

**APICS TORONTO CHAPTER INC.  
BYLAWS**

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**Article I            NAME**

1.        The organization shall be named the APICS Toronto Chapter Inc.
2.        The APICS Toronto Chapter Inc., hereinafter called the Toronto Chapter, was chartered as authorized by Bylaw V1, Section A and B of the Bylaws of APICS Canadian District.
3.        APICS Toronto Chapter Inc. operates within the requirements of the APICS Chapter Partner Agreement.

**Article II           PURPOSES**

**The purposes of the Toronto Chapter are:**

1.        To support furthering the knowledge of members and non-members in the philosophy, practices and techniques of resource management. Resource management covers an array of business entity functions including, supply chain management, operations management, performance management, logistics, and transportation.
2.        To support the improvement of the status of those engaged in the management of resources and work towards professional recognition through networking opportunities and CPIM, CSCP, SCOR, and CLTD designations.
3.        To provide on-going professional development opportunities to members and non-members.

### **Article III      BYLAW**

1. These articles shall be the governing rules of the Toronto Chapter.
2. Notwithstanding any provision in these articles, the Bylaws of APICS Inc. shall apply.
3. These articles are effective, having received an affirmative vote of two-thirds of the participating members present at a General Meeting.
4. These Bylaws shall be reviewed by a special committee appointed by the Board of Directors, to review and propose amendments to the Chapter Bylaws as needed. The amendments deemed necessary by the Board shall be submitted as notice in writing to the membership, at least two (2) weeks prior to any General or Special Meeting of the Toronto Chapter.
5. The affirmative vote of at least two-thirds of the participating members at the meeting is required for the adoption of any amendment.

### **Article IV      MEMBERSHIP**

1. Membership in APICS (“APICS Members”) is open to business entities and individual professionals from around the world who are committed to building excellence in supply chain performance; who meet eligibility criteria established from time to time by APICS.

- Professional
- Young Professional
- International Professional
- Enterprise Professional
- Academic Professional
- Student
- Corporate
- Retired

The most recent and complete listing of all memberships are available at [www.apics.org](http://www.apics.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 of Directors.
  - Any member may attend any function of the Toronto Chapter, and may attend the annual APICS conference.
  - The right to receive all APICS corporate and local publications.
  - A member can resign at any time, but is not entitled to a refund of dues.

3. The Board of Directors may suspend or expel any member for just cause. The offending member shall first be given an opportunity to explain their actions to the Board of Directors. 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 years.

**Article V DUES**

1. Dues are payable annually on the anniversary date of a member(s) joining APICS directly to the Corporate office.

**Article VI BOARD OF DIRECTORS**

1. The affairs of the Toronto Chapter shall be managed and conducted by a Board of Directors.
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 of APICS**.
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 of Directors.
6. Members of the Board of Directors shall represent the APICS Toronto Chapter Inc. in a professional manner at all times. Responsibilities and duties as required by the position shall be conducted in the best interest of the Toronto Chapter 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 individuals 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 Toronto Chapter, without the express knowledge and consent of the Board of Directors
  - Using or committing the Toronto Chapter funds and resources for unauthorized reasons
7. If in the opinion of the President and/or member of the Board of Directors, an individual Board member is failing to fulfill his or her obligations, the Board of Directors 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 subjected Director. The vote must take place at a meeting, which is attended by a quorum consisting of six (6) Directors, per Article XIII.

8. No more than two (2) members from a company may be elected to serve as Board of Directors. The two (2) members must not be direct or indirect subordinates of each other.
9. The Board of Directors shall consist of officers of the Toronto Chapter, and directors at large. Officers of the Toronto Chapter 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 Chapter BOD deems it necessary a BOD volunteer may be elected as a Director (Elect) during the Chapter fiscal year if the volunteer has contributed to the Chapter business and attended BOD meetings on a regular basis. The Director (Elect) will be elected by a two thirds majority vote of the Board of Directors and assume office immediately. The Director (Elect) will have full voting rights on Chapter matters. The Director (Elect) will be affirmed as a full Director and voted upon by the membership at the Annual General meeting.
3. Nominations to the Chapter Board of Directors may be proposed by any member of the Board of Directors or Toronto Chapter member prior to the annual general meeting. A nominee will be considered on the following basis:
  - i) Being an existing Director (Elect)
  - ii) Being a Chapter Volunteer who has contributed to the Chapter BOD business and attended BOD meetings in the current fiscal year.
  - iii) Being a Chapter 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.

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

**Article VIII ORGANIZATION**

1. The Toronto Chapter shall consist of the following portfolios, as a minimum:
  - Education
  - Events (Programs)
  - Finance
  - Membership
  - Marketing
  - Communications
2. A Vice-President shall be appointed to represent each portfolio. A Vice-President may hold more than one portfolio.
3. Appointments to the Vice-President position should be proposed at the first Board meeting of the new program year by the President, and approved by a majority vote (two-thirds) of the Board of Directors present.
4. The President shall be elected by the Board of Directors from the offices of Vice-President at a Board of Directors meeting to be held prior to the Annual General Meeting, to be ratified at that meeting.

**Article IX CHAPTER PRESIDENT**

1. The office of President will be for a two (2) year term. This may be extended to a maximum of three (3) years, in the event of unusual circumstances warranting this situation. An example of this would be the situation where no suitable replacement has come forward or been nominated.
2. It is the intention of the Board of Directors to elect the President from the position of Vice-President, and this individual would ideally have served on more than one portfolio.
3. The President will assume office immediately following the Annual General Meeting.

**Article X CHAPTER VICE-PRESIDENT**

1. The Board of Directors will meet at a minimum of 4 meetings per program year. These meetings may be held in person or by other virtual communication means.
2. The Vice-President shall be nominated from the offices of Director, per Article VIII.
3. In the event of a deadlock in the nomination of an officer to the position of Vice-President, the ultimate decision will be made by the President.

**Article XI      CHAPTER MANAGEMENT**

1. The role of the Board of Directors is to conduct the affairs of the Toronto Chapter in such a way as to promote and facilitate the service given to members and non-members.
2. To function effectively, the Board of Directors is required to:
  - State the annual goals of the Toronto Chapter 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 Toronto Chapter goals.
  - Bring down a budget of revenues and expenditures to cover all Toronto Chapter 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 the Toronto Chapter Bylaws as required from time to time.
  - Report, through the President, to members on all of the above at least once a year.

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 Toronto Chapter.
- 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 Toronto Chapter 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 of Directors will meet at regularly scheduled intervals throughout the operating year.
2. A quorum for meetings of the Board of Directors shall be a minimum of six (6) or 2/3 of the Board of Directors, whichever is less.
3. Any Toronto Chapter member in good standing may attend a Board of Director's meeting, but only members of the Board may vote.
4. Minutes shall be taken at all meetings and published to all officers prior to the next meeting.

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

1. Special meetings of the Toronto Chapter may be called in the following manner:
  - At the President's discretion
  - At the request of the Board of Directors
  - 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 Toronto Chapter 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 DISSOLUTION**

1. The Toronto chapter shall use its funds only to accomplish the objects and purpose specified in these Bylaws and no part of said funds shall insure to be distributed to the members of the Chapter.

2. On dissolution of the Toronto Chapter, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization, to be selected by the Board of Directors.

**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 Toronto Chapter, within policies established by the Chapter Board of Directors.

All investments of the Toronto Chapter monies shall be made in the name of the APICS Toronto Chapter Inc., by way of joint and several accounts in the name of both the Chapter President and 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 Toronto Chapter, shall be submitted to the Board of Directors, for appropriate review and signature by duly authorized persons or person.
- No contract may be made which will bind the Toronto Chapter for amounts in excess of those provided in the current budget for that purpose, unless approved by the Board of Directors.

4. Compensation for Expenses:

Each Board member shall receive, on the approval of the Board of Directors at their September meeting, a payment from the Toronto Chapter, the amount to be determined from time to time, per Board of Directors meeting attended. The purpose 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 Toronto Chapter:



- Annual membership fees if not covered by the current employer
- Reasonable costs for attending the annual APICS conference

These expenditures may be reviewed at the Board of Directors meeting in September of the new fiscal year.

6. Signing Officers:

- Signing authorities and limits may be assigned at the discretion of the Board of Directors.
- However, the signing authorities must be documented by way of financial policy, and reviewed and approved by the Board of Directors at their September meeting.

7. Audit:

The membership at each Annual General Meeting shall approve the appointment of a recognized accountant, recommended by the Board of Directors, to audit the financial records and accounts of the Chapter, who shall present a report thereon. It is recommended that an audit be conducted every two years. The Board of Directors 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 members of the Toronto Chapter as partners for any purpose.
2. No member, officer, agent, or employee of the Toronto Chapter 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 the Bylaw, excepting only acts or omissions to act, arising out of his or her willful malfeasance.

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

To the extent permitted by law, each Director and the Heirs, Executors, and Administrators of such Director shall be indemnified by the APICS Toronto Chapter Inc. against expenses.

These expenses to 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 afore-mentioned provisions for reimbursement shall not have effect, if the Director is suing the APICS Toronto Chapter Inc.

8<sup>th</sup> Revision: June 2019

7<sup>th</sup> Revision: June 2018

6<sup>th</sup> Revision: June 2016

5<sup>th</sup> Revision: June 2012

4<sup>th</sup> Revision: June 2009

3<sup>rd</sup> Revision: May 2005

2<sup>nd</sup> Revision: May 2003

1<sup>st</sup> Revision: July 1999