

APICS Rochester New York – Constitution

Updated ~~May 2003~~

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ARTICLE I – IDENTIFICATION

- A. NAME – The name of this corporation shall be the Rochester, New York Chapter of The American Production & Inventory Control Society, Inc. (hereafter abbreviated R.N.Y., APICS).
- B. AFFILIATION – R.N.Y., APICS is a fully qualified non-profit affiliated chapter of The American Production & Inventory Control Society, Inc., (APICS).

ARTICLE II – PURPOSE

The purpose of this organization shall be to advance the theory and practices of Production & Inventory Control, as well as other related areas throughout the supply chain. To this end, its purpose shall be:

- A. To stimulate and promote interest in the advancement and diffusion of knowledge on the subjects of production and inventory control and related topics throughout the supply chain.
- B. To promote unity, effectiveness of efforts and ethical professional conduct.
- C. To arrange and promote carefully considered programs for the presentation of topics of interest to both the membership and community at large.
- D. To establish an awareness and recognition of APICS among business leaders.

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ARTICLE III – MEMBERSHIP

Only members who have paid their dues in full shall be considered members in good standing.

The following annual memberships in R.N.Y. APICS shall be considered synonymous with membership in the American Production & Inventory Control Society, Inc., and shall consist of the following membership classes:

- A. Individual Member – An individual who upon acceptance by APICS and payment of membership dues, may enjoy all benefits entitled to members.
- B. Student Member – A member attending full time at an accredited college or university.
- C. Honorary Member – An individual who has been determined by the current Board of Directors, to have made exceptional contributions to APICS. The Honorary Member shall enjoy full membership rights in the R.N.Y. APICS Chapter and national membership dues are paid by the chapter.
- D. Corporate Member – A company may hold a corporate membership and designate five individuals as its representatives, who shall enjoy full membership privileges. Upon written notice to APICS, the company may change any or all of their representatives.

The following annual membership in R.N.Y. APICS shall not be considered synonymous with membership in the American Production & Inventory Control Society, Inc., and shall consist of the following membership class:

- E. Affiliate Member – Chapter-only members receive member rates on chapter-sponsored activities. Chapter-only members pay non-member prices for any nationally sponsored activities. The chapter-only membership will be for one year and renewable at the discretion of the Board of Directors

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ARTICLE IV – FINANCES

- A. Membership fees will accompany membership application or renewal.
- B. Amount of dues shall be determined and disseminated by the Board of Directors.
- C. All funds received from dues or other sources shall be received by the Treasurer and deposited in the name of the Rochester N.Y. Chapter.

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ARTICLE V – OFFICERS

- A. Officers shall consist of a President, Executive Vice President, Administrative Vice President and Treasurer.
- B. The term of each office will be set by the Board of Directors and incorporated into the Chapter By-Laws.
- C. There shall be no limit on the number of terms an officer may hold an office, except for the President who shall not succeed himself or herself more than once.
- D. Only members in good standing shall be permitted to serve as officers.
- E. FUNCTIONS AND PREROGATIVES:
 - a. The President shall act as the chief executive officer of the Chapter and preside at all R.N.Y. APICS meetings. The President shall have the authority to establish committees and appoint committee chairs to conduct the business of the Chapter and shall be a member, ex officio of all committees. The President or his/her designee has the authority to disperse chapter funds.
 - b. The Executive Vice President shall perform all the functions of the President in the Presidents' absence, or inability to act in his/her role, in addition to ad hoc duties assigned by the President. The Executive Vice President shall also serve as Chairperson of any committee at the request of the President.

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- c. The ~~Administrative Vice President~~ shall prepare and publish minutes of all Board and ~~business meetings as requested by the President.~~ In addition, ~~the Administrative Vice President will~~ maintain the official Chapter Constitution, Amendments and By-Laws.
- d. The Treasurer shall collect and disburse funds, maintain complete records of R.N.Y. APICS financial activities (per IRS regulations), prepare a monthly financial report for submission and approval by the Board of Directors and prepare, with the input of officers and directors, the Annual Budget, to be approved by the Board ~~by March 1 of each year.~~

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ARTICLE VI – DIRECTORS

- A. Directors of the Chapter shall normally include:
 - a. Education Director
 - b. Marketing Director
 - c. Membership Director
 - d. Program Director
 - e. Seminar Director
 - f. ~~Corporate Recruitment Director~~
 - g. Academic Liaison

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Director positions shall be adjusted as considered necessary to conduct the affairs of the Chapter, ~~and approved by the Board of Directors.~~

- B. There shall be no limit to the number of terms a director may serve.

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ARTICLE VII – REGIONAL & SOCIETY REPRESENTATION

The President shall ensure that the Rochester, New York Chapter is represented at all Regional activities and at the International Conference.

ARTICLE VIII – BOARD OF DIRECTORS

- A. The Board of Directors shall consist of ~~Officers (Article V), and Directors (Article VI).~~
 - a. The current Chapter President shall ~~serve~~ as Chairperson of the Board of Directors.
 - b. There will be a limit of no more than one third of the Elected Board of Directors from any one company.
 - c. The Board shall be responsible for formulating policies and practices for R.N.Y. APICS, consistent with APICS Society.
 - d. Only members in good standing shall be permitted to serve on the Board of Directors.
- B. No official Board business shall be transacted unless a quorum of Board members is present. A simple majority of the Board shall constitute a quorum.
- C. Meetings of the Board shall be held as called by the President, or upon request of two or more Board members. Meetings shall be held ~~regularly throughout the year.~~
- D. All withdrawals of Chapter funds shall be consistent with the financial controls as approved by the Board of Directors.
- E. Vacancies occurring on the Board during the course of the year shall be filled through a nomination by the President. The nominee shall be seated with a simple majority approval of the ~~current~~ Board of Directors. In this event, the individual(s) selected shall serve until the next general election.
- ~~F. Impeachment: If a board member fails to fulfill the duties of their office as required by the Operating Procedures, a vote of 2/3 majority of the Board of Directors will remove him or her from office.~~
- ~~G. The Board shall act for the chapter membership in all matters, except as otherwise specified in the Constitution and By-Laws.~~
- ~~H. No member of the Board of Directors shall receive compensation for participation on the Board of Directors.~~

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- ~~Deleted:~~ The immediate Past President, (or in the even of his unavailability, his predecessor) shall serve as an ex officio member. Any Chapter member holding Regional or Society office will be an ex officio member of the Board of Directors.
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ARTICLE IX – COMMITTEES

- A. There shall be an annual audit of the Chapter books.
- B. At the discretion of the President, advisory and other ad-hoc committees will be established and later dissolved, to conduct work for the Board.
- C. The President shall appoint a nominating committee each year, consisting of at least two non-board members, one current board member, in addition to a Past President.

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ARTICLE X – ELECTIONS

- A. The nominating committee shall submit their slate of candidates for the ~~Officers and Directors to the Board of Directors.~~
- B. Further nominations for the above offices must be received by the President in writing, with the candidates qualifications, no later than ~~30 days prior to the election.~~ No nominations from the floor will be accepted.
- C. Elections will take place ~~at least 30 days prior to the Board of Directors Transition Meeting.~~
- D. The nominee(s) for the office of President must be drawn from the current Board of Directors.

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- E. ~~Only~~ members in good standing may vote in any election.
- F. For election purposes, a quorum shall consist of the total regular membership of those casting ballots by mail and in person.

ARTICLE XI – AMENDMENTS

~~The constitution shall be reviewed annually by the Board of Directors.~~

- A. Articles of the Constitution may be adopted or amended at a regular meeting of R.N.Y. APICS, by two thirds plurality of the regular membership who vote, whether in person or by proxy.
- B. Amendments must be submitted at a meeting of the R.N.Y. APICS chapter at least one regular meeting prior to the meeting at which the vote is proposed. The ~~Administrative Vice President~~ shall ~~notify~~ members of the proposed amendments at least three weeks prior to the voting meeting. Members may return their proxies to the ~~Administrative Vice President~~ in advance, in the event of anticipated absence.

ARTICLE XII – BY-LAWS

- A. By-Laws shall be adopted or amended ~~by the Board of Directors~~, as necessary for the efficient conduct of the affairs of R.N.Y. APICS and must be consistent with the Constitution.
- B. By-Laws may be adopted or amended at a Board of Directors meeting by a two thirds vote of the Voting Board Membership, or by a two thirds vote of all voting members present at a R.N.Y. APICS ~~membership~~ meeting.

ARTICLE XIII – RULES OF ORDER

In the absence of other regulations regarding the conduct of business, Robert’s Rules of Order shall prevail.

ARTICLE XIV – MEMBERSHIP MEETINGS

It shall be traditional for regular meetings of the R.N.Y. APICS membership to be held monthly, except during the months of July ~~and~~ August.

ARTICLE XV – FISCAL YEAR

The fiscal Year of R.N.Y. APICS shall be established by the Board of Directors ~~as defined in the By-Laws~~.

ARTICLE XVI – BOARD OF DIRECTOR LIABILITY

To the extent permitted by law, each board member and subsequent heirs, executors and administrations shall be indemnified by R.N.Y. APICS against such expenses, including attorneys’ fees reasonably incurred in connection with any claims, action, suit or proceeding to which such board member may be made a party by reason of being or having served on the board, including any judgment rendered against him or her and any amount paid by him or her in reasonable settlement claim, action, suit or proceeding.

ARTICLE XVII – CODE OF ETHICS

The ~~R.N.Y. Chapter of APICS will follow the~~ Code of Ethics of ~~Society~~.

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<#>To hold in professional confidence any information gained of the business of a fellow member’s company and to refrain from using such information in an unethical manner.¶
<#>To seek success without taking unfair advantage or utilizing questionable acts that would compromise an individual’s self respect.¶
<#>To neither engage in nor sanction any exploitation of membership, company or profession.¶
<#>To encourage and cooperate in the interchange of knowledge and techniques for the mutual benefit of the profession.¶
<#>To be careful with criticism and liberal with praise. To build and not to destroy.¶
<#>Whenever a doubt arises as to the right or ethics of a position or action, to resolve such doubt against oneself according to generally accepted standards of truth, fair practices and good taste.¶
<#>To maintain high personal standards of moral responsibility, character and business integrity.¶
<#>To uphold the high levels of APICS as outlined in the By-Laws.¶

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ARTICLE XV – FISCAL YEAR¶
The fiscal year of R.N.Y. APICS shall be January 1st to December 31st.¶
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APICS Rochester New York – By Laws¶

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ARTICLE II – PURPOSE¶

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shall be paid upon acceptance to membership and on each following anniversary.		
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and shall be effective upon publication to the membership in the Chapter Newsletter.		
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C.Only members as defined in Article III, who have paid their dues in full shall be considered members in good standings.		
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It shall be primary responsibility of the Treasurer to transfer and disburse funds. The President or his designee has authority to disburse Chapter funds.		
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ARTICLE XV – FISCAL YEAR

The fiscal year of R.N.Y. APICS shall be January 1st to December 31st.

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APICS Rochester New York – By Laws

ARTICLE II – PURPOSE

The Mission Statement of the Rochester APICS Chapter as of November 1993 is as follows: APICS Rochester is a professional organization dedicated to providing our members and the community with education in resource management. This service provides local businesses with the framework to gain a competitive performance advantage.

ARTICLE II c. – To support programs of higher education, certification, workshops and other training of our membership.

ARTICLE IV – FINANCES

A. Dues effective 9/1/93 are \$60 for APICS Society membership and \$20 for membership in R.N.Y. APICS. SIG membership is additional.

B.b. Corporate dues effective 9/1/94 will be \$800. This is broken out as \$500 to The Rochester Chapter and \$300 to APICS Society.

Corporate membership will be defined as follows:

1) A corporate membership permits five people in a corporation (at the same physical site) to receive all APICS national and chapter publications, to purchase APICS materials and services at the member rate to vote in national and chapter elections. Membership cards are issued to these five people.

2) All other employees at the same physical site receive APICS member discounts on society programs and products (publications, conferences, workshops, certifications exams, etc.)

3) The chapter is under no obligation to extend member prices to anyone in the corporation except the five designated members. These five members are indicated in chapter listings by the code CV, which stands for “corporate voting” member.

ARTICLE V – OFFICERS

B. The term of each office shall commence on July 1st and conclude on the following June 30th.

E.b. The Vice-President will act as the Chairman for the Awards Program.

E.d. The Treasurer will ensure that the annual Corporate return and 1099 forms are filed as required by IRS regulations and that other annual forms are also filed with appropriate state departments.

ARTICLE IX – COMMITTEES

An annual audit may be conducted by a qualified Certified Public Accountant.

ARTICLE X – ELECTIONS

The nominating committee will submit the slate of candidates to the Board of Directors no later than March 8th.

All nominees will be published in the May edition of the Chapter Newsletter, for return at the May dinner meeting, or by mail to the current Secretary, to be received by the dinner meeting date, if the person is unable to attend the meeting.

ARTICLE XV – FISCAL YEAR

The fiscal year of R.N.Y. APICS shall be January 1st to December 31st.

