

Motion Submission Form

Item # 101103

DATE: October 21, 2011
TO: APICS Board of Directors
FROM: Governance Committee
SUBJECT: APICS Bylaws Revision
PURPOSE: *The purpose of these changes to the APICS Bylaws is to ensure that APICS governance is aligned to the strategic directions of the organization and extend our ability to call qualified leaders from around the world.*

RATIONALE:

Article IV. MEMBERSHIP (page 3)

- This section change reclassifies International e-Members and International Joint Members as regular voting members. An eligibility requirement to serve on the Board is that individuals be “voting members of APICS in good standing.”

Article IX. LEADERSHIP TEAM (page 3)

- This section change is being proposed to correct an error on the authority of the Leadership Team.

Article X. OFFICERS (page 4)

- The additions and changes to this section are being proposed for consistency purposes. The current Bylaws combine Officers with the Directors; the proposed changes separate the two but indicate the same procedure currently in place for Director vacancies in Article XI Section B.5 (page 4).

Article XI. DIRECTORS (pages 4-7)

- A. Composition: The additions and changes to this section are being proposed to incorporate the governance changes approved at the July Board meeting which include the minimum and maximum number of various Directors.
- B. Election of District Directors: Additions and changes to this section are being proposed to include the new District Director nominations process as approved at the July Board meeting.
- C. Directors-at-Large: The additions and changes to this section are being proposed for consistency purposes and for compliance with the new terms agreed upon at the July Board meeting. The proposed changes correspond with the current removal procedures for Director vacancies in Article XI Section B.5 (page 4). Additional proposed changes in this section include new Director-at-Large terms approved at the July Board meeting, from a 1 year term, renewable once to a 1 year term with an option to renew twice.

Article XIII. ELECTION OF OFFICERS (page 7)

- Changes to this section are proposed to align the committee structure with the changes approved at the July Board meeting. The proposed change distinguishes the two current nominating committees, and changes the current Nominating Committee name to Officer Nominating Committee. This committee is responsible for nominating a slate of candidates for Officer positions.

Article XVI B. COMMITTEE STRUCTURE (page 8)

- Proposed changes to this section reflect the committee name changes, distinguishing the Officer Nominating Committee from the Director Nominating Committee.

Article XVIII B. PARLIAMENTARY AUTHORITY (page 9)

- Proposed changes to this section reflect the committee name changes, distinguishing the Officer Nominating Committee from the Director Nominating Committee.

Article XIX B. AMENDMENT TO BYLAWS (page 9)

- The changes to this section are being proposed to incorporate the governance changes approved at the July Board. The proposed change replaces “chapter presidents” with “partner leaders” which includes North American Chapters as well as International Affiliates.

PROPOSED CHANGES:

Be it moved that APICS Bylaws be amended to include the following:

ARTICLE IV. MEMBERSHIP

A. Membership Eligibility: APICS membership is open to professionals from around the globe who are committed to building excellence in operations management; who meet eligibility criteria established by the Board of Directors as defined in the APICS Board Operating Procedures Manual.

B. Voting Membership. Regular voting membership classes are limited to qualified individuals who pay applicable dues established by the Board of Directors and meet the criteria for one of the following classes of regular voting membership:

1. Professional
2. Life Member
3. Honorary Member
4. Honorary Chapter Member
5. Retired Member
6. Academic Member
7. Enterprise Member
 - a. Enterprise Professional Member
 - b. Enterprise Professional e-Member
8. International Members-at-Large
9. International e-Member
10. International Joint Member

C. Non-Voting Memberships. The Board of Directors may establish other membership classes that have no vote and that are ineligible to serve as Directors or officers. The classes of non-voting membership are:

1. Student Associate Member
2. Young Professional e-Member
- ~~3. International e-Member~~
- ~~4. International Joint Member~~

ARTICLE IX. LEADERSHIP TEAM

C. Authority of the Leadership Team

1. The leadership team is authorized to act on behalf of the Board in handling the time-sensitive, highly confidential interim affairs of APICS that ~~do not~~ require Board approval.

Examples of such items would be time-sensitive, highly confidential items such as staff issues, ethical issues (after review by the Ethics Committee), or other matters under advisement of legal counsel. Financial expenditures are limited by the Board policies and Board procedures.

ARTICLE X. OFFICERS

- A. The officers of APICS shall be as follows: chair of the Board; chair-elect of the Board; secretary-treasurer; and, ex-officio without vote, the chief executive officer. The officers shall serve as directors on the Board of Directors.
- B. The term of office for the officers shall be one fiscal year following their election.
 - 1. In the event an ~~incumbent officer~~ resigns an office, the term of the ~~incumbent officer~~ shall cease on the day of resignation, at which time the ~~incumbent officer~~ shall relinquish all authority and responsibilities. A resignation after a partial term shall count as a full term of office.
 - 2. ~~At a regular or special meeting of the Board, an officer may be removed for cause, or without cause, by a two-thirds vote of the entire Board.~~
 - 3. ~~A vote for removal for cause shall not be taken until after the officer has been given advance written notice of the reasons for removal and an opportunity to be present and heard at the Board meeting at which such matter shall be considered.~~
 - 4. In the event an ~~incumbent officer~~ is removed by the Board, the ~~incumbent's officer's~~ term shall cease immediately along with all privileges and responsibilities.
 - 5. In the event an individual is appointed to fill a partial term of less than one year, that partial term shall not count as a full term of office.
- C. No individual shall hold more than one office at any given time with the exception of the temporary (60-day) period when the Secretary-Treasurer has temporarily assumed the office of chair-elect.

ARTICLE XI. DIRECTORS

- A. Composition
 - 1. ~~Each district shall elect an individual to serve as a director of the APICS Board of Directors.~~ The APICS Board of Directors shall not exceed 17 members, consisting of three officers and a combination of the following directors which shall not exceed 14 directors:

Type of Director on the Board	Minimum	Maximum
District Directors	9	11
Directors-at-Large – Corporate (transnational)	2	4
Directors-at-Large – Academic	1	3
Directors-at-Large – Other	0	2

~~2. Up to five directors at-large may be selected by the board based on special needs of the Board.~~

2. Officers are also directors.

B. Election of District Directors

1. Qualifications

a. Candidates must be voting members of APICS in good standing.

2. Candidates

a. Candidates for district director positions shall be nominated by their respective District Nominating Committee and ~~elected by the chapter presidents of their respective districts submitted to the Director Nominating Committee.~~

b. There will be no limit to the number of qualified candidates a district can nominate.

c. No more than 2 district directors may be selected to serve on the Board simultaneously from any one district.

3. ~~Elections Office(s)~~ Contested Position(s)

a. ~~Additional district director applicants may also seek to be considered by the District Nominating Committee.~~

b. Any person who meets the Director qualifications may also seek to be considered by securing a written petition of one (1) percent of the voting membership of their respective District.

c. All contested ~~offices-positions~~ shall be voted on by the members eligible to vote and shall be received by an independent teller for tally.

d. Ballots for the contested position of district director shall be submitted to the members entitled to vote within the district.

e. Elections for all positions shall be by a plurality of those votes cast.

f. In the event of a tie, there shall be a runoff election.

g. Write-ins shall not be allowed.

4. Selection Process

a. Director Nominating Committee shall contact and consider all candidates submitted by the District Nominating Committees.

b. Director Nominating Committee shall be responsible for recommending candidates to serve on the APICS Board.

c. All candidates are subject to confirmation by a majority of the Board.

5. Vacancies

- a. In the event of a district director vacancy, the chair of the Board shall present to the Board a replacement based on a recommendation of the ~~district Director Nominating Committee based on candidates submitted by all District Nominating Committees~~. The appointee shall be subject to confirmation by a majority of the Board.
- b. At a regular or special meeting of the Board, a director and/or officer may be removed for cause, or without cause, by a two-thirds vote of the entire Board.
- c. A vote for removal for cause shall not be taken until after the director has been given advance written notice of the reasons for removal and an opportunity to be present and heard at the Board meeting at which such matter shall be considered.
- d. The director removed by the Board may be ~~reelected by the members and, if so reelected, resubmitted a second time by the Director Nominating Committee and if confirmed by the Board~~, may not be removed for a second time by the Board for the same incident.

6. Terms

- a. The term of office for the district directors shall be for two fiscal years following their ~~election or appointment~~. ~~selection, renewable once for 2 additional years.~~
- ~~b. The term of office for the directors at large shall be one fiscal year following their election or appointment.~~
- b. No district director shall serve more than two consecutive terms (four years) in the same position. ~~No director at large shall serve more than two consecutive terms (two years) in the same position.~~
- c Fulfilling a partial term of less than one year shall not count as a full term of office.
- d. A resignation after a partial term of more than one year shall count as a full term of office.

C. ~~Appointed Directors (At Large Directors)~~ Directors-at-Large

1. ~~At large directors~~ Directors-at-large shall be called upon to provide unique expertise, as required by the Board.
2. Qualifications
 - a. The Board shall decide what resources are required and communicate this to the Director-~~at-Large Selection~~ Nominating Committee.
 1. Each candidate must be a voting member of APICS in good standing.
3. Vacancies

- a. In the event of a director-at-large vacancy, the chair of the Board shall present to the Board a replacement based on a recommendation of the Director Nominating Committee. The appointee shall be subject to confirmation by a majority of the Board.
 - b. At a regular or special meeting of the Board, a director-at-large may be removed for cause, or without cause, by a two-thirds vote of the entire Board.
 - c. A vote for removal for cause shall not be taken until after the director-at-large has been given advance written notice of the reasons for removal and an opportunity to be present and heard at the Board meeting at which such matter shall be considered.
4. Terms
- a. The term of office for the directors-at-large shall be one fiscal year following their selection, renewable for one year twice.
 - b. No director-at-large shall serve more than three consecutive terms (three years) in the same position.

ARTICLE XIII. ELECTION OF OFFICERS

A. Qualifications

- 1. All officer candidates must be voting members of APICS.
- 2. Officer candidates must have experience in a senior management position, experience with profit/loss management, and/or cross-functional responsibility.
- 3. Candidates for chair-elect and secretary-treasurer must have served on the Board within the past five years.
- 4. Candidates for chair-elect may not have held the office of chair previously.
- 5. Candidates for secretary-treasurer may not have held that office previously.

B. Candidates

- 1. All officer candidates shall be nominated by the Officer Nominating Committee, except as noted in Article XIII.B.3.
- 2. The APICS corporate office must receive applications for APICS officer nominations from every candidate.
- 3. Additional officer applicants may also seek to be placed on the ballot.
 - a. Any person who meets the qualifications as specified in Article XIII.A. may be placed on the ballot for an officer position by securing a written petition of one (1) percent of the voting membership of APICS.
 - b. Members desiring to have their names placed on the ballot under the provisions of this subsection must submit to the APICS corporate office an application and petition forms. Such

petitions must be received by the APICS corporate office within 45 calendar days after the **Officer** Nominating Committee slate is posted.

- c. The APICS membership list, as of the end of the month preceding the **Officer** Nominating Committee meeting, shall be used to determine the members entitled to sign the petition.

C. Elections Office(s)

1. All contested offices shall be voted on by the members eligible to vote and shall be received by an independent teller for tally.
2. Elections for all offices shall be by a plurality of those votes cast.
 - a. In the event of a tie, there shall be a runoff election.
3. Write-ins shall not be allowed.
4. In the event that there are no contested offices, the slate of candidates proposed by the Nominating Committee shall serve as the officers of APICS. No ballot process is required.

D. Vacancies

1. In the event of a vacancy in the office of the chair of the Board, the chair-elect of the Board shall assume the office of the chair of the Board. If the office of chair-elect becomes vacant, the secretary-treasurer shall assume the duties of the chair-elect until the **Officer** Nominating Committee is convened to select a chair-elect candidate for election by the Board of Directors; such selection shall be accomplished within 60 days of the vacancy.
2. If the chair-elect of the Board assumes the position of chair of the Board, that person shall complete that term. That individual can then complete his or her own term.
3. In the event of a vacancy in the office of the secretary-treasurer the Leadership Team will appoint an individual to temporarily fill that seat, and the **Officer** Nominating Committee shall be convened to select a candidate for Board election to fulfill the office of the secretary-treasurer; such selection shall be accomplished within 60 days of the vacancy.

ARTICLE XVI. COMMITTEE STRUCTURE

- A. Standing committees are a core part of the overall operation of APICS and have some specific decision-making authority, as defined in the bylaws. There are two types of APICS standing committees: structural and functional.
- B. Structural committees have a broad and overarching charge that takes into consideration issues that affect the entire organization. The following shall be the standing structural committees of APICS:
 1. Audit Committee
 2. **Officer** Nominating Committee
 3. Ethics Committee
 4. District Manager Committee
 5. Strategic Direction Committee

6. Governance Committee
7. Finance Committee
8. Collaboration Committee
9. Rules and Procedures Committee
10. Director-~~at-Large-Selection~~ Nominating Committee

ARTICLE XVIII. PARLIAMENTARY AUTHORITY

- A. Unless otherwise specified by the chair, Robert's Rules of Order, revised, shall determine the conduct of business in all meetings of APICS and of its governing bodies and committees, except where these rules would be inconsistent with the APICS Articles of Incorporation or the APICS Bylaws.
- B. There shall be no APICS meetings closed to the membership, with the exception of the following:
 1. Certification Committee, when discussing issues relating to the integrity and security of the testing process
 2. **Officer** Nominating Committee
 3. APICS Board of Directors and leadership team, when meeting to discuss the chief executive officer's performance and compensation
 4. APICS Board meeting, when, upon advice of legal counsel and a two-thirds affirmative vote of the Board, such closure is in the best interest of APICS given the confidential nature of the issue(s) to be discussed
 5. Ethics Committee
 6. Director-~~at-Large-Selection~~ Nominating Committee
- C. The chair of the Board may annually appoint a parliamentarian, responsible for ensuring that APICS adheres to its Bylaws and Board-adopted Policies in all deliberations and decisions. This individual will report to the Board of Directors.

ARTICLE XIX. AMENDMENT TO BYLAWS

- A. These bylaws may be repealed, replaced, or amended upon review and analysis by the Rules and Procedures Committee and by a two-thirds vote of approval by the APICS Board of Directors.
- B. Notices of proposed amendments or changes to these bylaws shall be communicated to all members of the Board and the ~~chapter presidents partner leaders~~ at least 30 days before the meetings at which such amendments or changes may be voted on.

Proposed

(to be considered at the October 21, 2011 Board meeting)

APICS BYLAWS

TABLE OF CONTENTS

ARTICLE I. NAME	1
ARTICLE II. DEFINITIONS	1
A. Board	1
B. District.....	1
C. Channel Partner.....	1
D. Policy.....	1
E. Procedure	1
F. Director	1
ARTICLE III. PURPOSES	1
ARTICLE IV. MEMBERSHIP	2
A. Membership Eligibility.....	2
B. Voting Memberships	2
C. Non-Voting Memberships	2
ARTICLE V. MEMBERSHIP MEETINGS	3
ARTICLE VI. DUES.....	3
ARTICLE VII. CHAPTERS	3
ARTICLE VIII. BOARD OF DIRECTORS	4
ARTICLE IX. LEADERSHIP TEAM	4
ARTICLE X. OFFICERS.....	5
ARTICLE XI. DIRECTORS.....	6
ARTICLE XII. DISTRICT MANAGERS	9

TABLE OF CONTENTS (Continued)

ARTICLE XIII. ELECTION OF OFFICERS	10
ARTICLE XIV. DUTIES OF OFFICERS	12
ARTICLE XV. CHIEF EXECUTIVE OFFICER	12
ARTICLE XVI. COMMITTEE STRUCTURE	13
ARTICLE XVII. INDEMNIFICATION	14
ARTICLE XVIII. PARLIAMENTARY AUTHORITY	15
ARTICLE XIX. AMENDMENT TO BYLAWS	15

ARTICLE I. NAME

The name of the corporation shall be American Production and Inventory Control Society, Inc., hereinafter referred to as “APICS.”

The association is also known as APICS The Association for Operations Management.

ARTICLE II. DEFINITIONS

The following words used in these bylaws shall have the meanings set forth in this article:

- A. Board shall mean the APICS Board of Directors.
- B. District shall mean a defined geographic area established to facilitate the administration of APICS.
- C. Channel Partner shall mean an organization (e.g. Chapter, International Associate, and Authorized Education Provider) authorized to represent APICS in providing membership, education or certification services.
- D. Policy shall mean the stated position of APICS on a particular matter.
- E. Procedure shall mean the rules adopted by APICS and approved by the APICS Board of Directors to carry out policies.
- F. Director shall mean a member of the APICS Board of Directors.

ARTICLE III. PURPOSES

APICS is organized and shall be operated for the following purposes:

- A. To foster and maintain high standards in the field of operations management.
- B. To provide a means of mutual exchange of problems and ideas in the field of operations management.
- C. To promote educational programs.
- D. To inform members and interested nonmembers of techniques and systems in the field of operations management.
- E. To establish an awareness and recognition among leaders of industry in the field of operations management.

ARTICLE IV. MEMBERSHIP

A. Membership Eligibility: APICS membership is open to professionals from around the globe who are committed to building excellence in operations management; who meet eligibility criteria established by the Board of Directors as defined in the APICS Board Operating Procedures Manual.

B. Voting Membership. Regular voting membership classes are limited to qualified individuals who pay applicable dues established by the Board of Directors and meet the criteria for one of the following classes of regular voting membership:

1. Professional
2. Life Member
3. Honorary Member
4. Honorary Chapter Member
5. Retired Member
6. Academic Member
7. Enterprise Member
 - a. Enterprise Professional Member
 - b. Enterprise Professional e-Member
8. International Members-at-Large
9. International e-Member
10. International Joint Member

C. Non-Voting Memberships. The Board of Directors may establish other membership classes that have no vote and that are ineligible to serve as Directors or officers. The classes of non-voting membership are:

1. Student Associate Member
2. Young Professional e-Member

ARTICLE V. MEMBERSHIP MEETINGS

- A. A regular meeting of the membership shall be held at a place and time as the Board shall decide.
- B. Special meetings of the membership may be called by the chair of the Board, by a majority of the Board, or by a written petition of not less than one-tenth of all members authorized to vote.
- C. The quorum for regular and special meetings shall be 50 members entitled to vote. If no quorum exists, the regular meeting will not be convened.

ARTICLE VI. DUES

The annual membership dues for each class and category of membership shall be set by the Board. Notification of a proposed change shall be sent to all channel partners at least 60 days in advance of the Board meeting at which such proposed change may be voted on.

ARTICLE VII. CHAPTERS

There are two classifications of chapters, regular and student, with rights and obligations as defined in the *APICS District and Chapter Handbook*.

- A. APICS may, upon the recommendation of the appropriate district manager(s), authorize the organization of, and grant charters to, chapters. Chapters shall adopt rules that are in harmony with, and do not conflict with, the APICS Bylaws.
- B. The control and management of the affairs, property, and funds of each chapter shall be vested in the officers of that chapter, who shall be voting members of APICS.
- C. Chapters cannot obligate APICS. APICS shall not be financially or otherwise responsible for the conduct or any activities of chapters.
- D. The Board may, after due process by a two-thirds vote, revoke the charter of any chapter after written notice to the district manager and chapter members so affected.

ARTICLE VIII. BOARD OF DIRECTORS

- A. The control and management of the affairs, property, and funds of APICS shall be vested in the APICS Board of Directors.
- B. The Board shall consist of the elected officers and elected and appointed directors of APICS. (Reference Articles X and XI.) The chief executive officer of APICS shall serve on the Board as an ex-officio member who cannot vote. The Board shall consist of not

more than 17 voting members. The district directors shall be the majority of the voting members of the Board.

- C. Each voting member of the Board shall have one vote.
- D. At, or before, the last Board meeting of each year, the business agenda shall include, but not be limited to, approving a budget for the ensuing year.
- E. Meetings of the Board
 1. Regular meetings of the Board shall be held not fewer than three times during each calendar year, as called by the majority of the Board.
 2. Special meetings of the Board may be called at any time by petition of the majority of the Board, the chair of the Board, or two-thirds of the voting members of the leadership team.
 3. The quorum at regular and special meetings shall consist of two-thirds of its voting members.
 4. Written notice, including the time and place of all special and regular meetings of the Board, shall be given to each member of the Board 30 days in advance of the meeting. The 30-day notice for meetings may be waived by advance consent of two-thirds of the Board to conduct urgent business.
 5. Any one or more members of the Board may participate in meetings of the Board by means of a conference telephone or similar communication equipment. Participation by such means shall constitute presence in person at a meeting.
 6. Actions requiring Board approval before the next regularly scheduled Board meeting, excluding actions to amend these bylaws, may be resolved through written consent if notification of the proposed action is given to the entire Board via mail, fax, or e-mail in a fashion by which a receipt can be confirmed (at each Board member's last known mail, fax, or e-mail address on record with APICS) and written consent is received from a majority of the Board members entitled to vote. If the articles of incorporation, bylaws, or applicable law require greater than a majority vote on the matter being considered, then such greater number of the Board members entitled to vote shall be required. Board members shall be given not fewer than 10 calendar days in which to respond.
- F. All Board members must be APICS members in good standing.
- G. All Board members are restricted from holding any elected or appointed position with a channel partner, or any position that would create an inherent conflict of interest, during their tenure on the APICS Board.

ARTICLE IX. LEADERSHIP TEAM

- A. Role of the Leadership Team
 1. The leadership team shall select the chief executive officer.

2. The leadership team shall establish compensation and terms of employment for the chief executive officer.
 3. The chair of the Board and the chair-elect of the Board shall communicate both the performance evaluation results and the compensation to the chief executive officer.
 4. The leadership team shall coordinate the work of the Board, committees, and work groups to ensure that work charges are fulfilled and monitor interfaces among committees and work groups and among committees, work groups, and the Board.
- B. Composition of the Leadership Team
1. The leadership team shall be composed of the chair of the Board, chair-elect of the Board, secretary-treasurer, and two other directors from the Board (selected by the Board). The chief executive officer shall be an ex-officio, nonvoting member of the leadership team.
- C. Authority of the Leadership Team
1. The leadership team is authorized to act on behalf of the Board in handling the time-sensitive, highly confidential interim affairs of APICS that require Board approval. Examples of such items would be time-sensitive, highly confidential items such as staff issues, ethical issues (after review by the Ethics Committee), or other matters under advisement of legal counsel. Financial expenditures are limited by the Board policies and Board procedures.
 2. The leadership team does not have the power or authority to revise any action taken by the Board.
- D. Meetings of the Leadership Team
1. The chair of the Board shall call meetings of the leadership team as the business of APICS shall require.
 2. The quorum for a meeting of the leadership team shall be a majority of the voting members of the team.

ARTICLE X. OFFICERS

- A. The officers of APICS shall be as follows: chair of the Board; chair-elect of the Board; secretary-treasurer; and, ex-officio without vote, the chief executive officer. The officers shall serve as directors on the Board of Directors.
- B. The term of office for the officers shall be one fiscal year following their election.
1. In the event an officer resigns an office, the term of the officer shall cease on the day of resignation, at which time the officer shall relinquish all authority and responsibilities. A resignation after a partial term shall count as a full term of office.
 2. At a regular or special meeting of the Board, an officer may be removed for cause, or without cause, by a two-thirds vote of the entire Board.

3. A vote for removal for cause shall not be taken until after the officer has been given advance written notice of the reasons for removal and an opportunity to be present and heard at the Board meeting at which such matter shall be considered.
 4. In the event an officer is removed by the Board, the officer's term shall cease immediately along with all privileges and responsibilities.
 5. In the event an individual is appointed to fill a partial term of less than one year, that partial term shall not count as a full term of office.
- C. No individual shall hold more than one office at any given time with the exception of the temporary (60-day) period when the Secretary-Treasurer has temporarily assumed the office of chair-elect.

ARTICLE XI. DIRECTORS

A. Composition

1. The APICS Board of Directors shall not exceed 17 members, consisting of three officers and a combination of the following directors which shall not exceed 14 directors:

Type of Director on the Board	Minimum	Maximum
District Directors	9	11
Directors-at-Large – Corporate (transnational)	2	4
Directors-at-Large – Academic	1	3
Directors-at-Large – Other	0	2

2. Officers are also directors.

B. Election of District Directors

1. Qualifications
 - a. Candidates must be voting members of APICS in good standing.
2. Candidates
 - a. Candidates for district director positions shall be nominated by their respective District Nominating Committee and submitted to the Director Nominating Committee.
 - b. There will be no limit to the number of qualified candidates a district can nominate.

- c. No more than 2 district directors may be selected to serve on the Board simultaneously from any one district.

3. Contested Position(s)

- a. Additional district director applicants may also seek to be considered by the Director Nominating Committee.
- b. Any person who meets the Director qualifications may also seek to be considered by the by securing a written petition of one (1) percent of the voting membership of their respective District.
- c. All contested positions shall be voted on by the members eligible to vote and shall be received by an independent teller for tally.
- d. Ballots for the contested position of district director shall be submitted to the members entitled to vote within the district.
- e. Elections for all positions shall be by a plurality of those votes cast.
- f. In the event of a tie, there shall be a runoff election.
- g. Write-ins shall not be allowed.

4. Selection Process

- a. Director Nominating Committee shall contact and consider all candidates submitted by the District Nominating Committees.
- b. Director Nominating Committee shall be responsible for recommending candidates to serve on the APICS Board.
- c. All candidates are subject to confirmation by a majority of the Board.

5. Vacancies

- a. In the event of a district director vacancy, the chair of the Board shall present to the Board a replacement based on a recommendation of the Director Nominating Committee. The appointee shall be subject to confirmation by a majority of the Board.
- b. At a regular or special meeting of the Board, a director and/or officer may be removed for cause, or without cause, by a two-thirds vote of the entire Board.
- c. A vote for removal for cause shall not be taken until after the director has been given advance written notice of the reasons for removal and an opportunity to be present and heard at the Board meeting at which such matter shall be considered.
- d. The director removed by the Board may be resubmitted a second time by the Director Nominating Committee and if confirmed by the Board, may not be removed for a second time by the Board for the same incident.

6. Terms

- a. The term of office for the district directors shall be for two fiscal years following their selection, renewable once for 2 additional years.
- b. No district director shall serve more than two consecutive terms (four years) in the same position. c. Fulfilling a partial term of less than one year shall not count as a full term of office.
- d. A resignation after a partial term of more than one year shall count as a full term of office.

C. Directors-at-Large

1. Directors-at-large shall be called upon to provide unique expertise, as required by the Board.
2. Qualifications
 - a. The Board shall decide what resources are required and communicate this to the Director Nominating Committee.
 1. Each candidate must be a voting member of APICS in good standing.
3. Vacancies
 - a. In the event of a director-at-large vacancy, the chair of the Board shall present to the Board a replacement based on a recommendation of the Director Nominating Committee. The appointee shall be subject to confirmation by a majority of the Board.
 - b. At a regular or special meeting of the Board, a director-at-large may be removed for cause, or without cause, by a two-thirds vote of the entire Board.
 - c. A vote for removal for cause shall not be taken until after the director-at-large has been given advance written notice of the reasons for removal and an opportunity to be present and heard at the Board meeting at which such matter shall be considered.
4. Terms
 - a. The term of office for the directors-at-large shall be one fiscal year following their selection, renewable for one year twice.
 - b. No director-at-large shall serve more than three consecutive terms (three years) in the same position.

ARTICLE XII. DISTRICT MANAGERS

A. Election or Appointment

1. Each district shall elect an individual to serve as a manager of all district activities.

B. Terms

1. The term of office for the district managers shall be for two fiscal years following their election or appointment.

C. No district manager shall serve more than two consecutive terms (four years) in the same position.

1. Fulfilling a partial term of less than one year shall not count as a full term of office.
2. A resignation after a partial term of more than one year shall count as a full term of office.

D. Qualifications and Election

1. Candidates must be voting members of APICS in good standing.
2. Candidates for district manager positions shall be nominated by their respective District Nominating Committee and elected by the chapter presidents of their respective districts.
3. All contested offices shall be voted on by the members eligible to vote and shall be received by an independent teller for tally. Ballots for the contested position of district manager shall be submitted to the members entitled to vote within the district.
4. Elections for all positions shall be by a plurality of those votes cast. In the event of a tie, there shall be a runoff election.
5. Write-ins shall not be allowed.
6. All district managers are restricted from holding any elected or appointed position with a channel partner, or any position that would create an inherent conflict of interest, during their tenure as district manager.

E. Vacancies

- a. In the event of a district manager vacancy, the chair of the Board shall present to the Board a replacement who meets the qualifications based on a recommendation of the district. The appointee shall be subject to confirmation by a majority of the Board.

- F. At a regular or special meeting of the Board, a district manager may be removed for cause, or without cause, by a two-thirds vote of the entire Board.
 - 1. A vote for removal for cause shall not be taken until after the district manager has been given advance written notice of the reasons for removal and an opportunity to be present and heard at the Board meeting at which such matter shall be considered.
 - 2. The district manager removed by the Board may be reelected by the members and, if so reelected, may not be removed for a second time by the Board for the same incident.

ARTICLE XIII. ELECTION OF OFFICERS

- A. Qualifications
 - 1. All officer candidates must be voting members of APICS.
 - 2. Officer candidates must have experience in a senior management position, experience with profit/loss management, and/or cross-functional responsibility.
 - 3. Candidates for chair-elect and secretary-treasurer must have served on the Board within the past five years.
 - 4. Candidates for chair-elect may not have held the office of chair previously.
 - 5. Candidates for secretary-treasurer may not have held that office previously.
- B. Candidates
 - 1. All officer candidates shall be nominated by the Officer Nominating Committee, except as noted in Article XIII.B.3.
 - 2. The APICS corporate office must receive applications for APICS officer nominations from every candidate.
 - 3. Additional officer applicants may also seek to be placed on the ballot.
 - a. Any person who meets the qualifications as specified in Article XIII.A. may be placed on the ballot for an officer position by securing a written petition of one (1) percent of the voting membership of APICS.
 - b. Members desiring to have their names placed on the ballot under the provisions of this subsection must submit to the APICS corporate office an application and petition forms. Such petitions must be received by the APICS corporate office within 45 calendar days after the Officer Nominating Committee slate is posted.
 - c. The APICS membership list, as of the end of the month preceding the Officer Nominating Committee meeting, shall be used to determine the members entitled to sign the petition.
- C. Elections Office(s)
 - 1. All contested offices shall be voted on by the members eligible to vote and shall be received by an independent teller for tally.

2. Elections for all offices shall be by a plurality of those votes cast.
 - a. In the event of a tie, there shall be a runoff election.
 3. Write-ins shall not be allowed.
 4. In the event that there are no contested offices, the slate of candidates proposed by the Nominating Committee shall serve as the officers of APICS. No ballot process is required.
- D. Vacancies
1. In the event of a vacancy in the office of the chair of the Board, the chair-elect of the Board shall assume the office of the chair of the Board. If the office of chair-elect becomes vacant, the secretary-treasurer shall assume the duties of the chair-elect until the Officer Nominating Committee is convened to select a chair-elect candidate for election by the Board of Directors; such selection shall be accomplished within 60 days of the vacancy.
 2. If the chair-elect of the Board assumes the position of chair of the Board, that person shall complete that term. That individual can then complete his or her own term.
 3. In the event of a vacancy in the office of the secretary-treasurer the Leadership Team will appoint an individual to temporarily fill that seat, and the Officer Nominating Committee shall be convened to select a candidate for Board election to fulfill the office of the secretary-treasurer; such selection shall be accomplished within 60 days of the vacancy.

ARTICLE XIV. DUTIES OF OFFICERS

- A. The chair of the Board shall be the chief elected officer and shall preside over all annual and special meetings of the membership, the Board of directors, and the leadership team. The chair of the Board shall interpret all policies to ensure they are consistent with the intent of these bylaws.
- B. The chair-elect of the Board shall perform all the duties of the chair of the Board during the chair of the Board's absence. The chair-elect shall automatically succeed to the office of chair of the Board on January 1 of the following term.
- C. The secretary-treasurer shall be the financial officer of APICS.
 1. The secretary-treasurer shall ensure that the Board is kept apprised of APICS' financial condition on a timely basis.
 2. The secretary-treasurer shall rely upon the Audit Committee to ensure that APICS accounts are audited annually by a certified public accountant.
 3. The secretary-treasurer shall be chair of the Finance Committee.

- D. Other duties of officers may be assigned by the chair of the Board.

ARTICLE XV. CHIEF EXECUTIVE OFFICER

- A. The chief executive officer shall be directly responsible to the APICS Board of Directors.
1. The chief executive officer shall be a full-time employee of APICS.
 2. The chief executive officer may be removed, with or without cause, by the voting members of the leadership team with the approval of the Board. Removal of the chief executive officer shall not affect the contractual rights of the chief executive officer or APICS.
 3. The chief executive officer shall have full authority to establish job descriptions and hire, fire, and compensate staff employees to assist in carrying out the work of APICS within the budget approved by the Board.
 4. The chief executive officer shall serve as an ex-officio, nonvoting member on all APICS committees.

ARTICLE XVI. COMMITTEE STRUCTURE

- A. Standing committees are a core part of the overall operation of APICS and have some specific decision-making authority, as defined in the bylaws. There are two types of APICS standing committees: structural and functional.
- B. Structural committees have a broad and overarching charge that takes into consideration issues that affect the entire organization. The following shall be the standing structural committees of APICS:
1. Audit Committee
 2. Officer Nominating Committee
 3. Ethics Committee
 4. District Manager Committee
 5. Strategic Direction Committee
 6. Governance Committee
 7. Finance Committee
 8. Collaboration Committee
 9. Rules and Procedures Committee
 10. Director Nominating Committee
- C. Functional committees support specific recurring or ongoing programs or sections of APICS. While their recommendations may have profound impact on APICS, their charges are more narrowly and specifically defined. The following shall be the standing functional committees of APICS:
1. Body of Knowledge Committee
 2. Certification Committee
 3. Voice of the Customer Committee

- D. The detailed responsibilities and characteristics of the standing structural and functional committees and the selection of Chairpersons and composition and tenure of the committee members are defined in the *APICS Committee Handbook*.
- E. Committees report to the Board of Directors. Selection of committee chairs (with the exception of functional committee chairs) for the coming year will be by the chair-elect of the Board, with ratification by the Board of Directors at its first meeting each year. Committee appointees begin service in the year of the APICS Chair that appointed them. In the event of a vacancy of a chair of a standing committee, the same procedures will be employed to replace the chair as were employed originally.
- F.. The Board may appoint, from time to time, additional committees and work groups to carry out its mission.

ARTICLE XVII. INDEMNIFICATION

- A. APICS shall, to the extent authorized by law, indemnify any person who was, or is, a party to—or is threatened to be made a party to—any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director, officer, or employee of APICS or is or was serving at the request of APICS as a director, officer, trustee, employee, partner, fiduciary agent, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against liability, including reasonable expenses, attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding. Reasonable expenses incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding—pending or threatened—may be paid by APICS in advance of the final disposition of such action, suit, or proceeding as authorized by the Board, upon receipt of a written affirmation of the person's good faith belief that the person has met the appropriate standard of conduct required below and upon receipt of an undertaking by such individual to repay to APICS the amounts so paid if it is ultimately determined that indemnification of such expenses is not authorized under these bylaws. Such undertaking may be accepted without reference to the financial ability of such persons to make repayment. To the extent authorized by law, APICS may indemnify any person covered hereinabove after a determination that indemnification is permissible. However, APICS shall not indemnify any person with respect to any matter unless that person acted in good faith in the reasonable belief that the action was in, or not opposed to, the best interest of APICS; or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; or, with respect to any criminal action or proceeding, unless the person had no reasonable cause to believe the conduct was unlawful. The absence of any express provision for indemnification shall not limit the right of indemnification existing independently of this bylaw.

- B. APICS shall purchase and maintain insurance in an amount to be agreed upon as approved by the Board of Directors on an annual basis, on behalf of any person who is or was a director, officer, or employee or who—while a director, officer or employee—is or was serving at APICS' request as a director, officer, employee, trustee, partner, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or employee benefit plan against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not APICS would have the power to indemnify him or her against such liability hereunder.

ARTICLE XVIII. PARLIAMENTARY AUTHORITY

- A. Unless otherwise specified by the chair, Robert’s Rules of Order, revised, shall determine the conduct of business in all meetings of APICS and of its governing bodies and committees, except where these rules would be inconsistent with the APICS Articles of Incorporation or the APICS Bylaws.
- B. There shall be no APICS meetings closed to the membership, with the exception of the following:
 - 1. Certification Committee, when discussing issues relating to the integrity and security of the testing process
 - 2. Officer Nominating Committee
 - 3. APICS Board of Directors and leadership team, when meeting to discuss the chief executive officer’s performance and compensation
 - 4. APICS Board meeting, when, upon advice of legal counsel and a two-thirds affirmative vote of the Board, such closure is in the best interest of APICS given the confidential nature of the issue(s) to be discussed
 - 5. Ethics Committee
 - 6. Director Nominating Committee
- C. The chair of the Board may annually appoint a parliamentarian, responsible for ensuring that APICS adheres to its Bylaws and Board-adopted Policies in all deliberations and decisions. This individual will report to the Board of Directors.

ARTICLE XIX. AMENDMENT TO BYLAWS

- A. These bylaws may be repealed, replaced, or amended upon review and analysis by the Rules and Procedures Committee and by a two-thirds vote of approval by the APICS Board of Directors.
- B. Notices of proposed amendments or changes to these bylaws shall be communicated to all members of the Board and the partner leaders at least 30 days before the meetings at which such amendments or changes may be voted on.