

BY-LAWS

**APICS – AMERICAN PRODUCTION & INVENTORY
CONTROL SOCIETY, CHICAGO CHAPTER
NUMBER 14, INC.**

BY-LAWS

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By-Laws
of
APICS - Chicago, The American Production & Inventory
Control Society,
Chicago Chapter Number 14, Inc.
Revised and Approved on December , 2012

ARTICLE I
Name & Authority

Section 1. The name of this corporation shall be APICS - The American Production & Inventory Control Society, Chicago Chapter Number 14, Inc. hereinafter referred to as "Chapter".

Section 2. The Chapter also has such powers as are now or may hereafter be granted by the General Not-for-Profit Corporation Act of the State of Illinois.

Section 3. Chapter Number 14 shall be affiliated with the International Organization known as APICS - The American Production and Inventory Control Society, also known as APICS The Association for Operations Management.

ARTICLE II
Definitions

Section 1. The following words as used in these By-laws shall have the meanings set forth in this Article:

A. **Chapter** shall mean the APICS - The American Production and Inventory Control Society, Chicago -Chapter Number 14, Inc., also known as APICS-Chicago, and also known as APICS Chicago, and also known as The Chicago Chapter.

B. **APICS** shall mean APICS – The American Production and Inventory Control Society also known as APICS The Association for Operations Management.

C. **The Association** shall mean APICS – The American Production and Inventory Control Society also known as APICS The Association for Operations Management..

D. **Board** shall mean the Board of Directors of the Chapter as listed in the organizational section of the Policies and Procedures Manual.

E. **Procedure** shall mean a process or a rule that has been adopted by the Chapter and approved by the Board to carry out policies.

F. **Director** shall mean a member of the Chapter's Board of Directors.

G. **His** shall mean his or her in the context of these by-laws. The by-laws are intended to be gender-neutral.

ARTICLE III Purposes

APICS Chicago Chapter No. 14, Inc. is organized and operated for the following purposes:

1. To foster and maintain high standards in the fields of operations management and supply chain management.
2. To provide a means of mutual exchange of ideas and issues in the fields of operations management and supply chain management.
3. To disseminate general and technical information on improved techniques, systems, and new developments in the fields of operations management and supply chain management.
4. To promote educational programs that are relevant to the fields of operations management and supply chain management.
5. To provide opportunities for members to increase their knowledge of all aspects of operations management, and supply chain management, as well as other related areas of interest.
6. To establish an awareness and recognition of the importance of operations management and supply chain management professionalism among leaders of corporations and industry in the fields of operations management and supply chain management within the Chicago area.
7. To conduct or engage in lawful activities in furtherance of the foregoing purposes, or incidental thereto.
8. Receive, own and maintain real property and personal property as required to achieve its purpose and consistent with the Chapter's purposes.
9. To distribute so much of the assets or funds of the Chapter to schools with active Chicago Chapter associated Student Chapters for funding their operations and/or supply-chain related scholarships as the Chapter Board deems necessary and appropriate.

10. In order to accomplish the purposes set forth above, the corporation is authorized to transact any and all lawful business under the Illinois General Non Profit Corporation Act.

ARTICLE IV Membership

Section 1. Eligibility & Governance of Membership: Eligibility for Membership and Membership shall be governed by the membership rules and qualifications as set forth by the Association, which shall be subject to change by the Association and/or by the Chapter without restriction or additional notice with the exception of those restrictions or notification regulations that the Association or the Chapter may impose upon themselves individually or severally.

Membership Types shall include, but not be limited to the following:

A. Individual Membership:

- a. **Categories** - Individual Active Membership shall consist of those membership categories as specified by the Association, including, but not limited to:
 - i. **Individual Active:** Any management, supervisory, line, or staff personnel engaged in materials management, production and/or inventory control, procurement, supplier management, distribution, logistics, integrated resource management, general operations management, general supply chain management, qualified management consultants, representatives of equipment or software manufacturers, peripheral activities, and educators engaged in development, promotion, and instruction of activities within the professional body of knowledge is eligible to become an active member of the Chapter. Active members shall have voting rights.
 - ii. **Young Professional e-Member:** Individual membership. No voting rights, ineligible to hold an office at the Association level, limited communications from the Association.
 - iii. **Student:** Any individual engaged through a recognized school or other recognized provider in the study of materials management, production and inventory control, integrated resource management, or related operations and/or supply chain subjects. Student members shall have no voting rights.
 - iv. **Academic:** An individual employed full time by one or more academic institutions.
 - v. **Life Members:** Any member who serves the Association, as an elected President shall, at the end of each individual's term of office, become a member for life of the International Organization. Life members affiliated with the Chicago Chapter shall have full membership privileges.

vi. **Honorary Member:** A person elected by the International Board of Directors who has made exceptional contributions as determined by the International Board. Honorary members shall have no voting rights nor shall they receive any local mailing or discounts unless otherwise determined by the Board.

B. **Company Membership:** A company (organization) which assists in furthering the aims and purposes of the Chapter is eligible to become a company member of the Chapter. Membership for company representatives and voting rights shall be governed by the membership rules and qualifications as set forth by the Association, which shall be subject to change by the Association and/or by the Chapter without restriction or additional notice with the exception of those restrictions or notification regulations that the Association or the Chapter may impose upon themselves individually or severally.

Section 3. Voting Rights: Each person recognized as a Member in good-standing by the Association, whether active or company member representative, shall be entitled to one vote in the affairs of the Chapter. Each active and company member representative shall be entitled to vote in person or by proxy executed in writing by a duly authorized attorney-in-fact. No proxy shall be valid beyond eleven months from the date of its execution, or beyond the expiration date of the membership or the member giving their proxy, unless otherwise provided in the proxy and approved by the Board.

Section 4. Election of Members: Any individual, firm, or corporation eligible for membership under Section 1 of this Article of these by-laws shall be elected to membership on written or electronic application.

Section 5. Duration of Membership and Resignation: Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be a violation of the By-laws or any lawful rule or practice duly adopted by the Association and/or by the Chapter, or any other conduct prejudicial to the interests of the Association and/or of the Chapter. Suspension or termination shall be by two-thirds vote of the entire Board provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the affected member at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board at which the charges shall be considered and the affected member shall have the opportunity to appear in person and/or be represented by counsel to present any defense to such charges before action is taken thereon. Any member expelled from the membership shall not be eligible for re-election.

Section 6. Transfer of Membership: Any active and/or company member may transfer their membership to another Chapter upon written notification to the duly assigned agent of the Chapter and the International Office. Membership dues shall remain with the Chapter to which they were paid, and the transferring member will be

a member of the new chapter for the remainder of the year in which the transfer occurs. Membership renewal notifications will be sent to the new -recorded address of the member on the anniversary date of the membership and shall be paid to the new chapter. Each member company may change its member representatives at any time upon written notification to the duly assigned agent of the Chapter and to the Association.

ARTICLE V

Dues

Section 1. The annual dues for each member shall be comprised of the requirements of the Association, plus the Chapter dues requirements established by the Chapter's Board.

Section 2. The Chapter's Board shall determine changes to the Chapter's dues requirements when deemed necessary by the Chapter's Board of Directors. A change to the Chapter's dues requires approval by 2/3 or more of the Operating Committee of the Chapter's Board of Directors. The Membership shall be notified of any change to the Chapter's dues, by mail to the last known address or by electronic means, at least 30 days in advance of any such change taking effect.

Section 3. The Association will invoice active individual members and company member representatives thirty days ~~one month~~ prior to their anniversary date for dues for the upcoming year. Honorary and Life members, if they choose to be affiliated with the Chicago Chapter, are exempt from ~~or~~ payment of annual Chapter dues if ~~unless~~ otherwise determined by the Board. Decisions on dues for Honorary and Life members shall be consistent with the Association's qualifications for these designations.

Section 4. Student members may renew their memberships annually so long as they fulfill the requirements of a student as set forth by the Association.

Section 5. Dues shall be payable in full with written application and thereafter on the anniversary date of the membership.

Section 6. Members who fail to pay their dues within sixty (60) days from the time the same become due, shall be notified by the Association and will be placed on inactive status and shall have all voting privileges suspended. An inactive member shall be restored to active status immediately upon payment of dues in full.

If payment is not made in full within a successive sixty (60) days the member shall, without further notice and without hearing, be terminated and dropped from the membership rolls and thereupon forfeit all rights and privileges of membership. In order to remain consistent with Association policy, should the Association modify its policy regarding membership suspension and/or membership termination, the Chapter reserves the right to modify without notice, other than that

notice provided by the Association, the timing for membership suspension and/or membership termination for failure to pay dues.

ARTICLE VI Membership Meetings

Section 1. Regular: There shall be regular meetings of the APICS Chicago Chapter Number 14 open to all members and non-members. The place and time shall be determined by the board.

Section 2. Special meetings of the membership may be called by the President, by a majority of the Board, or by a written petition of not less than one-tenth of all members authorized to vote.

ARTICLE VII Board of Directors

Section 1. Mission: The Board of Directors shall have supervision, control, and direction of the affairs of the Chicago Chapter No. 14, shall determine its policies or changes therein within the limits of these By-laws, shall actively prosecute its proposes, and shall have discretion in the disbursements of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. The Board of Directors shall be composed of three elected positions: President, Secretary, and Treasurer. Appointed positions include, but are not limited to: Vice President Education, Vice President Membership, Vice President Programs, Vice President Quality, Vice President Marketing/Communication, and Chapter Advisor(s). The immediate Past President shall be considered a Member of the Board of Directors during the succeeding President's term of office as defined in Article VIII, Section 3.

The President and/or majority of the Board of Directors can appoint non-elected Board positions as needed to meet the needs of the Chapter.

Section 3. Elected Positions: Board members shall, upon installation, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified, or unless they resign, are removed, or are otherwise unable to fulfill the remainder of the elected term. A candidate for a vacant position shall be nominated by the President and approved by the Board for the remainder of the elected term.

Section 4. Qualifications: Board members shall be members in good standing of the Chapter. Company representation on the Board of Directors shall be limited to three (3) members from any single company. Classification of a company or vendor affiliation shall be made at the time a name is placed in nomination.

Section 5. Board Meetings: The Board shall meet upon the call of the President at such times and places as the President may designate. The Board shall also be called to meet upon the demand of ten percent (10%) of the Chapter membership. Notice of a Board Meeting shall be sent by electronic means to each member of the Board at their email address of record, or shall be sent by mail or other mode of transmittal to each member of the Board at their last recorded address.

Any Board member may participate in a duly constituted Board Meeting by means of conference telephone or other suitable electronic communication device. Participation by such means shall constitute presence in person at a Board Meeting unless stipulated otherwise by the President at least fourteen (14) calendar days in advance. Such stipulation shall be sent by electronic means to each member of the Board at their email address of record, or shall be sent by mail or other mode of transmittal to each member of the Board at their last recorded address.

Any action requiring Board approval prior to the next regularly scheduled Board Meeting may be resolved through notification of the entire Board and consent by the requisite number of the Board members.

Section 6. Special Meetings: Special meetings of the Board shall be called at the request of the President.

Section 7. Quorum: A majority of the Operating Committee, including at least one Elected Officer, shall constitute a quorum at any meeting of the Board.

Should a position be officially recognized as vacant at the time of the Board meeting that position shall not be counted for the purpose of establishing a quorum.

Section 8. Voting Rights at Board Meeting: Each Board Member that is qualified to vote at a Board meeting shall have one vote.

A. Those Board Members that are qualified to vote are as follows: All duly elected Chapter Officers; the Immediate Past President; and, the Controller. The following Chair Positions shall have voting rights: Education; Marketing; Membership; Programs; and, Quality. The following Positions shall have voting rights: the Academic Liaison and the Company Coordinator.

a. Should there be a Board Position with voting rights filled by a Co-Chair, unless otherwise stated, each Co-Chair shall have voting rights.

b. Chapter Advisors, shall have voting rights where designated as such by the President and so stated in the minutes; and the President shall have the ability

to revoke such rights by so stating in the minutes. B. The President may confer voting rights on any Board Position by:

a. Creating a Board Position and stating for the official minutes during a duly constituted Board Meeting that he has so created such Position, and that such Position is to be considered Board Level with all rights and responsibilities.

b. Assigning voting rights, either temporary or permanently to a Board or Committee Position.

c. The President should announce at the start of a duly constituted Board Meeting for the official minutes that he is assigning voting rights to a representative for the length of that particular meeting.

C. To qualify as voting Members for the purpose of voting at a Board Meeting, Board Members must be in good standing, having maintained their Board attendance

Section 9. Absence: Any member of the Board unable to attend a meeting shall, in a phone call, electronic message, or letter to the President or Secretary, state the reason for their absence. If a Board Member is absent from two (2) consecutive meetings for reasons which the Board has not determined to be sufficient, then the Board may assume that their resignation has been tendered and accepted. Additionally, Board Members that are absent from two (2) consecutive meetings without good cause which the Board has determined not to be sufficient, will lose their voting privileges until such time as said privileges are restored by the President. All absent Board Members are bound by the decisions of the Board, provided a quorum is present.

Section 10. Compensation: Members of the Board of Directors typically shall not receive any compensation for their services in their capacity as a Board Member, however the Board may authorize stipends to certain Board Members, for necessary efforts exceeding normal expectations in relation to their service to the Chapter, and reimbursement of expenses for extenuating circumstances incurred in the performance of his/her duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers or agents of the Chapter. Nothing herein shall preclude a Board Member from serving the Chapter in any other capacity and receiving compensation for such other services.

Section 11. Resignation or Removal: At a regular meeting of the Board of Directors, a Board Member and/or Officer may be removed for cause, or may be asked to resign, by a two-thirds (2/3) majority of the entire Board.

- A. Removal for cause shall not take effect until after the Board Member/Officer has been given an opportunity to be heard and explain the offending action.
- B. If a Board Member/Officer is asked to resign, a vote may be called only after the Board Member/Officer has been given an opportunity to be heard and provide an explanation for any offending action(s).

- C. Should a Board vote to ask for resignation and be passed by a two-thirds (2/3) majority, such resignation shall become effective thirty (30) days thereafter.
- D. A Board Member/Officer removed by the Board, may be re-elected by the members, and if re-elected, may not be removed by the Board for the same incident.

Section 12. Vacancies: Any vacancy occurring in the Board as a result of a resignation or removal shall be filled through appointment by the President and approved by a majority vote of the Board of Directors at any regular or special meeting for the remainder of the elected term.

ARTICLE VIII Officers

Section 1. Board of Directors: The elected Board of Directors of the Chicago Chapter shall be a President, Treasurer, and a Secretary.

Section 2. Qualification: The elected officers shall be active members in good standing of the Chapter. No more than two (2) individuals from the same company, organization, or firm shall serve as officers during the same or overlapping terms.

Section 3. Terms of Office: For consistency in policymaking and operations, the President-elect shall be elected bi-annually for a three (3) year commitment. The first year of the term shall be served as President-elect; the following two (2) years shall be served in the office of the President. It is expected that the President will then serve on the Board for two additional years as the Immediate Past President. Under special circumstances, the President may succeed himself/herself for up to an additional one (1) year in office upon approval by a majority of the entire Board.

The Treasurer and Secretary each shall serve terms of two (2) years and until their successors have been duly elected and installed. The terms of the Treasurer and Secretary shall be staggered by one (1) year. Under special circumstances, the Treasurer and Secretary may succeed himself/herself in office upon approval by a majority of the Board.

Section 4. President: The President shall be the principal officer of the organization, shall preside at meetings of the Board of Directors, and shall be an ex-officio member, with the right to vote on all committees except the Nominations Committee. The President shall also, at the annual meeting of the Chapter and at such other times deemed proper, communicate to the membership or the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Chapter, and shall perform such other duties as are necessary and incident to the Office of the President or as may be

prescribed by the Board of Directors. The President shall submit an annual operating budget to the Board for approval.

Section 5. President Elect: The President-elect may be delegated by the President to perform his duties, in the event of the President's temporary disability or absence from the meetings and shall have other such duties as the President or Board may assign. The President or the Board charges the President-elect with responsibilities in management of the standing committees of the Chapter as assigned.

Section 6. Treasurer: The Treasurer shall be adequately bonded to keep an account of all receipts and expenditures for the use of the Chapter, and shall make disbursements authorized by the Board and approved by the President and other such officers as the Board may prescribe. The Treasurer or duly authorized agent of the Chapter shall deposit all monies received in the banks, trust companies, or other depositories selected in accordance with Article XI of these by-laws and approved by the Board of Directors, and shall make regular reports to the Board of Directors when called upon by the President. The Treasurer may nominate a Board Member to serve as Controller to perform such duties as the Treasurer may delegate. To be ratified, the Controller's nomination must be approved by the President.

Section 7. Secretary: The Secretary shall give notice of and attend all meetings of the Board, keep a record of all proceedings, be the custodian of the corporate records and corporate seal, attest documents of the Chapter, be the executive of which on behalf of the Chapter is under its seal is duly authorized in accordance with the provisions of these By-laws, and perform other such duties as are usual for such official or as may be duly assigned by the President or Board of Directors.

Section 8. Immediate Past President: The Immediate Past President shall act as Chair of the Nominating Committee and may be delegated by the President to perform the President's duties, in the event of both the President's temporary disability or absence from the meetings, and of the President-elect's temporary disability or absence from the meetings, and shall have other such duties as the President or Board may assign

ARTICLE IX Nomination & Election of Officers & Directors

Section 1. Nominations: Nominations shall be made by The Nominations Committee (refer to Article X, Section 4 Nominations Committee). The Nominations Committee shall nominate to the Board one (1) person for election to each elective office.

Section 2. Qualifications for Office: Each nominee for President-elect shall have served the Chapter as a past officer or committee chairperson, and must be a member in good standing for a minimum of two (2) years prior to being nominated.

Section 3. Committee Nominations: The Nominations Committee shall notify the Secretary in writing, at least ninety (90) days before the end of the fiscal year, of the names of the candidates that have been nominated.

Section 4. Independent Nominations: Nominations for officers may also be made by any active or company member in good standing. Nominees must be endorsed with the signatures of not less than 25 active and/or company members in good standing or 1% of the active and company membership, whichever is lesser. Independent nominations must be received prior to the last meeting of the Board before the mailing of the ballots to the membership. Independent nominations for President-elect shall comply with Section 2 of this article.

Section 5. Voting: The Board shall approve each nomination by a majority vote.

Section 6. Ballots: The Nominations Committee shall notify the Secretary, or its agent, of the approved nominations, in writing, at least eighty-five (85) days before the end of the fiscal year, of the names of the candidates, and the Secretary shall administer ballots via electronic email or regular mail to the last recorded address (e-mail or primary mail) of each active Board Member in good standing at least sixty (60) days before the end of the fiscal year. Ballots must be returned Thirty (30) days before the end of that fiscal year.

Section 7. Election: Elections for all offices shall be by a plurality of those votes cast.

Section 8. Installation: The newly elected officers and directors shall be installed, after certification of election, at the annual meeting of the Chapter.

ARTICLE X Committees

Section 1. The President, subject to the approval of the Board of Directors, shall annually appoint such standing, special, or subcommittees as may be required by the By-laws or as the President may deem necessary.

Section 2. The President may appoint ad hoc committees or subcommittees as may be necessary to fulfill the business or in the general interest of the Corporation.

Section 3. Operating Committee:

A. **Purpose:** The Operating Committee as defined herein shall constitute the Board Members from which the number necessary for the establishment of a quorum as defined is drawn (refer to Article VII Board of Directors, Section 7 Quorum). Additionally, the Operating Committee may be given other duties and responsibilities at the direction of the President and/or the Board of Directors.

B. **Composition:** The Elected Officers, the President-elect, the Education Chairperson, the Programs Chairperson, the Marketing Chairperson, the Membership Chairperson or their designates that are Members of the Board or that are Members of a Standing Committee. The Controller shall be considered a Member of the Operating Committee, but shall not count for purposes of establishing a quorum, except in cases where the Controller is acting as the designee of the Treasurer or as the designee of any other Operating Committee Member.

C. The Immediate Past President, if not also fulfilling the role of one of the Directors so named in this section, may act as a designee for any named Operating Committee Member and when acting as such may be counted for the purpose of establishing a quorum. Should the President-elect be unavailable, the President, at his discretion, may name the Immediate Past President to run the Board of Directors Meeting in his stead. However, while for the purpose of attendance the Immediate Past President may be counted as a designee for any defined position, the Immediate Past President may for the purpose of establishing a quorum be considered as an elected officer only when acting in place of the President or President-elect.

Section 4. Executive Committee: The President, subject to the approval of the Board of Directors, may appoint an Executive Committee for the purpose of exercising the powers of the Board of Directors when the Board is not in session, except those specifically reserved to the Board by these By-laws. Action taken or ratified by the Executive Committee shall be reported to and successively ratified by the Board of Directors at the succeeding meetings of the Board.

Section 5. Nominations Committee: During the month of January of each year, the President shall appoint a Nominations Committee consistent in the composition to Article IX, Section 1, of these By-laws. The Chairperson of the Nominations Committee shall be the Immediate Past President. If the Immediate Past President is not available, the acting Secretary shall chair the Nominations Committee. Should both the Immediate Past President and the acting Secretary be unavailable to serve, with the approval of a majority of the Board, the President shall act as chairperson or shall appoint a chairperson with the consent of a majority of the Board.

The Nominations Committee shall consist of at least two members, but not more than 4 members. Those members shall consist of: the Immediate Past President, if available; the current President; the President-Elect, if available; and one other Board Member in good standing, appointed by the Nominations Committee Chair.

Section 6. Finance Committee: The Finance Committee shall include the four (4) Officers of the Chapter -- those being President, President-elect, Treasurer, and Secretary. The Finance Committee shall be charged with the responsibility of managing the Chapter financial operation. All decisions of the Committee shall require the approval of a majority of the Board of Directors at its successive meeting prior to becoming active.

Section 7. Standard Operating Procedures Committee: The Standard Operating Procedures Committee shall meet for the purpose of reviewing, establishing, updating and/or otherwise revising the Standard Operating Procedures. Such meetings shall be held periodically, at least once each calendar year, at times set by the President. The Standard Operating Procedures Committee shall be Chaired by the President and shall include the President-elect, the Immediate Past President, and the Secretary or such person as the Secretary so designates. All recommendations of the committee that are in the form of additions, deletions, and modifications to the Standard Operating Procedures shall require the approval of a majority of the Board of Directors prior to becoming active.

Section 8. Standing Committees: During the first month of each fiscal year, the President, subject to approval of the Board, shall appoint standing committees, chaired by a designated Vice President, for the purposes of coordinating and aiding in the general purposes of the Chapter and may not be inconsistent with the By-laws or Articles of the Chapter or interfere in any way with the activities or affairs of the Chapter. The Vice President acting as Committee Chair, or if not headed by a Vice President, the Chair of the Committee, shall have operational and budgetary responsibility for his committee. The standing committees may include, but are not limited to Education, Membership, Marketing, and Programs.

ARTICLE XI

Standard Operating Procedures

Section 1. Establishment: The Board shall establish a set of Standard Operating Procedures (SOPs) that outline specific directions for carrying out the day-to-day business of the Board and that define the roles, duties, and responsibilities for each established Board Position and for each standing committee.

Section 2. Maintenance: Documentation of the Standard Operating Procedures shall be kept and maintained by the Secretary. While any Board member may introduce Standard Operating Procedures or changes thereto, the Standard Operating Procedures Committee, under the direction of the President, shall have the direct responsibility for updating and recommending Standard Operating Procedures.

Section 3. Amendment: Standard Operating Procedures may be added to, deleted, amended, modified and/or otherwise changed by the majority vote of the Board. The

Board shall review the Standard Operating Procedures during the first Board Meeting of each year.

Section 4. Authority: Standard Operating Procedures shall have the full authority of a Board directive.

ARTICLE XII Contracts, Checks, Deposits, and Funds

Section 1. Authorized Signatories: The President may sign, along with another officer as co-signatory, any deeds, mortgages, bonds, contracts, or other legal instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these By-laws, by Statute, or by an agent of the Corporation.

Section 2. Checks and Drafts: All checks, drafts, or other orders for the disbursement of the Chapter's funds must be signed by the Treasurer or a duly authorized agent of the Chapter unless otherwise directed by the Treasurer or a majority vote of the Board of Directors. The President or President-elect, must countersign all checks, drafts, or other orders for payment equal to or greater than \$5,000.00. In the absence of the Treasurer, or in cases where the Treasurer is the primary signatory, the President shall be the authorized co-signatory.

Section 3. Gifts: The Board of Directors may accept, on behalf of the Chapter, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Chapter. Gifts may be declined by the Chapter by a two-thirds (2/3) vote of the Chapter's Board of Directors.

Section 4. Budget: As stated in Article VIII, Section 5. "The President shall submit an annual operating budget to the Board for approval". A draft Budget shall be submitted to the Board in writing or via electronic means no later than thirty (30) days before the end of the current fiscal year. The Board shall approve the next fiscal year budget either through direct or electronic ballot before the end of the current fiscal year.

ARTICLE XIII Call for a Vote

Whenever, in the judgment of the Board of Directors, a question arises which the Board believes should be put to a vote of the active and company membership, including the election of the Board of Directors, unless otherwise required by these By-laws, submit such matter to the membership in writing, by mail or electronic mail, for a vote and decision.

ARTICLE XIV Corporate Seal

The Board of Directors shall provide for a Corporate Seal, which shall conform to the requirements, if any, of the Illinois Secretary of State and form and such a design as the Board may approve and shall have inscribed upon thereon the name of the Chapter and the words "Corporate Seal, Illinois".

ARTICLE XV Indemnification

The Chapter shall, by resolution of the Board of Directors, indemnify all of the Board's active Directors and/or Officers who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because of their duties as a Director or Officer and against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they are made a party by reason of their being Directors or Officers of the Chapter. Indemnification may be withheld by the Chapter in cases where such Director or Officer shall be found in such action, suit, or proceeding, to be liable for fraud or misconduct in the performance of his duty and to such matters that are settled by agreement predicated on the existence of such liability for fraud or misconduct.

ARTICLE XVI Dissolution

The Chapter shall use its funds to accomplish the objectives and purposes specified in these By-laws, and no part of said funds shall insure, or be distributed, to the Members of the Chapter, except any compensation authorized by the Chapter Board pursuant to Article VII, Section 10 above. Except as noted in the following paragraph of this Article, as one of the last acts in advance of dissolution, the Board shall in accordance with the tenets of Article III – Purposes, above, designate and authorize the distribution of any remaining funds.

Upon the dissolution of the Chapter, any funds remaining shall be distributed to the schools with active Chicago Chapter associated Student Chapters for the express purpose of funding of scholarships in Operations Management and/or Supply Chain Management-as the Chapter Board deems necessary and appropriate. Such distributions shall be made with consideration to the proportion of each school's respective Student Chapter membership on the first day of the month of dissolution.

Nothing herein shall preclude the Chapter Board from distributing funds of the Chapter to any other organization exempt from taxes under Internal Revenue Code, Section

503 (c) (3) or any other person or persons so long as a majority of the Chapter Board has approved such distribution.

ARTICLE XVII Fiscal Year

The fiscal year of the Chapter shall be July 1 to June 30.

ARTICLE XVIII Amendments

Section 1. Motions: A motion to repeal, alter, amend, or revise these By-laws shall be brought before the Board of Directors for consideration if:

A. The motion for repeal, alteration, amendment, or revision is made by a Member of the Board of Directors, or,

B. Is made by a Member in good standing. The signatures of twenty-five (25) members or 1%, whichever is greater, of the membership must support motions made by Members.

Section 2. Voting: A repeal, alteration, amendment, or revision shall be put to a vote of the Board of Directors.

Section 3. Approval: These By-laws shall be repealed, altered, amended, or revised, by a vote of two-thirds (2/3) of the Chapter's Board of Directors, provided that a period of thirty (30) days elapses between the time that notice is given of the intended action and the date that a vote is taken.

Section 4. Notification: Any notification to repeal, alter, amend, or revise these By-laws shall be accompanied by the full text of the proposed repeal, alteration, amendment, or revision.

ARTICLE XIX Accessibility

Section 1. Availability of By-Laws: The Secretary shall be responsible for maintaining a current copy of the By-laws. Such copy shall be maintained on the Chapter's website and/or other area of equal accessibility to all Chapter Members. Additionally, the Secretary will make available a hard copy of the current By-laws at each Board meeting. Where a hard copy may prove impractical to provide at a Board

meeting, an electronic copy of the By-laws shall be available for the immediate viewing and reference of any and all Board Members so requesting.

Additionally, to the extent that they are available, it is the responsibility of the Secretary to insure that all past copies of Chapter By-laws shall be archived on the Chapter's website or other suitable media accessible to the Board. However, to avoid confusion, not in an area accessible to the public and/or in such other place that is equally accessible to all Chapter Members.

Section 2. Availability of Standard Operating Procedures: Standard Operating Procedures shall be maintained separately from the By-laws under the direction of and by the Secretary and shall be maintained on the Chapter's website and/or other area of equal accessibility to all Chapter Board Members. Additionally, the Secretary will provide, at each Board meeting, an electronic copy of the Standard Operating Procedures available for the immediate viewing and reference of all Board Members so requesting. Adopted: September 3, 1969

Amended: December 1969
June 1997
November 1971
July 1972
August 1976
October 1981
February 1987
June 1989
June 1992

Revised: June 1994
July 1999
October 2002
October 2006
November 2010
June 2011
December 2012

We, the existing Board of Directors of the Chapter have caused these By-laws to be revised and amended on this fourth (4th) day of December, 2012.

Board of Directors

- _____.
- _____.
- _____.
- _____.
- _____.
- _____.
- _____.