

Part I – General

ARTICLE I – NAME

The name of the corporation shall be Association of Supply Chain Management (ASCM). Formerly known as American Production & Inventory Control Society – Lancaster/York Chapter Inc.(LORK) and Pennsylvania Area Network Chapter Inc. (PAN). Hereinafter referred to as, dba: Southeastern Pennsylvania Alliance Chapter (SEPA).

ARTICLE II – DEFINITIONS

1. ASCM shall refer to The Association for Supply Chain Management (ASCM), which is an independently incorporated not-for-profit organization with which SEPA is affiliated as a Chapter.
2. Members shall be validated by the ASCM and list SEPA as their Chapter affiliation in the Association's records.
3. Non-members are not validated by ASCM but have expressed interest in the mission or activities of Southeastern Pennsylvania Alliance Chapter.
4. Volunteer shall mean an individual who has agreed to perform tasks of the Chapter on an unpaid basis. The Executive Committee and/or an operational team have accepted this individual.
5. Publish – For the purpose of announcements to the general membership, publish shall mean any printed newsletter, electronic newsletter, specific mailings, or posting on the Chapter website.
6. Voting Member – An individual who is a member in good standing with SEPA.

ARTICLE III – PURPOSE

PURPOSES

A: The Chapter is organized as a non-profit Corporation and shall be operated exclusively for research, networking and educational purposes. In the furtherance of such purposes, it shall:

1. Marshall the resources and creative abilities of Operations Management and Supply Chain professionals to advance the general welfare of mankind.
2. Advance the theories, techniques and practices of operations management and control specialists.

3. Conduct, encourage and assist education and research in Operations Management and Supply Chain professionals.
4. Promote the unrestricted dissemination of relevant information by any appropriate means.
5. Advise and assist educational institutions in the development and improvement of educational programs dealing with Operations Management and Supply Chain professionals.
6. Provide networking, membership, and educational opportunities for those interested in pursuing positions in the operations and supply chain management fields. Become a prominent training hub for our surrounding geographic area.

B: To promote the common business interest of professionalism and promote the art and science of Operations and Supply Chain professionals.

ARTICLE IV – MEMBERSHIP

Membership classifications which relate to this chapter are defined and controlled by SEPA.

A: ASCM has made it optional for a member to join the local chapter. Note ASCM members who join a local chapter receive additional benefits.

B: An application for membership should be submitted directly to ASCM together with the correct dues.

C: A member may resign at any time by notifying the chapter or the ASCM in writing.

D: The chapter's Executive Committee (EC) may expel any member by a two-thirds vote of EC for cause after the member has been given an opportunity to explain the offending action.

ARTICLE V – TIMING AND MEMBERSHIP MEETINGS

The membership is an annual membership which starts the date of joining ASCM.

The terms of the Executive Committee shall be the same as the fiscal year. Fiscal year is defined by ASCM as July 1st through June 30th.

One annual meeting of the membership will be held during the 4th quarter of each fiscal year for the purpose of presenting a slate of officers for the SEPA Board of Directors and conducting

a membership vote. The slate of directors, date, and time of the meeting shall be announced to the membership at least 30 days in advance of such a meeting.

ARTICLE VI – DUES

Annual Chapter membership dues for each class of membership (also referred to as Chapter dues) shall be determined by the Executive Committee. Notification of changes shall be made to the membership at least 60 days in advance.

ARTICLE VII – AMENDMENT TO BYLAWS

These Bylaws may be repealed, replaced, or amended by a two-tiered vote approval process. The first approval level is the Executive Committee where changes must be passed by a majority of the Executive Committee. The second level is a general membership vote. Notices of all amendments or changes to these Bylaws will be sent to all members at least 30 days in advance of the vote and approved by a 2/3's majority of members voting. Voting may occur during an annual meeting, via E-Mail or other electronic method.

Any member also may propose an amendment to the Bylaws by making a formal request to the Executive Committee. Should the request be declined, the member may have a petition signed by 7% of the membership. Such a petition would then be brought to a general membership vote.

Amendments to Bylaws take effect at the date and time of a successful membership vote. The vote may be held during any membership meeting.

ARTICLE VIII – FINANCIAL RESPONSIBILITY

1. The Executive Committee, under the guidance of the Treasurer, is responsible for publishing to the membership the year-end financial reports after the conclusion of the calendar year no later than April 15th. A financial review will be completed each calendar year by an external financial professional. As an example, Certified Professional Accountant.
2. No member or officer shall benefit from the financial proceeds of Chapter activities. This shall not prevent any member from receiving reasonable compensation for services. All

payment or financial commitments must be approved by a majority of the Executive Committee.

3. No member or officer shall enter any long-term contract or make any financial obligation more than their budget without approval of the Executive Committee. At no time shall the Chapter become financially obligated to any amount in excess of its assets.
4. All unbudgeted payment, expenditures, contracts, etc. must have a one-over-one approval. At least one of those signatures must be from a member of the Executive Committee.

Part II – Southeastern Pennsylvania Alliance Chapter ARTICLE I – CHAPTER CONSTITUTION AND POSITIONS

A. EXECUTIVE COMMITTEE

The Executive Committee (EC) consists of six positions vested with controlling and managing the affairs, property, and funds of the Chapter. The officers are President, Executive Vice President, Treasurer, VP Administration, VP Marketing, and VP Education. In addition, they are tasked with:

- Meeting the needs of the Chapter membership
- Upholding the ASCM Charter
- Upholding the Articles of Incorporation
- Upholding IRS reporting requirements
- Developing and implementing the long-term Chapter plan and objectives
- Developing the annual objectives
- Fulfilling the mission statement
- Defining and maintaining the baseline practices for the organization
- Quorum consists of 1 vote over 50% of EC
- **Restrictions on the Executive Committee Include:**
 - No one may hold more than one office within the Executive Committee. In the event of a vacant position, a member of the Executive Committee may serve in an acting position until the vacancy is filled but will have only one vote during this time.

GOVERNMENT

A: BOARD OF DIRECTORS

1. The Board of Directors (BD) shall consist of all Board positions. Each position shall have one (1) vote in all matters voted upon by the Board. Votes by proxy must be written and signed or at the request of the President an Electronic Vote may be called. This vote could be accomplished via E-Mail, survey or other form deemed acceptable in the running of the chapter. A quorum of the BD shall consist of 1 vote over 50% of the Board.
2. Each Board member shall be a member in good standing of the Chapter during his or her tenancy.
3. The term of each Board member shall be one (1) year or in the event a position is vacant and/or deemed appropriate by the Executive Committee and Board, a member may hold a position for consecutive terms as agreed to by the Executive Committee.
4. Board members shall be elected in the manner provided by Officers.
5. The Board shall manage all business of the Corporation.
6. Except as specified to the contrary in these By-Laws, the Board of Directors and each director shall have the rights, powers, duties and obligations, set forth in the Non-Profit Corporation Act of 1972, Act of Nov. 15, 1972, Section 271, et seq., 15 pa. C.S. Section 7301 et seq. (Act), said Act being incorporated herein and made a part hereof as if set forth in full.
7. The control and management of the affairs and records of the chapter shall be vested in the Executive Committee with the chapter President as Chairman of that committee.

B: OFFICERS

- A. The Officers of the Chapter shall be those positions as agreed to and outlined by the SEPA Board of Directors. Term of office shall be one year beginning the first day of July. An officer may be removed from office for just cause upon recommendation by the Executive

Committee and approved by a majority vote of the membership after the officer has been given an opportunity to explain the offending action.

B. All officers are elected by the Chapter members present at the regular monthly meeting held in May of each year. All offices with more than one nominee shall have the winner elected by secret ballot. A voice vote is permitted to elect all nominees to an uncontested office. Absentee votes will be accepted prior to or within one week after the May meeting is held, these votes may be facilitated electronically via E-Mail and all votes will be sent to the nominating committee chair.

C. The Nominating Committee will prepare the slate of nominees for presentation. Nominations from the floor must be received by the Nominating Committee in writing or electronically seven calendar days before the Election Day.

D. The nomination statement must include the name of the nominee and the office being sought, a statement of consent signed by the nominee and the signature of the nominator.

E. Vacancies in any office, except the Presidency, shall be filled by appointment by the President subject to the approval of the Chapter Executive Committee.

F. In the case of the Presidency being vacant, the Executive Vice President will assume the Presidency and appoint a new Executive Vice President subject to approval of the Chapter Executive Committee.

COMMITTEE AND DELEGATE APPOINTMENTS

COMMITTEES

1. The Nominating Committee will normally consist of the most recent past president and will serve as the chairman. When the committee cannot be filled in this manner, the president shall appoint the committee from the past officers or other members in good standing. No member of this committee may be nominated to the office of Chapter President.
2. Other committees may be created by the President as required to carry out special projects or works.

3. Committee members, except as noted above, shall be appointed by the President and approved by the Board of Directors.

DUTIES OF OFFICERS AND COMMITTEE CHAIRMEN

The SEPA Board positions will be the guiding duties and responsibilities of the various positions deemed necessary to appropriately manage the chapter. The Executive Committee has the authority to modify the position descriptions as necessary to serve the chapter. The position descriptions contained within this document are as follows:

- President
- Executive Vice President
- Treasurer
- Vice President Administration
- Administrative Assistant
- Vice President of Education
- Regional Director of Education
- Vice President of Programs/Operations
- Regional Director of Programming/Operations
- Web Master
- Vice President of Marketing
- Regional Director of Marketing
- Vice President Student Affairs
- Director of Student Affairs
- Student Chapter Liaison
- Student Chapter Representative, each student chapter has a minimum of one rep
- Vice President of Membership
- Director of Communications
- Ad-Hoc (special projects)
- Past President

C.1. PRESIDENT

DUTIES:

- Lead, administer, and preside at all Executive Committee and Board of Director meetings.
- Responsible for the on-going fiscal health and longevity of the Chapter through short- and long-range planning.
- Responsible for communicating to the Executive Committee all pertinent information relevant to National and the Chapter.
- Serve as National representative. The Executive Vice President will serve as the alternate representative in the absence of the President.
- Appoint, with the Executive Committee's approval, a replacement to fill any vacant elected position except the offices of President and Executive Vice President for the expired term.
- Be an active participant in the annual awards given to the Janet Hillier Scholarship and York College endowment.

C.2. EXECUTIVE VICE-PRESIDENT

DUTIES:

- In the absence of the President assumes all responsibilities and duties of the President.
- Appoint chairpersons of the Nominating, Bylaws, and Auditing committees subject to approval by not less than a majority of the Executive Committee.
- Track and provide regular updates to the Executive Committee of progress toward awards goals, including areas of concern or problems.
- Maintain C-Bar Awards worksheet and submit it to ASCM as required.
- Perform such other duties as directed by the President towards the attainment of the Chapter goals.
- Be an active participant in the annual awards given to the Janet Hillier Scholarship and York College endowment.

C.3. VICE PRESIDENT ADMINISTRATION

DUTIES:

- Shall keep an accurate record of the business proceedings of Chapter and Executive Committee meetings and be responsible for the distribution of these minutes in a timely fashion.
- Responsible for the preservation of the Chapter Records containing minutes of meetings, correspondence, and documents.
- Determine whether an Executive Committee or Board of Directors quorum is present for conducting Chapter business.

C.4. TREASURER

DUTIES:

- Responsible for all financial activities of the Chapter.
- Prepare a budget with input and approval by the Executive Committee and monitor performance throughout the year.
- Provide monthly statements of the financial condition of the Chapter, and at such times as requested by the Executive Committee.
- Have accounting records available for the Internal Financial Review on request throughout the year, and at least once a year.
- Treasurer is to remit payment for all expenses in a reasonable timeframe, in the event the amount is greater than \$2500 additional authorization/signature is required by either the President or Executive Vice President.
- Treasurer is to ensure all deposits are made on behalf of the chapter.

C.5. VICE PRESIDENT OF EDUCATION

DUTIES:

- Responsible for all Chapter seminars, education programs, and workshops.
- Responsible for stimulation of student interest and membership.
- Assemble and make available to Chapter members, information concerning the ASCM Certification Programs.
- Serve as liaison to community educational institutions to foster cooperative efforts to promote ASCM's educational mission.
- Coordinate certification class and workshop schedules with VP of Programs.

- Develop and implement instructor development programs.
- Recognize newly certified members and members who recently maintained their certification.
- Sell/market educational programs.

C.5 A: REGIONAL DIRECTOR OF EDUCATION:

DUTIES

- Responsible for all Chapter seminars, education programs, and workshops.
- Responsible for stimulation of student interest and membership.
- Assist VP Education.
- Assemble and make available to Chapter members, information concerning the ASCM Certification Programs.
- Serve as liaison to community educational institutions to foster cooperative efforts to promote ASCM educational mission.
- Coordinate certification class and workshop schedules with VP of Programs and VP Education.
- Develop and implement instructor development program.
- Recognize newly certified members and members who recently maintained their certification.
- Sell/market educational programs.

C.6.VICE PRESIDENT OF PROGRAMMING/OPERATIONS

DUTIES:

- Develop programs for all Chapter meetings in a timely manner including back-up programs for emergency situations.
- Make all speaker, topic, and location arrangements for Professional Development Meetings and other events.
- Coordinate meeting days/times and topics with VP of Education.
- Prepare an operating budget for all Programs functions.
- Sell/market all chapter events.

C.6 A: REGIONAL DIRECTOR OF PROGRAMMING/OPERATIONS:

DUTIES

- Develop programs for all Chapter meetings in a timely manner, including back-up programs for emergency situations.
- Make all speaker, topic, and location arrangements for Professional Development Meetings and other events.
- Coordinate meeting days/times and topics with VP of Education and VP Programming.
- Prepare an operating budget for all Programs functions.
- Sell/market all chapter events.

C.7.VICE PRESIDENT OF MEMBERSHIP

DUTIES:

- Encourage growth in the Chapter membership and participation in Chapter activities.
- Promptly acknowledge and administer inquiries and applications for membership.
- Maintain chapter membership database.

- Contact members who have let their membership lapse to inquire the reasons for non-renewal.
- Promote the value of the Chapter to identified target markets (i.e.: Business Community, Educational Institutions, other professional societies, etc.).

C.8. VICE PRESIDENT OF MARKETING

DUTIES:

- Prepare, edit, and distribute both paper and electronic versions of newsletters to provide members with updates on chapter events.
- Work with VP of Membership to maintain distribution list for newsletters.
- Solicit ideas for newsletter content from Executive Committee and others.
- Advertise chapter events.

C.8 A: REGIONAL DIRECTOR OF MARKETING:

DUTIES:

- Prepare, edit, and distribute both paper and electronic versions of newsletters to provide members with updates on chapter events.
- Work with VP of Membership to maintain distribution list for newsletters.
- Solicit ideas for newsletter content from Executive Committee and others.

C.9.VICE PRESIDENT STUDENT AFFAIRS

DUTIES:

- Advertise chapter events.
- Provide student and young professional voice and perspective to the Executive Committee.
- Encourage Chapter membership and participation in Chapter activities by students and young professionals.
- Develop and conduct networking and other outreach events for students and young professionals.
- Promote the value of ASCM to students and young professionals.
- Management of the Janet Hillier Scholarship.

C.9.A: DIRECTOR OF STUDENT AFFAIRS AND STUDENT CHAPTER LIAISON

DUTIES:

- Support the V.P Student Affairs in all facets of interaction with students and young professionals.
- Represent your affiliated college for chapter support, promotions and ongoing student affairs.

C.10. DIRECTOR OF COMMUNICATIONS

DUTIES:

- Responsible for all electronic communications as developed/recommended by the chapter.
- Maintain a complete distribution list to include members, non-members and student chapter members.

- Work closely with the Chapter's Web Master on maintaining/providing necessary updates of communications for the chapter's website.

C.11. WEB MASTER

DUTIES:

- Overall responsibility of maintaining the Chapter's Website.
- Work with the following functions for any updates, additions, or deletions.

C. 12 ADMINISTRATIVE ASSISTANT DUTIES

DUTIES:

- This may be a part-time paid position at the discretion of the Board.
- Assist in all aspects of the daily operations on the chapter. This includes but limited to the following:
- Development and maintaining of various chapter reports.
- Archive all chapter documents.
- Support Board members in special projects.

C.13 ADHOC

DUTIES:

- Ad hoc members are individuals willing to assist the chapter with special projects and tasks.
- Their duties will include but not be limited to serving on sub-committees, succession planning, or other appropriate needs as determined by the Executive Committee.
- These are voting positions.

C.14 PAST PRESIDENT

DUTIES:

- Will serve in the capacity of an advisor, historian and support the successor of the Presidents role.
- Perform duties as required by the Executive Committee in support of the future of the chapter.

D. CHANGES TO EXECUTIVE COMMITTEE

Changes to the composition of the Executive Committee may be accomplished via changes to the Bylaws.

E. OTHER

Other committees or temporary teams may be formed as needed, at the discretion of the Executive Committee. These teams will not be a voting part of the Executive Committee. Volunteers may be solicited on a long-term or ad hoc basis, to support special activities or

general Chapter needs. All committees or temporary teams will be assigned to report to a member of the Executive Committee.

ARTICLE II –Intentionally Blank

ARTICLE III – Intentionally Blank

ARTICLE IV – PARLIAMENTARY AUTHORITY

All meetings of the Executive Committee, Board of Directors, and membership meetings will generally be conducted in an informal manner; however, any procedural conflicts will be resolved by Roberts Rules of Order.

The president or their designee shall conduct all Executive Committee and Membership meetings.

There shall be no meetings of the Executive Committee closed to the membership.

ARTICLE V – VOTING

Meetings of the Executive Committee shall not be less than three times during each fiscal year.

Each member of the Executive Committee shall have one vote.

For the purposes of votes at official meetings of the Executive Committee, a quorum of voting members will be required. A quorum is a majority of members of the Executive Committee. In the unusual event of a tie, the president shall designate a chapter member who currently serves on any one of the teams to break the tie. This would be accomplished within 48 hours of the final vote and published immediately.

ARTICLE VI – APPOINTMENTS, REMOVAL, AND VACANCY

In the event an Executive Committee member is unable to complete his term, the President may appoint a replacement to serve the remaining balance of the term, providing the candidate meets the criteria specified for the position.

Appointments to fulfill a partial term do not count as a full term in office.

A resignation after a partial term will count as a full term in office.

Any Executive Committee member may be removed for cause with a majority vote from the Executive Committee. In the event that an Executive Committee member is removed, his or her privileges and responsibilities shall cease immediately.

In the event of a vacancy in the office of the President, the Executive Vice President will assume the Presidency.

ARTICLE VII – DISSOLUTION

The Chapter may be dissolved if it can no longer maintain sufficient membership and funding to meet requirements determined by the Executive Committee and the Association for Supply Chain Management (ASCM). The Executive Committee shall have the responsibility and authority for dissolving the Chapter, in accordance with Association controls and procedures.

No member, committee member, officer or other person, whether connected with the Chapter or not, shall receive at any time, any of the residual funds from the Chapter's operation. This shall not prevent the reimbursement of expenses incurred by any individual in accomplishing Chapter sponsored or related activities as approved by submittal of a valid itemized expense report within thirty days of the invoice or expense.

No private person shall share in the distribution of any of the Chapter's assets upon dissolution of the Chapter. All members of the Chapter shall be deemed to have expressly agreed that upon such dissolution or conclusion of the affairs of the Corporation all of its assets then remaining shall be paid over to exclusively scientific, education or charitable institutions.

Upon the dissolution of the organization, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the organization, dispose of all the assets of the association exclusively for the purpose of the association in such manner, or to such organization or organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (5) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

AMENDMENT TO BYLAWS

These Bylaws may be amended by the following procedure:

Step 1.Change proposals are submitted to the Bylaws Chairman who formats and presents the proposals to the Executive Committee for a preliminary vote.

Step 2.Pending majority approval by the Executive Committee, change proposals are mailed and/or electronically sent to the chapter membership.

Step 3.Change proposals are presented for a vote at the next appropriate chapter meeting, wherein a two-thirds majority of the voting members present shall be required to change or amend.

PROCEDURE

Whenever applicable, Roberts Rules of Order, revised, shall determine the conduct of business in all meetings of the chapter and its committees, except where these rules would be inconsistent with these Bylaws.

No part of the income of principal of this Chapter shall ensure the benefit of, or be distributed to, any member or officer of this Chapter.

AUTHORIZATION FOR THIS CORPORATION

The Corporation received its Chapter charter on September 10, 1959, and was known as the Lancaster-York Chapter No. 13 of the Association of Operations Management, Inc. It was incorporated May 10, 1984 and is presently authorized by APICS Bylaws. Revision dates of the Chapter Bylaws have been as follows:

September 10, 1959	September 13, 1979
February 11, 1966	May 10, 1984
October 14, 1971	June 5, 1986
February 13, 1975	March 9, 1989
October 12, 1978	February 7, 1991
June 18, 2009	December 29, 2020
January 1, 2023	May 31, 2025