



**ASCM TORONTO CHAPTER  
BYLAWS**

ASCM Toronto Chapter  
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Other than as specified herein, all terms contained in this By-law that are defined in the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, C. 15 (the "**Act**") shall have the meanings given to such terms in the Act.

**Article I      NAME**

1. ASCM Toronto Chapter (the "**Organization**") shall be named the ASCM Toronto Chapter. unless and until otherwise changed in accordance with the Act.

**Article II      PURPOSES**

**The purposes of the Organization are:**

1. To support furthering the knowledge of members and non-members in the philosophy, practices and techniques of resource management, including but not limited to supply chain management, operations management, performance management, logistics, and transportation;
2. To provide industry-leading APICS certifications, credentials, and designations delivered through education offerings; and
3. To provide on-going professional development opportunities to members and non-members.

**Article III      BY-LAW**

1. Subject to the Act and this By-law, the Organization and its operations shall be subject to the governing rules of the Organization.
2. Subject to the Act and the Organization's Articles (the "**Articles**"), amendments to this By-Law may be approved and ratified by an affirmative vote of at least two-thirds of the members of the Organization (the "**Members**") present and participating at a General or Special Meeting.

3. Subject to the Act, the Organization's Articles and this By-law, the Organization's Board of Directors (the "**Board**") may make, amend and repeal any by-law, including this By-Law, that regulates the activities/affairs of the organization, such change to take effect immediately but requiring ratification by the Members per Section 2.
4. Subject to the Act and the Organization's Articles, the following amendments to this By-Law shall not take effect unless and until there is an affirmative vote of the Members per Section 2.
  - (a) adding, changing or removing a provision respecting the transfer of a membership;
  - (b) changing the manner of giving notice to Members entitled to vote at a meeting of Members; and
  - (c) changing the method of voting by Members not in attendance at a meeting of the Members.

#### **Article IV      MEMBERSHIP**

1. Subject to the Act, the Articles and this By-Law, membership in the Organization is and shall be open to business entities and individual professionals from around the world who are committed to building excellence in supply chain performance and who meet eligibility criteria established from time to time by the Board.
  - Professional
  - Student
  - Recent Graduates
  - Academic
  - Federal Employee
  - Active Duty Military or Veteran
  - Unemployed
  - Corporate

The most recent and complete listing of the Members shall be made available at [www.ascm.org](http://www.ascm.org).

2. Membership rights include, but are not limited to the following:
  - The right to nominate and vote at the Annual General Meeting to select the members of the Board.
  - Any Member may attend any function of the Organization, and may attend the annual Organization conference.
  - The right to receive all Organization corporate and local publications.
  - A Member can resign at any time, but is not entitled to a refund of dues.
3. The Board may suspend or expel any Member for just cause, provided that the offending Member shall first be given an opportunity to explain their actions to the Board. The name of an expelled Member shall be removed from the membership roll and shall not be considered eligible for re-application of membership for a period of at least two (2) years.



## **Article V            DUES**

1. Dues are payable annually on the anniversary date of a Member(s) joining the Organization, directly to the Organization's registered office.

## **Article VI            BOARD OF DIRECTORS**

1. Subject to Act, the Articles and this By-Law, the affairs of the Organization shall be managed and conducted by the Board.
2. The Board of Directors shall consist of **at least six (6) elected members**, who shall hold office for a period of two (2) years. This may be extended to a maximum of three (3) years, in the event of unusual circumstances warranting this situation.
3. All members of the Board of Directors **must be Members**.
4. In the event of the resignation of a Director, the Board may fill the vacancy by appointing a member to serve the unexpired term of the resigned Director and appoint them as a Director (Elect) with full voting privileges.
5. The Past President shall be an ex-officio member of the Board.
6. Members of the Board shall represent the Organization in a professional manner at all times. Responsibilities and duties as required by the position shall be conducted in the best interest of the Organization and should, in no manner, be construed as a conflict of interest. Any potential conflict of interest shall be communicated by the individual upon being first elected to the Board of Directors, or as the individual's circumstances change, so that an appropriate position will be recommended for appropriate guide-lines established in accordance with accepted high standards of professional conduct.

Examples of conflict of interest are:

- Direct soliciting and offering of APICS courses to the members of the Organization, without the express knowledge and consent of the Board of Directors
  - Using or committing the Organization funds and resources for unauthorized reasons
7. If in the opinion of the President and/or a member of the Board, an individual Board member is failing to fulfill his/her/their obligations, the Board may, on the affirmative vote of two-thirds of the Board of Directors, take such action as is deemed necessary to correct the situation to the extent of replacing the subject Director. The vote must take place at a meeting which is attended by a quorum consisting of at least six (6) Directors, per Article XIII.
  8. No more than two (2) Members from a single company may be elected to serve as members of the Board and the two (2) Members must not be direct or indirect subordinates of each other.



9. The Board shall consist of officers of the Organization and directors at large. Officers of the Organization shall consist of the President (Article IX) and Vice-Presidents (Article X).

#### **Article VII ELECTION OF DIRECTORS**

1. Directors and Directors-Elect shall be elected/affirmed by a majority vote of the participating Members each year at the Annual General Meeting.
2. If during the fiscal year and in advance of the Annual General Meeting, the Board deems it necessary, a member may be appointed to the Board by a two thirds majority vote of the Board provided the said Member has contributed to the Organization business and attended Board meetings on a regular basis. The appointed Director will assume office immediately and have full voting rights as a member of the Board as of the date of appointment, provided that appointment shall be subject to election and ratification by the Members at the next Annual General meeting.
3. Nominations to the Chapter Board of Directors may be proposed by any member of the Board or Member prior to the Annual General Meeting. A nominee will be considered on the following basis:
  - a. Being an existing Director (elected or appointed)
  - b. Being a Member who has contributed to the Chapter BOD business and attended BOD meetings in the current fiscal year
  - c. Being a Member who has provided a cv/resume to the BOD in the current fiscal year

The nominee must be present at the Annual General Meeting to be considered for election to the Board.

4. Newly elected Directors shall assume office immediately following the Annual General Meeting, or as agreed by the Board.
5. For the purpose of transfer of office, the newly elected Directors and the Board members shall participate in at least one (1) joint meeting before retiring members leave the Board.

#### **Article VIII ORGANIZATION**

1. The Organization's Board portfolios shall consist of the following, as a minimum:
  - Education
  - Events
  - Finance
  - Membership
  - Marketing & Communications
  - Connections

2. A Vice-President shall be appointed to represent each portfolio. A Vice-President may hold more than one portfolio.
3. Appointments to a Vice-President position should be proposed at the first Board meeting of the new program year by the President, and approved by a two-thirds majority of the Board present.
4. The next President shall be appointed by the Board from the person(s) holding the office(s) of Vice-President at a Board meeting to be held prior to the Annual General Meeting, to be ratified at that meeting.

#### **Article IX PRESIDENT / CHAIR / SECRETARY**

1. The President shall serve as the Chair and the Secretary.
2. The office of President will be for a two (2) year term, provided that it may be extended to a maximum of three (3) years in the event of unusual circumstances warranting such an extension (e.g. no suitable replacement has come forward or been nominated).
3. In determining the person to be appointed as the President, the Board shall give preference to persons who have served on more than one portfolio.
4. The newly appointment President will assume office immediately following the Annual General Meeting.
5. The Board will meet at a minimum of 4 meetings per program year. These meetings may be held in person and/or by other remote communication means.

#### **Article X VICE-PRESIDENTS**

1. Vice-Presidents shall be nominated and appointed from within the Board per Article VIII.
2. In the event of a deadlock in the appointment of an officer to the position of Vice-President, the ultimate decision will be made by the then sitting President.

#### **Article XI CHAPTER MANAGEMENT**

1. The Organization shall operate within the requirements of the ASCM.
2. The role of the Board is to conduct the affairs of the Organization in such a way as to promote and facilitate the service given by the Organization to Members and non-members.
3. To function effectively, the Board of Directors is required to:

- State the annual goals of the Organization in explicit terms and assign the attainment of these goals, or specific parts of them, to individual Officers.
  - Develop a program in detail, for the attainment of the Organization's goals.
  - Bring down a budget of revenues and expenditures to cover all Organization and section activities.
  - Approve, or table for further explanation, regular reports of performance against plan, and of revenues and expenditures compared to budget.
  - Review and propose amendments to this By-Law as required from time to time.
  - Report, through the President, to Members on all of the above at least once a year.
4. The Board of Directors will function in the following ways:
- As policy makers in their own functions.
  - As instructors, guides and supporters of section offices in their function.
  - As guardians of quality in the administration of all functions of the Organization. \
  - The Vice-Presidents will ensure that their assistants are trained in all aspects of their function, so that in the absence of the Vice-President, all functions will continue uninterrupted.

#### **Article XII AWARDS PROGRAM**

1. To encourage the active participation of membership in the Organization development and organization, an Awards program may be instituted.
2. The presentation of these awards shall be determined by the Board of Directors on the merit of applicants or nominees.
3. All awards shall be presented during the Annual General Meeting, as designated during the program year.

#### **Article XIII MEETINGS OF BOARD OF DIRECTORS**

1. The Board will meet at regularly scheduled intervals throughout the operating year.
2. A quorum for meetings of the Board shall be a minimum of six (6) or two-third (2/3) of the Board, whichever is less.
3. Any Member in good standing may attend a Board meeting remotely, but only members of the Board may vote at such a meeting.
4. Subject to the Act, minutes shall be taken at all meetings of the Board and published to all Officers prior to the next meeting of the Board.

#### **Article XIV CHAPTER MEETINGS**

1. Special meetings of the Organization may be called and held in the following manner:



- At the President's discretion
  - At the request of the Board
  - No business shall be transacted at the special meeting except the matter indicated in the notice of such meeting.
2. The Annual General Meeting of the Organization shall be held no later than June 30<sup>th</sup> of each year.
  3. The order of business at the Annual General Meeting shall be:
    - Call to order by the President.
    - Introduction of special guests.
    - Awards.
    - President's report covering business for the past year.
    - Election of Directors.
    - Ratification of Bylaw changes when required.
    - Ratification of the newly elected President to the position.
    - Appointment of Auditor for the coming year.
    - Motion of adjournment.

#### **Article XV FUNDS AND DISSOLUTION**

1. The Organization shall use its funds only to accomplish the objects and purpose specified in this By-Law and no part of said funds shall insure to be distributed to the Members.
2. On dissolution of the Organization, any funds remaining in the Organization shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization, to be selected by the Board and, to the extent possible, in furtherance of the purposes of the Organization.

#### **Article XVI FISCAL PROCEDURES**

1. **Fiscal Year:** The fiscal year shall begin on July 1<sup>st</sup> of each year, and close on June 30<sup>th</sup> of the following year.
2. **Funds and Securities:** The Vice-President of Finance shall invest and manage the funds and securities of the Organization within policies established by the Board. Subject to Section 61, all accounts and investments shall be held in the name of the Organization only, with the signatory being the Vice-President of Finance.
3. **Contracts, Letter of Intent:** All contracts, releases, agreements, letters of intent or commitments, made in the name of, or on behalf of the Organization, shall be submitted to the Board, for appropriate review and signature by duly authorized persons or person. No contract may be made which will bind the Organization for amounts in excess of those provided in the current budget for that purpose, unless approved by the Board

4. **Compensation for Expenses:** Each Board member shall receive, on the approval of the Board at its September meeting, a payment from the Organization, the amount to be determined from time to time by the Board. The purpose of such payment is to cover travel and other miscellaneous expenses incurred during the fiscal year.
5. **President's Expenses:** In order to recognize the personal commitment and level of contribution required by the position of President, the following expenditures relating to the office of President, shall be borne by the Organization:
  - Annual membership fees if not covered by the current employer
  - Reasonable costs for attending the Corporation's annual conference

These expenditures may be reviewed by the Board at its September meeting.

6. **Signing Authorities:** Signing authorities and limits may be assigned at the discretion of the Board. Signing authorities must be documented by way of financial policy, and reviewed and approved by the Board at its September meeting.
7. **Audit:** At each Annual General Meeting, the Members shall vote to approve the appointment of a recognized accountant, recommended by the Board, to audit the financial records and accounts of the Organization, who shall present a report thereon. It is recommended that an audit be conducted every two years. The Board may choose to conduct a Notice of Reader or a Review in any year to be conducted by the appointed accountant.

#### **Article XVII      LIMITATION ON LIABILITIES**

1. Nothing herein shall constitute the Members as partners for any purpose.
2. No Member, officer, agent, or employee of the Organization shall be liable for the acts or failure to act on the part of any other Member, officer, agent, or employee, be liable for their acts or failure to act under this By-Law, excepting only acts or omissions to act, arising out of his or her willful malfeasance.

#### **Article XVIII      DIRECTORS LIABILITY**

1. To the extent permitted by law, each Director and the heirs, executors, and administrators of such Director shall be indemnified by the Organization against expenses. Such expenses shall include attorney's fees reasonably incurred by such Director in connection with any claims, action suit, or proceeding to which such Director may be made a party by reason of being or having been, a Director, including any judgment rendered against him or her, and any amount paid by him or her



in reasonable settlement of such claim, action, suit or proceeding. The aforementioned provisions for reimbursement shall not have effect, if the Director is suing the Organization.

**Article XVIII      EFFECTIVE DATE**

1. Subject to its being confirmed by the shareholders, this by-law shall come into force when enacted by the board, subject to the provisions of the Act.

**ENACTED** by all the Directors in accordance with the Act as of the 19<sup>th</sup> day of June, 2025.

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▶, *Director*

**CONFIRMED** by all of the participating members of ASCM Toronto Chapter in accordance with the Act as of the 19<sup>th</sup> day of June, 2025.

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▶, *Secretary*

Revised June 2025