

# APICS Winnipeg Chapter Inc. By-Laws

Revision: 2011-11-02

## Definitions

**Corporate** – Headquarters of APICS

**District** – APICS has more than 250 local chapters that are divided into 9 geographic districts that span North America.

**Chapter** – Local affiliation representing society in Manitoba, Saskatchewan, and Northwest Ontario.

## Article I – Name

- a) This organization shall be known as the APICS Winnipeg Chapter Inc. of the Association for Operations Management.
- b) It shall be a non-profit organization, and no part of the net earnings shall inure to the benefit of any individual member.

## Article II – Purpose

The purpose of this Chapter shall be:

- a) To develop professional efficiency in operations management through study, research, and application of scientific methods.
- b) To disseminate, by all appropriate means, general and technical information on improved techniques and developments.
- c) To promote a professional attitude among its members and non-members toward an understanding and acceptance of the science of operations management, thereby advancing the general welfare of the industrial economy.

## Article III – Membership

### Section 1 - Classes of Membership

Membership shall be divided into two classes: Group and individual.

#### 1. Enterprise Memberships

- a) Each such enterprise demonstrates its commitment to expanding the professionalism and relevance of operations management through membership for multiple sites and by contributing to the development of the APICS body of knowledge.
- b) Each such Enterprise/company shall be entitled to send those employees listed on their Enterprise Membership to any chapter activity at member rates.
- c) Each such Enterprise may change its representatives at any time upon written notice to APICS International Headquarters

## 2. Individual Memberships

- a) Chapter Member. A member of any chapter. Chapter affiliation is designated by the individual.
- b) Student Member. A member attending formal classes full time at an accredited college or university and engaged in the study of resources management or related subjects. Such members cannot be gainfully employed on a full-time basis. Student members pay association dues but no Chapter dues. Student members enjoy all the benefits of APICS membership with the exception of voting privileges.
- c) Young Professional Membership. This membership type is designed to transition Student Memberships into Professional or Enterprise membership. This membership category enjoys all the benefits of APICS membership and voting privileges. Young Professional Members pay association dues and only \$25 Chapter dues.
- d) Lifetime Member. Lifetime Members are past international presidents of APICS. These memberships are never invoiced. No association or chapter dues apply.
- e) Retired Member. Designed for individuals who have reached the age of 62, are retired from formal employment, and have been APICS Chapter members for a minimum of 5 years. They receive a 50 percent discount off of national dues plus chapter dues, allocated at the discretion and approval of the chapter. They enjoy all the benefits of APICS membership.
- f) Honorary Chapter members. Created at the request of the Chapter for those with outstanding contributions to APICS. No association or chapter dues apply.
- g) Academic Professional Membership. The member must be employed full-time by one or more accredited academic institutions in the following capacity (title):
  - a. Professor
  - b. Assistant Professor
  - c. Associate Professor
  - d. Researcher
  - e. Dean
  - f. Lecturer
  - g. Or equivalent international title. The individual may not serve solely as an adjunct professor or consulting instructor. Chapter dues will be \$ US 50 in addition to Society dues.

### **Section 2 - Admission**

Membership of an eligible applicant becomes effective upon receipt of membership application and fees by APICS International Headquarters.

### **Section 3 - Termination of Membership**

Termination of a membership shall be as per the APCS International Headquarters

## **Article IV – Dues & Finance**

### Section 1. Dues and Chapter Fees

- a) Each member shall pay such Society dues and Chapter fees as the APICS Society board of directors may from time to time determine.

#### Section 2. Contracts, Letters of Intent

- a) All contracts, releases, agreements, letters of intent, or commitments made in the name of, or on behalf of, the Chapter shall be submitted to the Chapter board of directors for appropriate review and signature by duly authorized person(s).
- b) No contract may be made that will bind the Chapter for amounts in excess of the funds of the Chapter.

#### Section 3. Non-compensation

- a) No member of the Chapter board of directors shall receive compensation for services rendered.

### **Article V – Officers**

#### Section 1. Election and Terms

- a) The elected officers and board members receiving a majority of the votes shall take office immediately upon the conclusion of the annual general meeting.
- b) Election shall be at the annual general meeting. Nominations from the floor will be recognized if accompanied by a letter of willingness to serve or accepted by the nominee in person.
- c) Not more than two members of any firm shall be elected to the board of directors.
- e) Elected Board officers must be a member of APICS
- d) Officers shall be elected for a term of two years, to run concurrently with the Chapter's fiscal year (July 1 - June 30).

#### Section 2. Duties

- a) President
  - 1) Shall preside at all meetings of the Chapter and the board of directors.
  - 2) Shall, with the advice and consent of the board of directors, appoint all committee chairpersons, except as provided by these bylaws.
  - 3) Shall be an ex-officio member of all committees except the nominating committee.
  - 4) Shall appoint, with board approval, any office vacated by an officer or director to fill an expired term.
  - 5) Shall provide the chapter board of directors with guidance and leadership to maintain the chapter minimum standards.
  - 6) Shall approve all board member expense reports.
- b) Vice President
  - 1) President Elect position to replace the outgoing President.
  - 2) Chairs board and committee meetings in the absence of the President.
  - 3) Assists with the various committees as required.
  - 4) Shall perform other duties as directed by the President.
- c) VP Education

- 1) Shall be responsible for organizing and presenting courses, in carrying out the purposes of the Chapter.
  - 2) Shall be liaison with the educational facility and the scheduling of classrooms as required.
  - 3) Shall be responsible for the recruitment and scheduling of required instructors.
  - 4) Shall be responsible for the maintenance and issuing of course certificates.
  - 5) Shall be responsible for providing information to Finance regarding class lists, instructor's pay, etc.
  - 6) Shall perform other duties as directed by the President.
- d) VP Programs
- 1) Shall be responsible for organizing and presenting seminars, workshops, plant tours, dinner meetings and other professional development activities in carrying out the purposes of the Chapter.
  - 2) Shall be responsible for obtaining feedback from PDM's.
  - 3) Shall perform other duties as directed by the President.
- e) VP Membership
- 1) Shall maintain an accurate list of the membership of the Chapter,
  - 2) Shall be responsible for promoting the Chapter Awards Program and the recognition of outstanding Chapter members for their contribution to the Chapter and the profession.
  - 3) Shall be responsible for the Company Coordinator Program.
  - 4) Shall perform other duties as directed by the President.
- f) Treasurer/VP Finance
- 1) Shall be custodian to the funds of the Chapter and maintain such records as deemed necessary.
  - 2) Shall collect all dues and fees.
  - 3) Shall manage the business office to ensure bills and vendors are paid in a timely manner.
  - 4) Shall provide monthly statements of the financial condition of the Chapter.
  - 5) Shall draw all checks authorized by the board on the general funds of the Chapter.
  - 6) Shall perform other duties as directed by the President.
- g) VP Administration
- 1) Shall be responsible for taking accurate meeting minutes and timely distribution.
  - 2) Shall maintain and keep the website up to date.
  - 3) Shall be responsible for the timely distribution of the monthly newsletter
  - 4) Shall be responsible to review the Chapter telephone messages and emails and delegate response appropriately and in a timely manner.
  - 5) Shall be responsible for keeping the Chapter's social media such as Facebook and Twitter pages updated with the most current information available.
  - 6) Shall perform other duties as directed by the President.
- h) VP Marketing
- 1) Shall be responsible for developing and implementing marketing strategies in carrying out the purposes of the Chapter.
  - 2) Shall be responsible for organizing and promoting Chapter marketing events

- 3) Shall budget for all said events and keep accurate financial records.
- 4) Shall perform other duties as assigned by the president

## **Article VI – Board of Directors**

### Section 1. Functions and Duties

- a) The board of directors shall be responsible for the establishment and direction of policy for the Chapter. It shall be responsible for the management of the affairs and activities of the Chapter.
- b) All voting members of the board of directors shall be entitled to vote on all matters before the board.
- c) All board members shall pledge to accept the code of ethics and conduct as a minimum guideline for ethical conduct.

### Section 2. Members

The board of directors shall consist of the elected officers of the Chapter, Directors of the Chapter, and appointed chairpersons of standing committees.

### Section 3. Past President

The immediate past president shall be an ex-officio member of the board.

### Section 4. Board Meetings

The board shall meet no fewer than six times a year at a time and place designated by the board.

### Section 5. Special Meetings

The president shall have the authority to call special meetings of the board of directors upon reasonable notice to the members.

### Section 6. Removal of Board Members from Office and Filling of Vacancies

- a) Any member of the board who fails to attend a total of three consecutive meetings of the board, during the year, where reasonable notice has not been given, shall be deemed to have automatically resigned from the board.
- b) If the president is temporarily unable to perform his or her duties, the board shall appoint another officer to perform these duties during such temporary period.
- c) All vacancies on the board of directors between elections at the annual general meeting shall be filled by the president.
- d) Dismissal – Any board member can be removed from the elected position if he or she fails to comply with Chapter's code of Ethics and Conduct. The board of directors will vote on the dismissal.
- e) You must have a valid membership to sit on the Board of Directors.

## **Article VII—Committees**

### Section 1 Standing Committees

- a) Membership Committee: The membership committee shall be responsible for recruiting qualified new members and helping them prepare their membership application for submission to APICS.
- b) Finance Committee: The finance committee shall be responsible for maintaining the financial records of the Chapter, including budgets.
- c) Programs Committee: The program committee shall be responsible for planning programs or all regular meetings and for making the necessary program arrangements and publicity for each meeting.
- d) Education Committee: The education committee shall be responsible for promoting interest in the field of operation management on the academic level, encouraging the development of the degree credit courses, and exploring all avenues for direct participation in educational pursuits.
- e) Marketing Committee: The marketing committee shall be responsible for publicizing the Chapter's activities and the achievements of the Chapter members in all news media.
  
- f) Membership and Chapter Development Committee: The membership and Chapter development committee shall be responsible for promoting the Chapter Awards Program and recognizing outstanding Chapter members for their contribution to the Chapter and the profession.
- g) Communications Committee: The communications committee shall be responsible for Chapter publications approved by the board.
- h) Audit Committee: The audit committee shall be responsible for conducting or commissioning an annual financial audit, and audits of other processes as directed by the board. The audit committee shall not have the same members as the finance committee.

## Section 2. Other Committees

- a) Nominating Committee
  - 1) The nominating committee shall be appointed no later than 60 days before the annual business meeting of the Chapter.
  - 2) The committee shall select one or more candidates for each office and obtain their acceptance of such nomination.
  - 3) The committee shall advise the Chapter membership of the nominees at least ten days before the annual election.
- b) Other committees may be appointed by the president to accomplish the general purpose, or special projects, of the Chapter. These committees shall serve until June 30 following the appointment, unless dissolved earlier.

## Section 3. Committee Meetings

Committee meetings shall be held upon notification by the chairperson of a committee. He or she shall designate the time and place of each meeting.

## Section 4. Removal from Committees

The Chapter board shall have the power and authority to remove any committee chairperson or member for cause.

# Article VIII – Meetings

## Section 1 Regular Meetings

- a) Regular meetings of the Chapter shall be held not less than 6 times per year and are open to all members.
- b) Normally, regular meetings shall be held at a time and place designated by the Chapter board of directors, except that the date of a meeting may be changed or a meeting omitted at the discretion of the board.

## Section 2 Special Meetings

Special meetings of the Chapter shall be called by the president upon the written request of two members of the Chapter board or of five or more members in good standing of the Chapter.

## Section 3. Meeting Notices

A written notice of each meeting shall be sent to all members by the V.P. Administration or posted on the chapter web site.

## Section 4. Strategic Planning Meeting

The Strategic planning meeting shall be called by the president annually.

# **Article IX – Parliamentary Authority and Suspension of Rules**

## Section 1. Parliamentary Authority

All meetings of the duly constituted bodies of the Chapter shall be governed by the rules of order as prescribed in Robert's Rules of Order Revised, provided the same are not superseded by the bylaws and are applicable.

## Section 2. Suspension of Bylaws

The standing rules may be temporarily suspended by a two-thirds vote of those present at any meeting of the board.

## Section 3. Interpretation of the Bylaws

The Chapter board of directors shall be the authority for interpretation of these bylaws.

## Section 4. Non-conflict with the APICS Society Bylaws

The bylaws of this Chapter shall be in harmony with and not conflict in any manner with the APICS Society bylaws. The Society bylaws shall govern and prevail in all matters.

# **Article X – Dissolution**

The Chapter shall use its assets only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds or other assets shall inure or be distributed to the members of the Chapter. On dissolution of the Chapter, any funds remaining shall be donated to the chapter in which they choose. Other Chapter assets are to be donated to an APICS Chapter within the region of the disbanding Chapter. The region District Manager's approval must be obtained for the distribution of the assets to the Chapter within the region.

Dissolution Committee: One member of Chapter, One member of District (chaired by DM)

## **Article XI – Amendments**

### Section 1. Proposals

- a) Amendments to these bylaws shall be proposed in writing to the Chapter board of directors by a special bylaw committee or by a request signed by five or more members in good standing.
- b) The Chapter board shall authorize the VP Administration to submit proposed amendments in writing to the entire Chapter membership at least two weeks before a meeting at which the amendments are to be voted upon or, if a mail vote is solicited, at least 30 days before the date on which the votes are to be counted.

### Section 2. Voting

An affirmative vote of two-thirds of the members voting shall be required for the adoption of an amendment to these bylaws.

## **Article XII – Quorum**

### Section 1. Membership Quorum

The members present at any regular meeting of the Chapter shall constitute a quorum of the Chapter.

### Section 2. Board Quorum

Fifty percent of the members of the board of directors shall constitute a quorum of the board.

# **Code of Ethics and Conduct**

## **Mission Statement**

Dedicated to education in Operations Management by advancing productivity, innovation and the competitive success of both individuals and organizations

## **Values**

As volunteers and board members, we are committed to serving the members and students, not using our authority of office for personal benefit, and operating within the expectations of a business person in a professional association.

The following values are the foundation of our Code of Ethics:

- Honesty and Integrity
- Professionalism
- Responsible Management
- Serving the Public Interest
- Conformity of Laws
- Responsibility for Learning

As board members, we pledge to accept this code as a minimum guideline for ethical conduct.

## **Code of Ethics**

Follow proper business practices; faithfully abide to the by-laws, policies and APICS Code of Ethics while conforming to the laws of the country.

Maintain honesty and integrity while exercising reasonable care, good faith and due diligence in all of our organizational affairs.

Fully disclose, at the earliest opportunity, information that may result in a perceived, potential or actual conflict of interest.

Fully disclose, at the earliest opportunity, information of fact that would have significance in board decision-making.

Remain accountable for prudent fiscal management to association members, the board, and non-profit sector, and where applicable, to government and funding bodies. Decision making regarding the best allocation of resources will be based on benefiting the greatest majority.

Maintain a professional level of courtesy, respect, and objectivity in all APICS activities.

Strive to uphold those practices and assist other APICS members of the board in upholding the highest standards of conduct.

Ensure the rights of all association members to appropriate and affect services without discrimination according to Canadian Legislation.

Promote collaboration, cooperation, and partnership. Create a learning environment and give value to students, members and associates by sharing our current knowledge, contributing to their future success.

## **Conflict of Interest**

A conflict of interest may be actual, perceived, or potential.

Members of the board shall declare a conflict of interest in matters that they, members of their families, or business entities in which they may have an interest, stand to benefit either directly or indirectly by decisions of the board. The majority of the board of directors shall decide on the member's participation in further discussions by vote, excluding that member.

A member shall exclude him- or herself from decision-making in which:

A conflict of interest is likely to result;

The member's ability to carry out his or her duties and responsibilities as a member of the board may be jeopardized;

The board member, his or her relatives, or a business entity in which the member may have an interest, may gain or benefit either directly or indirectly as a result of actions that may be taken by the board in response to advise that the board member provides to the board.

A member shall not accept favours or economic benefits from any individuals, organizations, or entities known to be seeking business contracts with the association.

A member shall respect the confidentiality of sensitive information known due to service on the board.

## **Whistleblower Policy**

### **Reporting Responsibility**

It is the responsibility of all directors, and members to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

### **No Retaliation**

No director, representative or member who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence. A member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of membership. This Whistleblower Policy is intended to encourage and enable members and others to raise serious concerns within the Chapter prior to seeking resolution outside the Chapter.

### **Reporting Violations**

The Code addresses the chapter's open door policy and suggests that members share their questions, concerns, suggestions or complaints with an appropriate Chapter board member who can address them properly. Note: That board member shall notify the Chapter President or other Executive Member of the reported violation. However, if you are not satisfied with that board member's response, you are encouraged to speak with the Chapter President who has specific and exclusive responsibility to investigate all reported violations.

**Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a cause for possible revoking of membership privileges.

**Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**Handling of Reported Violations**

All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. The Chapter President shall notify the complainant and acknowledge receipt of the reported violation or suspected violation after the next scheduled board of directors meeting.