

**APICS TORONTO CHAPTER INC.
REGION VIII OF APICS
BYLAW**

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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, is chartered as authorized by By-law VI, Section A and B of the Bylaws of APICS Region VIII.

Article II PURPOSES

The purposes of the Toronto Chapter are:

1. To further the education of members and non-members in the philosophy, practices and techniques of operations management.
2. To improve the status of those engaged in the management of resources and work towards professional recognition through networking opportunities and CPIM, CIRM and CSCP 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 Bylaw 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 Bylaw 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 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 shall be divided into five classes - professional, group or enterprise, student, honorary, and retired as defined below. Membership is offered to any person or corporation upon payment of the required membership dues.
 - Professional Membership paid by an individual person.
 - Group or Enterprise Membership - a group of members covered under the company's paid membership:
 - a) Each such company may designate five individuals as its representatives. These persons shall enjoy full membership privileges, and will receive all national and local publications.
 - b) Each such company shall be entitled to send any number of employees to any activity of the Chapter at member rates.
 - c) A member company may change any of its representatives upon giving notice in writing to the Toronto Chapter.
 - Student membership is offered to persons attending full time studies at an educational institution and in possession of a valid student card. Membership privileges will be limited and will not extend to

- voting rights. A reduced membership fee will be offered to students, as determined from time to time by the Toronto Chapter.
- Honorary memberships may be granted on an annual basis by the unanimous approval of the Board of Directors. An honorary member will have no voting rights, may not hold office in the Toronto Chapter and is not required to pay membership dues to the Toronto Chapter.
 - Retired Membership Program
If an individual is 62 or older, is retired from formal employment, and has been an APICS chapter member for a minimum of five years, that person is eligible for Retired Membership. This entitles the member to full individual benefits. Retired membership requires approval from the member's local chapter president on an annual basis.
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 national 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 least two years.

Article V DUES

1. APICS will prepare and issue invoices for dues payable by the Toronto Chapter members. The basis for invoicing will be the current Toronto Chapter membership list.

2. Dues shall be paid within sixty (60) days of the date of invoice. Delinquent members shall be dropped from the membership list.
3. Membership dues are **to be determined from time to time** by the Board of Directors.
4. Dues are payable annually on the Anniversary Date of a member(s) joining APICS.

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 three (3) years.
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.
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, so that an appropriate position will be recommended or appropriate guidelines 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 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 shall be elected by a majority vote of the participating members at the Annual General Meeting.
2. Nominations may be proposed by any member of the Board of Directors prior to the annual general meeting, or may also be made from the floor at the annual general meeting.
3. Newly elected Directors shall assume office immediately following the Annual General Meeting, or as agreed by the Board of Directors.
4. 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
 - Finance
 - Membership
 - Marketing
 - Special portfolios as deemed necessary from time to time
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 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 portfolios.
3. The President will assume office immediately following the Annual General Meeting.

Article X CHAPTER VICE-PRESIDENT

1. The office of Vice-President shall 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. The Vice-Presidents 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 Bylaw as required from time-to-time
 - Report, through the President, to members on all of the above at least once a year.
3. 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 six (6) Directors.
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 30th 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 By-law 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 Bylaw, 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 1st of each year, and close on June 30th 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 severally 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
 - 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.

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.**