeting.
2. Announcements of all meetings of the Chapter shall be published electronically or in printed form, and shall be distributed to each member prior to each meeting.
3. 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.

XVI. AMENDMENT TO BY-LAWS

1. These bylaws may be repealed, altered, or amended, or new bylaws adopted by majority vote of at least a quorum of the members.
2. All proposed changes to these bylaws will be delivered in electronic or printed form to the membership at least fourteen days before the vote is scheduled.
3. Voting will be by either electronic or written ballot.

XVII. DISSOLUTION OF THE CHAPTER

1. Before dissolution may occur, dissolution and a "plan of distribution" must first be recommended by resolution of the Executive Committee, and the terms of the recommendation then submitted to the membership in electronic or printed form for their approval.
2. Dissolution requires approval by two-thirds of the votes cast by the members (blank votes and abstentions not being counted as votes cast), provided that the votes cast in favor of dissolution will be at least equal to a quorum of the members.
3. Upon dissolution or liquidation of this organization for any reason, no funds or other assets then remaining in its possession or under its control shall be distributed to any member, but instead will be contributed to a non-profit tax-exempt organization engaged in substantially similar research and educational activities, according to an authorized "plan of distribution", and subject to the requirements of state law.

Change History

Date	Article	Description of change
6/11/2003	Article IV	Applications are now submitted to National; removed obsolete procedures
6/11/2003	Article VI	Further defined termination for cause.
6/11/2003	Articles VI, VIII, IX, XII	Re-worded to remove gender references
6/11/2003	Article VIII	Changed quorum from 25% to 10% of membership; allow for electronic ballot
6/11/2003	Article IX	Removed requirement for minimum number of Executive Committee meetings; removed redundant statement requiring Robert's Rules; quorum is now majority of FILLED positions
6/11/2003	Article XI	Two members now required, instead of recommended, to nominate outside the nominating committee
6/11/2003	Article XV	Reworked requirements for meeting announcements to reflect reality while retaining advanced notice; also recognized electronic media
6/11/2003	Article XVI	Allow for electronic media and electronic ballots
3/6/2006	Article I	APICS name updated to reflect national rebranding
3/6/2006	Article II	Operations management focus added to purpose.
6/21/2006	Article IX	President may appoint to fill Executive Committee vacancy, Executive Committee must approve.
6/21/2006	Article XI	Chapter members in good standing, who wish to be candidates for the Executive Committee, may apply in writing to the Nominating Committee.
6/21/2006	Article XI	The Nominating Committee may nominate one or more candidates for each elective position.
6/21/2006	Article XIII	Any member of the Executive Committee may establish a committee and appoint members, Executive Committee must approve. Approval of a committee shall include required funding.

END OF DOCUMENT