

By-Laws

Proposed revisions for 2021 are highlighted in yellow below.

As of January 1, 2021, ASCM Society, as part of its 'Future Chapters Project', officially changed the designation of our local organization from 'APICS Fox Valley Chapter' to 'ASCM Fox Valley Forum'. For that reason, it is necessary for all references within these by-laws to the former 'chapter' name to be updated to refer to the new 'forum' accordingly.

Proposed change:

In all instances within these by-laws, when the word 'chapter' is used to refer to our local organization, the word 'forum' shall be used instead, with just two exceptions: The legal name of our local organization shall remain 'American Production & Inventory Control Society, Fox Valley Chapter, Inc. (FOXV),' the name under which it is incorporated as a non-stock corporation under Chapter 181 of the Wisconsin State Statutes, referenced in Article I and Article XVIII.

APICS **ASCM** Fox Valley **Chapter** **Forum**

Legal name of corporation: AMERICAN PRODUCTION & INVENTORY CONTROL SOCIETY,
FOX VALLEY CHAPTER, INC.

Note: This organization does business under the name ASCM Fox Valley Forum.

BY-LAWS

Membership Approved 4/04/2020

ARTICLE I – NAME AND AFFILIATION

The name of this organization shall be American Production & Inventory Control Society, Fox Valley Chapter, Inc. (FOXV), and is incorporated as a non-stock corporation under Chapter 181 of the Wisconsin State Statutes.

Article I: As of January 1, 2021, ASCM Society, as part of its 'Future Chapters Project', officially changed the designation of our local organization from 'APICS Fox Valley Chapter' to 'ASCM Fox Valley Forum'; however, the legal name of our local organization remains 'American Production & Inventory Control Society, Fox Valley Chapter, Inc. (FOXV),' the name under which it is incorporated as a non-stock corporation under Chapter 181 of the Wisconsin State Statutes. Article I shall be updated to clarify the relationship between the legal name of the local organization as a non-stock corporation and the 'common name' under which the local organization does business.

Proposed change:

Add the verbiage 'This organization shall do business as ASCM Fox Valley Forum.'

This organization shall do business as ASCM Fox Valley Forum.

This **chapter forum** shall be a supporting member of the Association for Supply Chain Management (ASCM) network with headquarters located in Chicago, IL.

ARTICLE II – PURPOSES

The Fox Valley Chapter Forum has been organized and shall be operated exclusively for professional and educational development purposes as set forth in Section 501 (c) (6) of the Internal Revenue Code of 1954. In furtherance of such purposes, it shall:

- A) Foster and maintain high standards in the profession of, but not limited to supply chain and integrated resource management including both business and/or service related areas of operations, materials and supply chain management programs and objectives, and to promote the recognition of this profession throughout industry.
- B) To provide opportunity for the mutual exchange of challenges and ideas related to professional areas mentioned in Article II, Section A. above, and increase awareness of the international and local capabilities of APICS / ASCM as a global educational leader across the Fox Valley Chapter's Forum's area of influence.

Article II, clause C: As of January 1, 2021, ASCM Society, as part of its 'Future Chapters Project', officially changed the responsibilities of local organizations designated as forums, so the forums may no longer offer 'macro-learning' training opportunities such as ASCM / APICS certification classes or body of knowledge training classes; but rather, forums may, at their option, refer leads for these training opportunities to designated ASCM chapter training hubs or to ASCM Society. For that reason, it is necessary to remove the references to 'local' educational programs within these by-laws.

Proposed change: Article II, clause C will be corrected to state:

Promote the ASCM/APICS "body of knowledge" through educational programs available to both members and non-members helping to increase their knowledge of specific industry techniques and programs within the profession.

- C) Promote the ASCM/APICS "body of knowledge" through local educational programs available to both members and non-members helping to increase their knowledge of specific industry techniques and programs within the profession.
- D) Ensure that Fox Valley Chapter Forum member volunteers are recognized, and rewarded for their efforts in support of meeting chapter forum objectives.

ARTICLE III – MEMBERSHIP

- A) Membership: Shall be composed primarily of persons who are engaged or interested in the field of manufacturing operations and control and/or integrated resource management and related service industries and academia objectives.
- B) Application: Application for membership is completed online at www.ASCM.org. Society mailed renewal "Application for Membership" forms should be completed and mailed to the appropriate ASCM Society address indicated on the application form and include the correct amount of dues required (NOTE: On-line payments can only be made using a credit or debit card).
- C) Classes of Membership: Classes of membership will be determined by ASCM Society. All chapter forum members in good standing with ASCM Society may vote on chapter forum business and are eligible to hold elective office on the chapter forum Board of Directors.

ARTICLE IV – CHAPTER FORUM DUES

- A) Annual dues are payable upon joining ASCM and annually thereafter on the member's anniversary date.
- B) Annual dues, including local chapter forum dues, will be determined by ASCM Headquarters.

ARTICLE V – TRANSFER OF AFFILIATION

Article V: As of January 1, 2021, ASCM Society, as part of its 'Future Chapters Project', officially changed the designations of many local organizations to 'forums', while others remain 'chapters'. ASCM members may transfer at will between ASCM partner organizations, regardless of whether those partner organizations are forums or chapters. For that reason, it is necessary to amend the verbiage in Article V to clarify members' rights to transfer among any ASCM partner organizations, whether those partner organization are chapters or forums.

Proposed change: Article V will be corrected to state:

Member transfer of affiliation from one ASCM partner to another shall be made with the approval of the partner to which the member is to be transferred. Affiliation with the original partner shall continue until transfer is completed and dues paid to the original partner shall remain with that partner.

Member transfer of affiliation from one chapter to another shall be made with the approval of the chapter to which the member is to be transferred. Affiliation with the original chapter shall continue until transfer is completed and chapter dues paid to the original chapter shall remain with that chapter. This Article will also apply to enterprise member transfers.

ARTICLE VI – TERMINATION OF MEMBERSHIP

- A) A member may resign from the chapter forum at any time by signing his/her intentions in writing to the Fox Valley Chapter Forum Recording Secretary. Refund of dues will not be made.
- B.) It is the responsibility of the member to renew annual membership through the ASCM International Society. If membership dues remain unpaid, ASCM International Society removes the delinquent member's name from the membership rolls. The chapter forum VP of Membership will notify the delinquent member of his/her suspended status. . Membership will be restored by ASCM International Society upon full payment of dues. Members whose names are removed from ASCM International Society membership rolls will not be eligible to vote on chapter forum business nor hold chapter forum office unless reinstated by ASCM International Society as previously outlined in this Section.
- C) The application of reinstatement by any member who has been dropped for non-payment of dues shall be considered in the same manner as the application for a new member.
- D) Membership may be terminated upon a simple majority vote of the Fox Valley Chapter Forum Board of Directors (BOD) for conduct unbecoming of a member, after that member has been notified in writing of the charges and been given ample opportunity to defend themselves of those charges. Said member shall have 60 days within which to respond in writing to

the chapter forum President regarding the charges. A suspended member shall have inactive status until reinstatement by the Fox Valley Chapter Forum BOD. Reinstatement may not be considered until the end of that respective chapter forum member year. The name of an expelled member shall be stricken from the membership roll. No pro rata refund of dues shall be awarded to members who are dropped.

ARTICLE VII – LIABILITY AND INDEBTEDNESS

No members shall become liable to the Fox Valley Chapter Forum, nor become liable on behalf of the chapter forum for any monies other than annual dues, as a result of being a member with the exception of the following:

- A) Failure to attend a chapter forum event they registered to attend that has registration costs without notifying a board member 24 hours before the event.
- B) Member will be responsible to pay for any NSF Charges incurred by the Fox Valley Chapter Forum if the check the member used for payment for an event is returned Non Sufficient Funds (NSF).

Financial obligations due the chapter forum by any member shall be on a payable-in-advance basis. This Article has no bearing on the type of financial and business obligations made on behalf of the chapter forum and referred to in Article XI.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the Fox Valley Chapter Forum shall be July 1st to June 30th of each calendar year.

ARTICLE IX – MEMBERSHIP MEETINGS

The meetings of the Fox Valley Chapter Forum shall be initiated as prescribed in the following:

- A) Regular Professional Development (PDM) meetings of the chapter forum shall be held at a time and place as determined by the VP of Logistics or designee and approved by the BOD. A minimum of 3 PDMs shall be held each fiscal year.
- B) The President under advisement of the Officers of the Board shall determine monthly BOD meetings and meeting locations. Other special BOD meetings may be called by the President or by two or more BOD members. Notice of such meetings shall be sent to each BOD member in time to be received at least five days prior to the meeting. Electronic notification is allowed if verification of receipt by each elected BOD member is required and received.
- C) Unless otherwise designated by the BOD, the April meeting shall be the annual meeting for reports from all board of directors members and officers and committee chairpersons prior to the annual election. The President will coordinate these reports to ensure adequate coverage of activities and for brevity.
- D) Special meetings may be called by the President, by the majority of the BOD, or by written petition of one-fourth of the members authorized to vote. Only such business may be conducted at special meetings as is specified in the special meeting call to notice. Such special meetings may not replace regular meetings except where specifically provided for in these By-laws.

E) Notice of all regular and special meetings shall be made to the membership at least seven days prior to the meeting. Such notice shall state the purpose of the meeting as well as the time and place of the meeting. The chapter forum newsletter and website may be used to issue such notices.

F) All chapter forum members who attend a regular or special meeting of the Fox Valley Chapter Forum, either in person or by written proxy, shall constitute a quorum capable of transacting all business brought before the meeting, provided due notice has been made under Section E of this Article.

G) Any member failing to attend a meeting, either in person or by submitting a written proxy, shall be considered to have waived the right to participate in the transaction of business and, thereby, to have consented to and, thus ratified such action(s) taken by the majority of those present, either in person or by written proxy.

H) Except as provided in Article XI, a majority vote of the membership present at the meeting, in person or by written proxy, shall govern in all matters properly introduced during the meeting, except that, should a financial obligation on the part of the Fox Valley Chapter Forum be authorized or created, the provision against personal liability (Article VII) shall be made a written part of the obligation instrument.

I) Proxies shall be received at the chapter's forum's headquarters or other announced location for verification and recording at least seven days prior to the hour of the meeting, in which the proxies apply, and the President (or designee) shall determine the validity of such proxies subject to the right of appeal to the BOD.

J) Absentees desiring consideration of matters at a chapter forum meeting shall submit such matters in writing to the President at least ten days prior to the meeting date.

K) Except as provided in Article IX, Section F, the presence of at least one-half of all elected BOD members shall constitute a quorum for the transaction of business. Minutes shall be kept of all BOD meetings.

L) Except as provided otherwise in these By-laws, electronic voting and chapter forum business is allowed if verification of receipt by each elected BOD member is received according to the requirements set forth at the beginning of this Section.

ARTICLE X – ANNUAL TRANSITION MEETING

As soon as practicable after adjournment of the regular April Professional Development Meeting (PDM), the incoming President shall call a meeting (Transition Meeting) of the newly elected BOD to plan the chapter's forum's activities and to set the foundation to begin the budgeting process for the next program year. The meeting should occur prior to the end of the chapter's forum's fiscal year at the end of June.

ARTICLE XI – GOVERNMENT

The control and management of affairs, property and fund of the chapter forum shall be vested in the Board of Directors. All questions coming before the chapter forum, its duly authorized governing body and committees, shall be decided by a majority vote of the votes cast unless otherwise specifically provided for in these By-laws.

ARTICLE XII – NOMINATION AND ELECTION OF BOARD OF DIRECTORS

- A) Members of the Fox Valley ~~Chapter~~ Forum BOD shall, at a minimum, be duly elected or appointed from the membership as defined in Article III, Section C. The BOD shall determine the number of Directors and/or Committee Members. The Board of Directors shall manage any BOD position(s) vacancies annually for the remaining term.
- B) Starting in January, a nominating committee appointed by the President and approved by the BOD, composed of a chairperson and however many other members as may be deemed necessary, who hold no elected position on the BOD, shall select candidates for prospective vacancies on the BOD. Nominations shall be presented to the membership by the Nominating Committee chairperson or designee at the regular March PDM or electronically.

Nominations can be presented either verbally or in writing. Nominations from the floor will also be accepted at the regular March meeting. Nominations will be closed at midnight on the day of the March PDM if a March PDM is scheduled or at midnight on March 15 if no March PDM is scheduled. A majority of the members in good standing attending the regular April meeting OR a majority of votes received by members in good standing through the use of a third party online survey tool shall decide the election. Elected Board of Directors members shall take office on July 1st of each year.

- C) Members shall be elected to the BOD as “functional officers” and shall serve the ~~chapter~~ forum as outlined in Article XIV. The elected Board of Directors members and officers shall be:

- President
- Executive Vice President
- Vice President – Recording Secretary
- Vice President – Finance
- Vice President – Communications
- Vice President – Information Technology
- Vice President – Logistics
- Vice President – Marketing
- Vice President – Membership
- Vice President – Professional Development
- Vice President – Public Relations
- 1st Vice President – Student Relations
- 2nd Vice President – Student Relations

The remainder of the BOD shall be made up of the immediate ~~chapter~~ forum Past President, a Director at Large, and the addition of non-voting committee members as appointed under Article XII, Section A.

- D) Because of the large scope of responsibilities, the positions of Executive Vice President and President may be chaired by two board members (Co-Executive Vice Presidents and Co-Presidents). To do so, both Co-Executive Vice Presidents and/or both Co-Presidents must be elected by the membership as outlined in Article XII, Section B or by majority vote of the BOD members as outlined in Article XIII, Section D. In accordance with the Articles of Incorporation, it will also be necessary to combine duties of other functional officers or reduce/eliminate directors at large to keep the total number of directors at or below 15. These specifics are to be determined by the outgoing board with support from the nomination

committee. Division of duties for Co -Executive Vice Presidents and Co-Presidents are to be determined by the incoming Co-Executive Vice Presidents and incoming Co-Presidents.

ARTICLE XIII – BOD MEMBER AND OFFICER TERM

A) Except as otherwise provided in these By-laws, elected BOD members and officers shall hold office for one year, unless removed earlier or otherwise disqualified, and until their successors are elected and installed. BOD members and officers shall be eligible for reelection. Any elected BOD member who is absent for four consecutive BOD meetings without due cause, as determined by the BOD members, shall be subject to disqualification by BOD vote.

Further, a BOD member may be removed for the remainder of the BOD year for cause upon two-thirds vote of the BOD members present when the vote is taken; adequate written notification of the action must be provided to all BOD members not less than five days prior to the date of the vote. No member of the BOD shall be elected to fill more than one function. If an elected BOD member shall vacate his or her position, another BOD member may be appointed to temporarily fill the vacated position until a replacement is appointed or elected. This temporary appointment may not exceed 90 calendar days unless suitable replacement(s) are not identified in which case the temporary appointment may not exceed the current member fiscal year.

B) Unless otherwise stated in these By-laws or by pardon of the current President, BOD members MUST have served as Executive Vice President prior to becoming BOD President.

C) Chairpersons and/or directors may be appointed by the President / Functional VP for specific ad hoc **chapter forum** management assignments. Directors in a functional area do not require BOD approval. Chairpersons and Directors are non-voting BOD members.

D) Vacancies on the BOD may be filled by a majority vote of the remaining BOD members, even though a quorum does not exist. The chosen BOD member shall hold office through the unexpired BOD term until a successor has been duly elected and installed. Ad-interim elections appointment shall only be for unexpired terms. If otherwise qualified, the BOD member, so appointed, shall be eligible to serve full elected terms on the BOD.

E) The business management and affairs of the Fox Valley **Chapter Forum** shall be under the direction and control of the BOD. The BOD shall have authority to authorize contracts, incur liabilities, expend funds, and to attend to all matters connected with the conduct of the **chapter's forum's** affairs as appropriate.

ARTICLE XIV – DUTIES OF BOD MEMBERS AND OFFICERS

A) The President shall be the executive head of the **chapter forum**. He/she shall preside at all regular and special meetings of the **chapter forum** and at all the meetings of the Board of Directors. He/she will appoint all committees and serve as ex-officio member of such committees. The President shall act as the liaison between the local **chapter forum** and ASCM International Society level.

B) The Past President shall provide guidance to the President in management of the **chapter forum**.

C) The President Elect shall perform all the duties of the president in case of the absence of the President or the inability of the President to act. He/she is responsible for collecting and assembling the chapter's forum's annual awards submission materials. The chapter's forum's award submission consists of the documentation required in CBAR.

D) The Vice President of Recording Secretary shall act as recording and corresponding secretary of the chapter forum. He/she shall keep an accurate record of the proceedings of all meetings, carry on general correspondence and disperse meeting minutes to all BOD members in a timely manner.

E) The Vice President of Finance shall be the financial officer of the chapter forum. He/she shall keep, or cause to be kept; complete records of all monies received and disbursed by, or on behalf of the chapter forum, and shall secure proper receipts for all monies disbursed. He/she shall pay all bills for the chapter forum directors. He/she shall report to the chapter forum, whenever requested, the financial condition of the chapter forum. All instruments for the payment of monies by the chapter forum shall be drawn in the name of the chapter forum.

Article XIV, clause F: As noted above for Article II: As of January 1, 2021, ASCM Society, as part of its 'Future Chapters Project', officially changed the responsibilities of local organizations designated as forums, so the forums may no longer offer 'macro-learning' opportunities such as ASCM / APICS certification classes or body of knowledge training classes, but rather, forums may, at their option, refer leads for these training opportunities to designated ASCM chapter training hubs or to ASCM Society; forums are still charged with offering 'micro-learning' local professional development opportunities, i.e., professional development meetings (PDMs). For that reason, it is necessary to update the verbiage in Article XIV, clause F.

Proposed change: Article XIV, clause F will be corrected to state:

The Vice President of Professional Development shall coordinate referrals /requests for review workshops for CPIM, CSCP and other APICS / ASCM educational offerings to approved educational partners, and is responsible for forum educational programs management, i.e., professional development meetings (PDMs). He/she will also be responsible for notifying the Newsletter Editor of details related to forum education programs in accordance with the schedule coordinated with the Vice President of Communications.

F) The Vice President of Professional Development shall coordinate the delivery of the chapter's review workshops for CPIM, CSCP and other APICS /ASCM educational offerings, and is responsible for chapter educational programs management. He/she will also be responsible for notifying the Newsletter Editor of details related to chapter education programs in accordance with the schedule coordinated with the Vice President of Communications.

G) The Vice President of Marketing shall develop a marketing plan to promote and maintain the chapter's forum's membership including target markets and strategies, monthly Professional Development Meetings (PDMs) and specific CPIM/CSCP classes and other ASCM educational offerings. The objective is to increase membership in all areas of the community that would benefit from the educational opportunities offered by APICS or ASCM. He/she will also conduct all membership activities of the chapter forum and represent the chapter forum as an official host at chapter forum functions along with the promotion of member attendance to functions held by the chapter forum, region and "International Society Headquarters."

H) The Vice President of Logistics is responsible for coordination of regular monthly meeting event speakers, and location and time coordination for all chapter forum events. The objective is to ensure all chapter forum event arrangements are made in a professional, cost effective manner in accordance with the chapter's forum's mission statement and strategic

plan. He/she will also be responsible for notifying the Vice President of Communications of details related to **chapter forum** regular monthly meeting speaker in accordance with the schedule coordinated with the Vice President of Communications.

I) The Vice President of Information Technology shall be responsible for the accurate and timely maintenance of the **chapter's forum's** website. He/she will be considered the **chapter's forum's** technology specialist, taking a proactive role in exploring, recommending, purchasing, and training for all technological acquisitions.

J) The Vice President of Public Relations shall promote APICS and ASCM to local companies and act as the liaison to enterprise members and the local **APICS chapter ASCM forum**, and shall also be responsible for the **chapter's forum's** social media presence.

K) The Vice President of Communications shall be responsible for the timely coordination and distribution of the newsletter.

L) The 1st Vice President of Student Relations shall be responsible for coordinating all activities between the parent **chapter forum** and the student **chapter forum** at UW-Oshkosh. This position acts as the liaison that represents the interest of the student **chapter forum** at the parent **chapter forum** board meetings.

M) The 2nd Vice President of Student Relations shall be responsible for coordinating all activities between the parent **chapter forum** and the student **chapter forum** at UW-Green Bay. This position acts as the liaison that represents the interest of the student **chapter forum** at the parent **chapter forum** board meetings.

N) The Vice President of Membership: He/she shall keep, or cause to be kept, full and complete records of the membership.

ARTICLE XV – **CHAPTER FORUM** OPERATING PROCEDURES

Robert's Rules of Order, revised, where applicable shall determine the conduct of all business and all meetings of the **chapter forum** or its governing bodies and committees except where inconsistent with the By-laws of the **chapter forum**.

ARTICLE XVI – AMENDMENTS TO BY-LAWS

These By-laws may be repealed, altered or amended or new By-laws adopted by a simple majority vote and/or by a passed motion based on recommendation by a special BOD committee of the members present at a regular meeting, OR a majority of votes received by members in good standing through the use of a third party online survey tool, only if such proposed change has been published in the call of the meeting or as outlined below:

A) The BOD has approved a formal notice of the proposed amendment by a majority vote. Before the BOD can approve such notice, the amendment must have been before the BOD in writing at or prior to the regular BOD meeting preceding the meeting at which approved, and the formal notice of a proposed amendment must be made to membership at least five days prior to the date scheduled for the meeting called to consider the proposal. Amendments to By-laws shall be voted upon by the membership as defined in Article III, Section C. Approval of the proposed changes shall be determined by a majority of the members in good standing attending the regular April meeting OR a majority of votes received from members in good standing through the use of a third party online survey tool by the posted close date.

B) Approved changes to the By-laws may necessitate amendments to the articles of incorporation. Such amendments must be presented to the membership for approval. Approval of the proposed changes shall be determined by a majority of the members in good standing attending the regular April meeting OR a majority of votes received from members in good standing through the use of a third party online survey tool by the posted close date.

ARTICLE XVII – AUTHORIZATION FOR ~~CHAPTER~~ FORUM

Article XVII: As of January 1, 2021, ASCM Society, as part of its 'Future Chapters Project', officially designated our local organization as a forum under the ASCM Forum Amendment to Partner Agreement. For that reason, it is necessary to update the name of the legal document authorizing our existence as an ASCM forum.

Proposed change: Article XVII will be updated to state:

The organization of this forum is authorized by the ASCM International Society, according to the ASCM Forum Amendment to Partner Agreement, and the incorporation laws of the State of Wisconsin.

The organization of the chapter is authorized by Article XIII of the By-laws of the "International Society," and the incorporation laws of the State of Wisconsin.

ARTICLE XVIII – ASSETS UPON DISSOLUTION

No private person shall share in the distribution of any of the ~~chapter's~~ forum's assets upon dissolution of the ~~chapter~~ forum. Upon such dissolution, all remaining assets shall be distributed in accordance with Article XI of the American Production and Inventory Control Society, Fox Valley Chapter, Inc. Articles of Incorporation.