

**GREATER WASHINGTON AREA CHAPTER  
(DISTRICT 2, CHAPTER 1)  
OF  
SOLE – THE INTERNATIONAL SOCIETY OF LOGISTICS  
BYLAWS**

**14 May 2003**

**The Bylaws contained herein have been approved by the members of the  
Greater Washington Area Chapter  
(District 2, Chapter 1)  
SOLE – The International Society of Logistics.**

**These Chapter Bylaws supersede all previous Chapter Bylaws**

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## **ARTICLE I - NAME, PURPOSE, AND AUTHORITY**

### **SECTION 1 - NAME**

The name of this Chapter shall be the Greater Washington Area Chapter (Chapter 1, District 2) of SOLE – The International Society of Logistics and shall be identified as the Greater Washington Area Chapter (GWAC).

### **SECTION 2 - PURPOSE**

The purpose of these Bylaws is to set forth ways and means of accomplishing the objectives of SOLE by the Greater Washington Area Chapter; the goal being "to engage in educational, scientific, and literary endeavors to advance the state of the art of logistics technology and management".

### **SECTION 3 - AUTHORITY**

The authority to adopt these Bylaws is established by the vote of approval by two-thirds (2/3) of the Chapter members responding with at least 10 percent of the entire membership responding.

## **ARTICLE II - MEMBERSHIP**

### **SECTION 1 - TYPES OF MEMBERSHIP**

The classes, qualifications, rights and privileges of members are as defined in SOLE International Bylaws.

### **SECTION 2 - DUES FOR CHAPTER MEMBERSHIP**

In accordance with the SOLE International Bylaws, this Chapter may establish dues not in excess of two (2) dollars per year. These dues are in addition to the SOLE international dues as defined in the SOLE International Bylaws.

### **SECTION 3 - PAYING OF DUES**

When established, dues are payable at the first Fall meeting. Members shall lose Chapter voting privileges when Chapter dues are more than three (3) months in arrears or when their membership in SOLE International expires.

## **ARTICLE III - OPERATIONS**

### **SECTION 1 - CHAPTER OFFICES**

The elective offices of this Chapter shall consist of a Chapter Chair, a Vice Chair-Operations, Vice Chair-Programs, Vice Chair-Professional and Technical Development, Vice Chair-Administration, Vice Chair-Finance, and five other elected advisory officers. The Chapter's Board of Directors shall consist of all elected Officers and the Immediate Past Chair.

The following sections describe each elective Chapter office, its attendant responsibilities, and its subordinate committee functions. Note the responsible Vice Chair in each instance may determine their subordinate committee functions, the need for a full committee with a committee chair and committee members, or appointment of a program chair.

### **CHAPTER CHAIR/IMMEDIATE PAST CHAIR**

The Chapter Chair is responsible for the administration, coordination, and control of all Chapter activities. The Chair promotes the policies and objectives of SOLE, is responsible for expanding the Chapter's membership, and recommends appointees for the positions of committee chair to the Vice Chairs.

The Chapter Chair provides liaison with the SOLE offices at the District, State, and International levels, participates in the SOLE Annual Assembly, and attends the annual Chapter Chair's Meeting. The Chapter Chair monitors and reports all chapter activities to the District Director and participates in all district meetings. The Chapter Chair ensures that the Chapter is recognized for all of its achievements by participating in the SOLE Annual Awards Program.

The Chapter Chair shall preside at Chapter General Membership meetings, Regular Board of Directors Business Meetings, and have no vote unless the votes cast by members present are equally divided, in which case the Chair shall cast the deciding vote.

The Chapter Chair must have complete involvement in all activities of the Chapter to provide the leadership needed to run the Chapter. The Chapter Chair must be intimately familiar with the governing documents of SOLE (the Intentional Bylaws, the Management Manual, and the Awards Manual), and run the Chapter according to the guidelines contained therein. The Chair must also respond to various reporting and schedule requirements of SOLE International. Those requirements are also contained in the cited manuals.

The Immediate Past Chair shall chair the Nominations Committee that is overseen by the Vice Chair - Operations.

### **VICE CHAIR - OPERATIONS**

The Vice Chair - Operations shall perform such duties as may be delegated by the Chapter Chair and also serve as Chapter Chair in the absence of the Chair. The Vice Chair - Operations oversees the Chapter's Public Relations/Advertising Committee, the Bylaws, Policy & Procedures Committee, Publications/Newsletter Committee, Nominations Committee, Retail Sales Committee, and the Web Development and Maintenance Committee.

The Vice Chair - Operations is responsible for the formulation of new Chapter Bylaws and Policies and Procedures for presentation to the Board and the Chapter for adoption and recommends to the Chapter Chair and the Board changes to the adopted Bylaws, Policies and Procedures, and the international Bylaws. The Vice Chair - Operations is responsible for the election process. This includes preparation of the ballot, for having copies of the ballot available at time of election, and for

tabulating the results of the election for presentation to the Chapter.

The Vice Chair - Operations supervises the maintenance and record-keeping of retail items for SOLE and ensures these sales are carried out at social activities, monthly meetings, and local SOLE activities.

### **VICE CHAIR - PROGRAMS**

The Vice Chair - Programs formulates and makes recommendations to the Chapter Chair relative to the policy, establishment, operational arrangement and scope of interest groups, and for the establishment of programs for development, conduct and appraisal of chapter activities. The Vice Chair - Programs establishes communications and maintains liaison with the District and SOLE Programs and their Program activities committees.

The Vice Chair - Programs is responsible for the SIGMA Status Committee. This committee promotes informal discussion of logistics at the local level.

The Vice Chair - Programs is responsible for the Speakers Committee which provides speakers, panels, presentation media, photography, and makes reservations and meeting location arrangements for all Chapter meetings.

The Vice Chair - Programs provides leadership for the Chapter's Awards Committee which monitors all Chapter activities and nominates Chapter members for Fellow. This committee coordinates all awards with the Chapter Chair, the SOLE Awards Board and the District Director. The committee also gathers information relative to the Chapter's annual awards program and coordinates with the Chapter Award Chair to ensure that appropriate inputs have been provided to the Director and the SOLE Awards Board.

The Vice Chair - Programs provides leadership for the Hospitality/Social Committee which is responsible for monthly Chapter meeting reservations and organizes New Member socials.

### **VICE CHAIR - PROFESSIONAL AND TECHNICAL DEVELOPMENT**

The Vice Chair - Professional and Technical Development is responsible for the Chapter's education and training activities, and coordinates efforts with the Vice Chair - Operations and the Vice Chair - Programs. The Vice Chair - Professional and Technical Development shall be responsible for the Logistics Training (LOGTRAIN) Committee, the Logistics Education Foundation (LEF) Committee, the Certified Professional Logistician Committee (CPL), the Symposia Committee, and the Continuing Education Committee. The Vice Chair - Professional and Technical Development shall be responsible for fostering development of local and regional technical activities and certification programs, and for all sponsored workshops, LOGTRAINS, seminars, and symposia (except for Chapter-sponsored international symposium).

The Vice Chair - Professional and Technical Development assists Chapter members to prepare, apply, study, and be examined for the Certified Professional Logistician (CPL) designation, and coordinates with the SOLE Professional Qualifications Review Board

The Vice Chair - Professional and Technical Development identifies requirements for continuing education in the field of logistics and makes recommendations to the Chapter Chair. The Vice Chair - Professional and Technical Development also establishes communication and maintains liaison with the District and SOLE Education Committees, and develops and conducts workshops and symposia in logistics special interest areas.

### **VICE CHAIR - ADMINISTRATION**

The Vice Chair - Administration shall be responsible for the Membership Committee, the History Committee, and the Career and Job Assistance Committee. The Vice Chair - Administration shall be responsible for preparing an integrated annual activities report including reports from each of the Vice Chairs and the Chair and submit it for publication in the ORACLE newsletter.

The Vice Chair - Administration records, maintains, and distributes minutes of all Chapter Board and Business Meetings, including Board Meeting attendance records. The Vice Chair - Administration prepares the annual election report and a quarterly activities report for the Chapter.

The Vice Chair - Administration is responsible for the establishment of program and policies for the purpose of expanding Chapter membership. The Vice Chair - Administration provides literature and application forms to Chapter members who have membership status, promotes the recruitment efforts of the Chapter, and establishes a follow-up system to ensure liaison with the District and SOLE Membership Committees.

The Vice Chair - Administration is responsible for the development, maintenance and compilation of historical information about the Chapter and its activities, and coordinates these data with the SOLE History Committee.

### **VICE CHAIR - FINANCE**

The Vice Chair - Finance is responsible for the Chapter's Budget and prepares an annual audit of the financial affairs of the Chapter. The audit results shall be submitted to the Directors-at-Large for acceptance. The Vice Chair - Finance is responsible for reporting on the fiscal condition of the Chapter to the Board of Directors on a monthly basis. This is to include developing an annual budget for endorsement by the Board of Directors no later than the November Board Meeting each year. The Vice Chair - Finance is also responsible for the Fund-Raising Committee and the Finance Committee.

The Vice Chair - Finance maintains records of all Chapter receipts and expenditures, presents a financial report at each Chapter and or Business Meeting, submits a written financial report to the Chapter Chair and to the District Director annually as of 30 September.

The purposes of the Mailing/Mail Box function are to maintain continuity in the mailing of all Chapter correspondence, assist Chapter members to mail Chapter correspondence, and provide a central point of contact for postal commitments. This includes being on the signature card for access to the Chapter's post office box to be able to pick up Chapter correspondence and provide it to the

appropriate member in a timely manner.

The Vice Chair - Finance periodically reviews the financial affairs of the Chapter, makes recommendations to the Chapter Chair, and schedules the annual audit of the books and records prior to their transfer to the new Vice Chair - Finance

### **BOARD OF DIRECTORS (ADVISORS)**

The five advisory members of the Board of Directors provide advice and counsel to the Chapter Chair on how to operate the Chapter, to conduct technical programs, and to assure continuity of leadership and the activities of the Chapter. Advisory members of the Board of Directors may be designated by the incumbent Chapter Chair to serve as the Chair of a specific committee or the coordinator of a Chapter activity or event, or to fill in, as necessary, when an officer is unable to fully carry out the duties of office.

### **SECTION 2 - CHAPTER COMMITTEES**

Each Committee Chair is responsible to the Vice Chair indicated and shall periodically report to the Board of Directors on the activities of the committee and the Board may authorize the Committee Chair to exercise powers and assume duties of committee management as deemed necessary to accomplish the objectives of the committee, except to the limitations set forth below:

- That the Board may at any time overrule any act or decision of Committee Chairs.
- That the Board may suspend at any time any power conferred upon Committee Chair(s) or committee member.
- That the committee size, structure, and member appointments are accomplished by the requirements set forth by the Bylaws.
- That no member appointment made by any Committee Chair shall exceed the period of office of the Committee Chair except as officially provided in the Bylaws.

Each Committee shall submit annual activity status reports on committee functions to the Board at least 30 days prior to the scheduled end of the term of office. Other reports shall be submitted as specified by the designated Board Member.

### **AWARDS COMMITTEE** (Reports to Vice Chair - Programs)

The function of the Awards Committee is to monitor Chapter activities and to place members and other deserving individuals in nomination for the SOLE Annual Awards or in nomination for Fellow, to establish Chapter recognition of guest speakers, as appropriate, and recognition of individuals deserving Chapter awards; and to coordinate awards with the SOLE Awards Board and the District Director. The Awards Committee shall also collect data for the preparation of the submission for the SOLE Chapter Awards, and shall keep the Chapter Chair informed of areas that

have accumulated points or that need points. The Awards Committee shall coordinate with the Chapter Chair for input to be made to the District Director and the SOLE Awards Board.

**BYLAWS/POLICY AND PROCEDURES COMMITTEE**

(Reports to Vice Chair - Operations)

The function of the Bylaws/Policy & Procedures Committee is to formulate Chapter Bylaws and operating policy & procedures for presentation to the Chapter for adoption, and to make recommendations for changes to the adopted operating policy & procedures as may be required. Contents of the Chapter Bylaws and operating policy procedures shall not contravene the terms and intent of SOLE International Bylaws.

**CAREER AND JOB ASSISTANCE COMMITTEE**

(Reports to Vice Chair - Administration)

The function of the Career and Job Assistance Committee is to assist local Chapter members in locating employment if temporarily unemployed, develop contacts with local employers for logistics job openings, communicate with SOLE International Job Referral service committee, and assist student members in obtaining employment in logistics career fields. The Committee Chair will also provide inputs to the Oracle for the Job Referral Column on a monthly basis, and provide job referral information at monthly meetings, local workshops, and symposia.

**CERTIFIED PROFESSIONAL LOGISTICIAN COMMITTEE**

(Reports to Vice Chair - Professional and Technical Development)

The function of the Certified Professional Logistician (CPL) Committee is to assist local Chapter members to prepare, apply, study, and be examined for the CPL program of SOLE; and coordinate with the SOLE Professional Qualification Review Board.

**CONTINUING EDUCATION COMMITTEE**

(Reports to Vice Chair -Professional and Technical Development)

The function of the Continuing Education Committee is to conduct studies of the needs for education in the field of logistics, make reports and recommendations to the Chapter Chair, establish communication and effect liaison with the District and SOLE Education Committees. The Committee also shall develop and conduct workshops in areas of logistics interest.

**FINANCE COMMITTEE**

(Reports to Vice Chair - Finance)

The function of the Finance Committee is to review the fiscal affairs of Chapter and to make recommendations to the Chapter Chair; review the policies and procedures of the Chapter's finances, and make a written report to the Chapter Chair. The committee also shall perform an audit at the end of each Chapter year.

**FUND - RAISING COMMITTEE**

(Reports to Vice Chair - Finance)

The function of the Fund Raising Committee is to assist the Chapter Chair and the Board raise funds to accomplish goals set forth at Chapter meetings. It up to the committee to determine the best ways to raise funds and to encourage Chapter members to participate.

### **HISTORY COMMITTEE**

(Reports to Vice Chair - Administration)

The function of the History Committee is to develop, maintain, and compile historical information about the chapter and its activities, and to coordinate with the SOLE Headquarters History committee.

### **HOSPITALITY/SOCIALS COMMITTEE**

(Reports to Vice Chair - Programs)

The function of the Hospitality/Socials Committee is to accept reservations for the monthly Chapter meetings, welcome members and guests, maintain the member and guest register, account for the receipts at each luncheon, and stimulate co-workers and members to attend and participate in Chapter activities. Functions also include organizing semi-annual New Member socials for the purpose of introducing new members to the Chapter and enlisting volunteers for various committee openings.

### **LOGISTICS EDUCATION FOUNDATION (LEF) COMMITTEE**

(Reports to Vice Chair - Professional and Technical Development)

The function of the Logistics Education Foundation Committee is to raise funds for donation to the LEF, encourage people to apply for college scholarships provided by the SOLE LEF, review logistics-related college courses given for credit of CEU's at local colleges, and encourage the development of college-level logistics-related courses or courses of study .

### **LOGISTICS TRAINING (LOGTRAIN) COMMITTEE**

(Reports to Vice Chair - Professional and Technical Development)

The function of the LOGTRAIN Committee is to provide two or more LOGTRAINS a year for the advancement of logistics. These LOGTRAINS are to be provided at little or no cost to members of SOLE. The Chapter recognizes companies who sponsor LOGTRAINS with a framed certificate of appreciation.

### **MEMBERSHIP COMMITTEE**

(Reports to Vice Chair - Administration)

The function of the Membership Committee is to establish programs and policies for the purpose of expanding SOLE membership in the Chapter, provide literature and application forms to chapter members with prospectus, promote recruitment efforts of the Chapter, establish a follow-up system to ensure maximum renewal activity of existing members, establish communications to publicize

membership activity, establish communication and liaison with the District and SOLE Membership Committees, and provide biographies of new members to the Chapter newsletter (Oracle) editor.

**NOMINATIONS COMMITTEE**  
(Reports to the Vice Chair - Operations)

The Nominations Committee, chaired by the Immediate Past Chair, shall consist of voting members appointed for one-year terms. Their functions are to solicit the Chapter membership for names of candidates for offices of the Chapter; select nominees for office, verify nominee qualifications, and obtain affirmation from them that they will accept the office, if elected, and advise the SOLE Nominations Committee and District Director of Chapter members eligible for Society leadership positions. The Vice Chair - Operations will be responsible for the election process.

**PUBLIC RELATIONS/ADVERTISING COMMITTEE**  
(Reports to Vice Chair - Operations)

The function of the Public Relations Committee is to prepare, disseminate, and publish information concerning Chapter activities that enhance and promote SOLE objectives; to establish communication and effect liaison with the District and SOLE Public Relations Committee, the local newspapers, radio and television; and to assist the Publications, Technical Activities and Program Committees in the distribution of newsletters and flyers. The function of the Advertising Committee is to sell advertisements in the Chapter Newsletter (Oracle) and sell advertising in any other programs that the Chapter produces.

**PUBLICATION/NEWSLETTER COMMITTEE**  
(Reports to Vice Chair - Operations)

The function of the Publications Committee/Newsletter is to promote and coordinate the technical publications activities of the Chapter; review articles originated within the Chapter to ensure criteria and procedures established by the SOLE Publications Committee are met regarding adequacy and excellence; and establish communication and effect liaison with the District and SOLE Publications Committees. The Publication Committee is responsible for publication of the Newsletter (the Oracle) on a monthly basis.

**RETAIL SALES COMMITTEE**  
(Reports to Vice Chair - Operations)

The function of the Retail Sales Committee is to assist the Chapter by setting up, manning, and selling SOLE retail items at all Chapter functions. This committee will also replace their supplies by re-ordering items as they are sold from the SOLE District Office.

**SIGMA STATUS COMMITTEE**  
(Reports to the Vice Chair - Programs)

The function of the SIGMA Status Committee is to conduct, promote, and sponsor timely discussions of logistics at the local level in an informal atmosphere. The discussions serve to

generate ideas and opinions that the Chapter may wish to formalize into a Chapter program or position. The committee will strive to hold periodic meetings at a convenient location requiring little or no expense.

### **SPEAKERS COMMITTEE**

(Report to Vice Chair - Programs)

The function of the Speakers Committee is to arrange for speakers, panels, and presentations media; make reservations and meeting location arrangements for Chapter meetings; and establish communication and effect liaison with the District and SOLE Committees.

### **SYMPOSIA COMMITTEE**

(Reports to Vice Chair - Professional and Technical Development)

The function of the Symposia Committee is to set up and run logistic symposia, to work closely with the Chapter Chair and the Board to prepare for either participation in or sponsoring of symposia. The functions will include booths, reservations, staffing, hospitality, speakers, correspondence, technical papers, technical programs, posters and locations, publicity, exhibits, advertising, registration, briefings, accommodations, and social functions.

## **SECTION 3 - TERMS OF OFFICE**

The terms of office shall be one year for all elected officers except as follow: two advisory members of the Board of Directors will be elected for two year terms in alternate years. All elected officers may serve consecutive terms of office to a maximum of two years.

## **SECTION 4 - RESIGNATION**

In the event of resignation, removal, or death of a Chapter Officer or Committee Chair, the Chapter Chair shall appoint a successor for the unexpired term of the predecessor.

In the event of resignation, removal, or death of the Chapter Chair, the Vice Chair - Operations shall assume the office of Chapter Chair and shall appoint a new Vice Chair - Operations for the unexpired term.

In the event a board member, during a single term, is absent without acceptable probable cause from either three (3) consecutive regularly scheduled board meetings or more than fifty percent (50 %) of regularly scheduled board meetings, the member shall be automatically removed from the board without vote action. Acceptability of probable cause provided by the board member shall be determined by the board via vote action. No probable cause provided by the board member shall be deemed to be the same as unacceptable probable cause.

## **ARTICLE IV - CHAPTER MEETINGS**

### **SECTION 1 - GENERAL MEMBERSHIP MEETINGS**

The Chapter shall hold general membership meetings at least six (6) times each year. Notice of each meeting shall be announced to the general membership in the chapter newsletter (Oracle) prior to each meeting. The purposes of these meetings are to provide a forum for the general membership to network, discuss and vote on issues affecting the Chapter, and provide an opportunity to listen to guest speakers.

## **SECTION 2 - NEW MEMBERSHIP MEETINGS**

New membership meetings shall occur at regular intervals to introduce new members to SOLE. The purpose of these meetings will be to allow new and potential new members to meet the Board of Directors, generate an interest/involvement in the Chapter, and to give new and potential new members the opportunity to network with other Chapter members. The Chapter Chair shall determine the number of new membership meetings in consultation with the Vice Chair - Programs and the Chair of the Chapter Hospitality/Socials Committee. In no event shall the number of meetings be less than two (2) per year.

## **SECTION 3 - REGULAR BOARD OF DIRECTORS BUSINESS MEETINGS**

The elected Board of Directors shall meet every month throughout the operating year at such a time and place as determined by a majority of the Board. The objectives of these meetings should be to resolve problems, plan activities, and budget chapter resources. Notice of each meeting shall be given to each board member personally or by mail, telephone, or electronic media at least six (6) work days prior to the day of the meeting.

## **SECTION 4 - SPECIAL BOARD OF DIRECTORS BUSINESS MEETINGS**

Special meetings with elected board members may be called by the Chapter Chair at the request of the Chair or by any three of the five Vice Chairs on written request. Notice of each meeting shall be given to each board member personally or by mail, telephone, or electronic media at least three (3) workdays prior to the day of the meeting.

## **SECTION 5 - QUORUM**

A majority of the number of board members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the board shall be regarded as the act of the board.

## **ARTICLE V - PARLIAMENTARY RULES**

The rules of parliament procedures in Robert's "Rules of Order" shall be adhered to in the transaction of business as interpreted herein. The agenda for general membership meetings should follow the order below:

- Chair: Call to Order
- Chair - Introduction of new members.
- Vice Chair - Administration: Highlight minutes of previous meeting.

- Vice Chair - Finance: Report on finances.
- Committees: Reports by applicable Committee Chair(s) having announcements about forthcoming activities.
- Chair: presentation of new certificates, senior member certificates, etc.
- Chair: Report on old business.
- Chair: Report on new business.
- Programs Committee Chairman: Introduction of visitors and guest speaker and presentation of Certificate of Appreciation to guest speaker.
- Chair: Adjournment.

## **ARTICLE VI - DISSOLUTION OF CHAPTER**

In the event that this Chapter is dissolved for any reason, funds or properties shall be transferred to the parent Society of Logistics Engineers and the Chapter Charter shall be returned to the District Director. SOLE - The International Society of Logistics shall not be responsible for any financial commitment or indebtedness incurred by this Chapter, the Chapter officers, or any of Chapter members.

## **ARTICLE VII - AMENDMENTS**

These Bylaws are in consonance with SOLE International Bylaws. The Board is charged with maintaining these Bylaws in consonance with SOLE International Bylaws. The Board shall prepare, incorporate and promulgate changes that are required by changes to the SOLE International Bylaws.

Additional changes to these Bylaws may be originated in two ways: proposed changes developed by the Board; and proposed changes desired by the membership.

Bylaw changes proposed by the Board shall be proposed in writing to the membership. Such proposals shall include the rationale for the change(s).

Chapter members may propose changes to these Bylaws by proposing in writing with the signature of a minimum of 10% of Chapter members. Such proposed changes shall be submitted to the Chapter Chair in sufficient quantities for use by the Board. The Chair of the Membership Committee shall verify the signatures to assure the 10% requirement is met prior to action by the Board. The Board shall review such proposed changes for applicability to the Chapter and for conflict with SOLE International Bylaws.

The Board shall submit all member-initiated changes directly to the entire membership, without alteration, for their approval/disapproval. The Board shall include a recommendation for approval or disapproval including supporting rationale. The Board may submit its own proposal for changes as described above, which may include alteration to member-initiated changes after membership approval/disapproval of such member-initiated changes.

To affect a change in these Bylaws by either method, two thirds of members responding on a referred change must approve such change within 30 days of referral date. In the event that less than 10 percent of members respond within the allotted time, the proposed change is automatically

disapproved. Approved changes shall be incorporated into these Bylaws with full force and effect.

### **ARTICLE VIII - INDEMNIFICATION**

The Greater Washington Area Chapter of SOLE indemnifies any member of the Board of Directors, any officer of committees, or anyone who formerly served in any of these capacities, for any judgments entered against such individual, any payment in settlement of a suit, and the actual expenses reasonably incurred in connection with the defense of any action, suit, or proceedings (whether civil, criminal, administrative) in which the individual is made a party by reason of being or having been a member, director, or officer, except for gross negligence or misconduct in the performance of duty. Such indemnification shall not be exclusive of any other rights to which such individual may be entitled under local general laws, the articles of incorporation of SOLE or any other bylaw provisions, agreements, or resolutions of the Board of Directors.