

**INTERNATIONAL BYLAWS**

**of**

**SOLE - The International Society of  
Logistics**



*as revised 22 February 2003*

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The Bylaws contained herein  
have been approved by the Board of Directors of the Society  
at the 22 February 2003 Board of Directors Meeting held in Washington, DC.

These Bylaws supersede SOLE Bylaws dated August 2000.

**Table Of Contents**

100 MEMBERSHIP.....1

    101 Classifications of Membership .....1

    102 Removal of Members.....1

    103 Chapters .....1

200 MANAGEMENT STRUCTURE .....2

    201 Board of Directors. ....2

    202 Executive Board.....3

    203 Executive Board Positions. ....4

    204 Directors at Large .....6

    205 District Directors.....6

    206 Application Division Directors. ....6

    207 Director of Certification.....7

    208 Director of Certificate Programs.....7

    209 Meetings.....7

    210 Executive Director and International Headquarters. ....8

    211 Board of Advisors. ....9

    212 Indemnification .....9

300 NOMINATIONS AND ELECTIONS .....11

    301 Officer Requirements.....11

    302 General Elections.....11

    303 Removal from Office. ....12

400 MEETINGS .....13

    401 Procedures.....13

    402 Annual Assembly.....13

    403 International Logistics Conference and Exposition.....13

    404 Meeting of the General Membership. ....13

    405 Other Meetings. ....13

    406 Anti-Trust Compliance Policy.....14

    407 Conflicts of Interest Policy .....14

500 COMMITTEES.....16

    501 General .....16

600 AMENDMENTS .....17

601	Operating Procedures.....	17
602	Other Documents Revisions. ....	17
700	FISCAL YEAR.....	17
800	CORPORATE SEAL.....	17

# **SOLE – THE INTERNATIONAL SOCIETY OF LOGISTICS INTERNATIONAL BYLAWS**

SOLE - The International Society of Logistics (hereinafter also referred to as “SOLE” or “the Society”), a non-profit professional association of governmental and business entities, and individual members incorporated under the laws of the State of California hereby adopts the following Bylaws for its government, management and operation. Throughout this document the term "Bylaws" refers to this document. All other bylaws as may be required under Bylaw 401.3 shall be named "SOLE (Country) Bylaws."

NOTE: Whenever the masculine noun/pronoun is used it shall be understood to include equally the feminine noun/pronoun.

## **100 MEMBERSHIP**

### **101 Classifications of Membership**

Governmental and business entities or individuals may become members of SOLE. SOLE shall have classes of membership for individuals as more fully described in the operating manual. In addition, the operating manual sets forth the requirements for applying for membership, the dues and assessments relating to membership, the rights and privileges of membership, and other provisions concerning SOLE’s members.

### **102 Removal of Members**

The Executive Board may, under limited circumstances, revoke the membership of either an individual or a governmental or business entity, in accordance with criteria and processes contained in the operating or management manuals. Such member must have an interest in conflict with SOLE or be affiliated with an organization that has a conflict of interest with the United States, as determined by the United States Attorney General. In addition, a member may be subject to removal if such member is convicted of felony criminal charges. In order for the Executive Board to revoke a membership, it must have reasonable proof that a member has violated the provisions of this paragraph and two-thirds of the

Executive Board must vote for such revocation. After such a vote of the Executive Board, the revocation of such membership shall be immediate.

### **103 Chapters**

103.1 SOLE charters local chapters of SOLE in order to advance the vision of the Society by providing services to members at the local level.

103.2 Unless required by the laws of a foreign nation, no chapter shall be an independent and separate organization apart from the operation of SOLE. Chapters in the United States may not incorporate as separate entities at either the national or state level. If required by the laws of a foreign nation, a chapter may separately incorporate in that nation.

## **200 MANAGEMENT STRUCTURE**

### **201 Board of Directors.**

The Board of Directors shall be responsible for the control, direction and management of the affairs, property and interests of SOLE, and, except as herein provided, may exercise all powers of SOLE in the Articles of Incorporation. The Board of Directors may delegate to officers of the Executive Board such powers and duties as it may see fit in addition to those specifically provided in these Bylaws.

201.1 The membership of the Board of Directors (also referred to as “BOD” or “Board”) shall consist of Executive Board members, District Directors, Application Division Directors, Director of Certification, and Director of Certificate Programs and from two to four Directors at Large. Past Presidents participate in ex-officio status. All members of the BOD shall be members in good standing at the time of their election and shall maintain that status for the duration of their term in office.

201.2 The Annual Meeting of the Board of Directors shall take place immediately prior to the Annual Assembly and at the same locale. At this meeting the BOD shall review and approve the annual budget and operations plan recommended by the retiring Executive Board. The Board of Directors may consider other SOLE business it deems appropriate.

201.3 The Mid-Year Meeting of the Board of Directors shall take place during the first quarter of each calendar year. At this meeting the BOD shall review progress toward goals and make any revisions necessary in the annual

budget and operations plans. The Board of Directors may consider other SOLE business it deems appropriate.

201.3.1 Notice of any regular meeting of the Board of Directors shall not be required to be given; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be sent via electronic mail or regular post to each who shall not have been present at the meeting at which such action was taken, addressed to him at his address of record, unless such notice shall be waived in writing or electronic message.

201.4 A special meeting of the Board of Directors may be called by the President either on his own initiative or by the President when requested by any five Directors, with notice to all Directors no less than 20 days before the date set for the special meeting. Notice of such special meetings shall include the time and place of the meeting, the purpose of the meeting and names of the Directors calling the meeting.

201.4.1 Except as otherwise required by law, notice of such special meetings shall be sent via electronic mail or regular post, directly to each Director addressed to him at his address of record at least twenty (20) days before the day on which the meeting is to be held, or shall be sent to him at such place by e-mail, telegram, radio or cable, or shall be delivered to him personally not later than twenty (20) days before the day on which the meeting is to be held.

201.5 Twelve Directors shall constitute a quorum at meetings of the Board of Directors. A majority of the

members of the Board of Directors present at the time and place of any regular or special meeting, although less than a quorum may adjourn the same from time to time without further notice, until a quorum shall be present.

201.6 Two-thirds of the votes cast at a meeting of the Board of Directors shall be required to approve any addition to, deletion from, or amendment of these Bylaws or the Articles of Incorporation. Any change to the Articles of Incorporation shall be reviewed and approved by the SOLE legal counsel before submission to the Board of Directors for approval.

201.7 A vacancy on the Board of Directors occurring by reason of the death, resignation, disqualification, removal from office, or the inability to act on the part of any director shall be filled by appointment by the President for the un-expired portion of the term. Such appointment shall be confirmed by a majority vote of the Executive Board, and shall remain in effect for the remainder of the term of office.

201.8 At all meetings of the Board of Directors, each Director present shall have one vote only. No member of the BOD may vote other than in person, except in extraordinary circumstances upon prior approval of the Executive Board and in which case such vote may be cast during a telephone call conference in to the BOD.

201.9 Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, the action of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

201.10 Any Director may resign at any time by giving written notice to the President, with a copy to the Vice President, Administration. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt. The acceptance of such resignation shall not be necessary to make it effective.

201.11 No salary shall be paid to Directors, as such, for their services. Reimbursements for allowable expenses as stated in the Management Manual shall not be construed as payments or salary.

## 202 Executive Board.

202.1 The Executive Board of SOLE shall consist of the President, the Vice President, Finance; the Vice President, Administration; the Vice President, Professional and Technical Development; the Vice President, Member Services, the Vice President, Education, the Vice President, European Operations, the Vice President, Asia/Pacific Operations; the Immediate Past President (as applicable), and the President of the Logistics Education Foundation.

202.2 The terms of office of members of the Executive Board shall begin on 1 October in the year in which they were elected and shall continue through 30 September of the year of expiration of their designated term, or until his successor shall have been duly elected and qualified, or until his death, resignation or removal from office. Failure to maintain his membership in good standing shall be considered as resignation from office.

202.3 The Executive Board shall specify those activities to be administered

by the Executive Director, as described in Section 210 of this document.

202.4 The Executive Board shall authorize the Annual International Logistics Conference and Exposition, conferences and all corporate meetings of SOLE and approve their dates and locations.

202.5 The Executive Board shall review the budget and present it to the Board of Directors for approval.

202.6 In the absence of both the President and the Vice President-Professional and Technical Development from a called meeting of the Board of Directors or Executive Board, the Directors present at the scheduled time and place for such meeting shall elect a President pro tem from among the Directors present by simple majority vote.

### 203 Executive Board Positions.

203.1 The **President** shall be the Chief Executive Officer of the Society and preside at the Annual Membership Meeting and all meetings of the Executive Board and the Board of Directors. As Chairperson of both the Executive Board and Board of Directors, he shall be subject to the direction of the Board of Directors, shall have general charge of the business, affairs and property of SOLE and general supervision over its officers and agents. In general, he shall perform all duties incident to the office of Chief Executive Officer and shall see that all orders and resolutions of the Board of Directors are implemented. Except as otherwise expressly directed by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may

from time to time be authorized by the Board of Directors. The term of office for the President shall be for one year, commencing on the first day of the Society's fiscal year.

203.2 The **Vice President, - Finance** shall be Treasurer of the Society. The term of the Vice President, Finance shall be for one year, commencing on the first day of the Society's fiscal year.

203.2.1 The Vice President, Finance shall have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of SOLE funds.

203.2.2 He shall render to the Chief Executive Officer and the Board of Directors whenever requested a formal statement of the financial condition of SOLE and of all his transactions as Treasurer, and render a full financial report at the Annual Assembly if called upon so to do so.

203.2.3 He shall keep the books of account of all the business and transactions of SOLE.

203.2.4 In general, he shall perform all duties incident to the office of Treasurer and such other duties as are given to him by these Bylaws or as from time to time may be assigned to him by the Board of Directors or the Chairperson.

203.3 The **Vice President, Administration** shall be the Secretary of the Society. The term of the Vice President, Administration shall be for one year, commencing on the first day of the Society's fiscal year.

203.3.1 As Secretary, he shall record all the proceedings of the meetings of the Members and Board of Directors in a book to be kept for that purpose.

203.3.2 He shall cause all notices to be duly given in accordance with the provisions of these Bylaws and as required by law.

203.3.3 He shall be custodian of the records and of the seal of SOLE.

203.3.4 In general, perform all duties incident to the office of Secretary and such other duties as are given to him by these Bylaws or as from time to time may be assigned to him by the Board of Directors or the Chairperson.

203.4 The **Vice President- Professional and Technical Development** shall be responsible for the Application Divisions and Technical Committees of SOLE and be the leader of the Society for technical advancement, professional development and research. In meetings where the President is absent, he shall serve as chairman of the Executive Board or Board of Directors for that meeting only. The term of the Vice President, Professional and Technical Development shall be for one year, commencing on the first day of the Society's fiscal year,

203.5 The **Vice President, Member Services** is responsible for establishing and implementing programs and policies, goals, quotas, and growth patterns for expansion of SOLE in close cooperation with the remainder of the Executive Board and the District Directors; fostering membership activities at the chapter level; coordinating with the District Directors to develop and charter new chapters; and providing support

services to newly formed chapters in the district organizations. The term of the Vice President, Member Services shall be for one year, commencing on the first day of the Society's fiscal year and ending on the last day of the Society's fiscal year.

203.6 The **Vice President, Education** is responsible for the Education, Certification and Certificate activities of the Society. The term of the Vice President, Education shall be for two years, commencing on the first day of the Society's fiscal year (odd-numbered) and ending on the last day of the Society's fiscal year (even-numbered),

203.7 The **Vice President, European Operations** shall be concerned with SOLE business in Europe, Africa, and the Middle East. He shall foster and promote international programs consistent with the scope of SOLE and shall effect all necessary coordination with external groups for such purposes. He shall be responsible for the European community's International Committee. He shall be elected by the respective District Directors in his geographical area in odd numbered years. The term of the Vice President, European Operations shall be for two years, commencing on the first day of the Society's odd-numbered fiscal year

203.8 The **Vice President, Asia/Pacific Operations** shall be concerned with SOLE business in Australia, the South Pacific, and Asia, less the Middle East. He shall foster and promote international programs consistent with the scope of SOLE and shall effect all necessary coordination with external groups for such purposes. He shall be responsible for administering the needs of chapters, fostering additional chapters and representing the interest of chapters in his

regions. He shall be responsible for the Asia/Pacific community's International Committee. He shall review and approve all national bylaws/statutes and other management documents written by Districts or Chapters in his assigned areas to ensure that they satisfy the requirements for SOLE operation. He shall be elected in even-numbered years by the respective District Directors in his geographical area.

The term of the Vice President, Asia/Pacific Operations shall be for two years, commencing on the first day of the Society's even numbered fiscal year.

203.9           **The Immediate Past President** of SOLE shall remain on the Executive Board for a period of 12 months after the election of the next succeeding President; his role is to provide continuity in the management of the Society.

203.10           **The President, Logistics Education Foundation** serves on the Executive Board to provide continuity between LEF and the Society. He shall remain on the Board of Directors in accordance with the terms of office of the Logistics Education Foundation. The Logistics Education Foundation is a non-profit corporation independent of SOLE.

#### 204    Directors at Large

Directors at Large are assigned duties, which bridge other areas and assignments. There shall be at least two and no more than four Directors at Large, as elected by the membership.

#### 205    District Directors

205.1           The Board of Directors may create or delete districts for professional, geographical, demographic, political or administrative reasons.

205.2           Each District shall be administered by a District Director. The District Directors shall have responsibility and authority for district affairs.

205.3           A District Director shall reside in the district he administers and shall have a two-year term of office. The members in their district elect district Directors. The Directors of even-numbered districts will be elected in even-numbered years, and the Directors of odd-numbered districts will be elected in odd-numbered years. A District Director may not serve simultaneously in any other Executive Board or Board of Directors office in the Society. If a District Director is elected or appointed to another elected position, he shall resign from his district directorate, effective the day his new position becomes effective.

205.4           If at any time a District Director is unable to perform the duties, he may resign by letter or email to the President and will be replaced by a District Director appointed by the President. Determination that a District Director is not performing his duties will be made jointly by the President, and Vice President, Member Services.

#### 206    Application Division Directors.

206.1           The Board of Directors may create or delete Application Divisions for professional, demographic, or administrative reasons. Created Application Divisions shall be classified into groups A and B, for purposes of providing balance in the number of divisions being elected in a given year.

206.2           Application Division Directors are the elected heads of the Application Divisions of SOLE. Any member of SOLE who has demonstrated

professional expertise in the areas covered by a division may be elected as an Application Division Director of that division.

206.3 Application Division Directors serve on the SOLE Board of Directors and chair the top-level committee within their division. If an Application Division Director is elected or appointed to an Executive Board position, he shall resign from his directorate, effective the day his new position becomes effective.

206.4 Their term of office is two years, running from 1 October following their election to the second following 30 September. Directors of "A" Application Divisions are elected in odd numbered years and "B" Application Divisions in even numbered years.

## 207 Director of Certification

207.1 The Director of Certification is the elected head of the SOLE Certified Professional Logistician (CPL) Committee. He is responsible for the CPL exam development; and candidate review.

207.2 The Director of Certification serves on the SOLE Board of Directors, and is elected for a two-year term in odd numbered years. If the Director of Certification is elected or appointed to an Executive Board position, he shall resign from his directorate, effective the day his new position becomes effective.

## 208 Director of Certificate Programs

208.1 The Director of Certificate Programs is the elected head of the SOLE intermediate certificate recognition and

coordination programs. He is responsible for identifying and associations and alliances necessary to promote logistics recognition in individual domains, he shall develop specific certificate programs as necessary if none exist in other professional organizations.

208.2 The Director of Certificate Programs serves on the SOLE Board of Directors, and is elected for a two-year term in even numbered years. If the Director of Certificate Programs is elected or appointed to an Executive Board position, he shall resign from his directorate, effective the day his new position becomes effective.

## 209 Meetings

209.1 At least two regular meetings of the Executive Board shall be held annually. The dates for such meetings shall be selected by the President, and held approximately six months apart. One meeting of the Executive Board will be held in conjunction with the Annual Board of Directors and Annual Membership Meetings. The second meeting shall be held in conjunction with the mid-year Board of Directors meeting during the first quarter of the calendar year.

209.2 Notice of any regular meeting of the Executive Board shall be given not less than 30 days nor greater than 90 days in advance of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be mailed electronically or by regular post, promptly to each member of the Executive Board who shall not have been present at the meeting at which such action was taken, addressed to him at his address of record.

209.3 Special meetings of the Executive Board shall be held whenever called by the President, or by not less than three (3) other members of the Executive Board at such time and place as may be specified in the respective notices or waivers of notice thereof. Notice of such special meeting shall include the time and place of the meeting, the purpose of the meeting, and the names of the authorized persons calling the meeting.

209.4 Except as otherwise required by law, notice of such special meetings shall be mailed directly to each officer addressed to him at his address of record at least twenty (20) days before the day on which the meeting is to be held, or shall be sent to him at such place by e-mail, telegram, radio or cable, or shall be delivered to him personally.

209.5 Notice of any special meeting shall not be required to be given to any officer who shall attend such meeting in person or to any officer who shall waive notice of such meeting in writing or by e-mail, telegram, radio or cable, whether before or after the time of such meeting; and any such meeting shall be a legal meeting without any notice thereof having been given if all the officers shall be present thereat. Notice of any adjourned meeting shall not be required to be given.

209.6 At all meetings of the Executive Board of Directors, the presence of five (5) Executive Board members shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws.

209.7 A majority of the Executive Board members present at the time and place of any regular or special meeting, although less than a quorum may adjourn the same from time to time without further notice, until a quorum shall be present.

209.8 At all meetings of the Executive Board of Directors, each Director present shall have one vote only. No member of the Executive Board may vote other than in person, except in extraordinary circumstances upon prior approval of the President and in which case such vote may be cast during a telephone call conference in to the Executive Board.

209.9 Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, the action of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Executive Board of Directors.

209.10 No stated salary shall be paid to members of the Executive Board, as such, for their services.

## 210 Executive Director and International Headquarters.

210.1 SOLE, through its Executive Board, shall employ an Executive Director and designated headquarters staff personnel to manage and perform the functions of the International Headquarters. The Executive Board shall contract for International Headquarters space and facilities and for purchased services if required.

210.2 The Executive Director shall serve as the Executive Director of

SOLE, and shall be in charge of SOLE Headquarters, its staff and operations, and shall be custodian of all property and equipment owned and used by SOLE. He shall be responsible to the Executive Board.

210.3 He shall, under the supervision of the President, direct such functions as are necessary for meeting the responsibilities assigned.

210.4 He shall cooperate with the Finance Committee and, under the supervision of the Vice President, Finance, execute SOLE fiscal policies and operations.

210.5 He shall assist members of the Executive Board and committees in the performance of their work.

210.6 Neither the Executive Director, nor any other member of the Headquarters Staff, shall have any vote by reason of membership on any SOLE committee.

## 211 Board of Advisors.

211.1 The purpose of the Board of Advisors is to provide advice and counsel to the Executive Board.

211.2 The Board of Advisors shall consist of distinguished individuals as members, coming from diverse backgrounds in government, industry, commerce and education. [NOTE: Members of the Board of Advisors who are selected from the Government are serving in their individual capacities and not as representatives of the Government.]

211.3 Any member of the Society may nominate candidates to the President for appointment to the Board of Advisors.

The President shall canvas the members of the executive board before appointing candidates to the Board of Advisors.

211.4 Membership on the Board of Advisors shall be indefinite. The Immediate Past President, or President, shall on or about 1 April of every even numbered year; reaffirm the member's desire to continue serving on the Board of Advisors.

211.5 Board of Advisors meetings shall be held once a year (or more often if deemed necessary) at a time and place designated by the Chairperson of the Board of Advisors.

211.6 The President shall recommend an agenda prior to the call for a meeting. The Chairperson shall issue the agenda, and the call for a meeting, to members of the Board of Advisors.

211.7 The Board of Advisors shall elect a Chairperson from within its membership. The term of the Chairperson shall be two years with no limitation on re-election. The election will be held every odd numbered year. Nominations will be made by the Board of Advisors members and a vote taken by those members present at the meeting, with a majority vote required. The Chairperson shall chair the meetings of the Board of Advisors.

## 212 Indemnification

212.1 SOLE shall indemnify its directors to the fullest extent that the California General Corporation Law permits indemnification of directors. SOLE shall indemnify its officers to the same extent as its directors and to such further extent as is consistent with and

permitted by law. The indemnification and other rights provided by this Section shall continue as to a person who has ceased to be a director or officer and shall insure to the benefit of the heirs, executors and administrators of such a person.

212.2 Any director or officer seeking indemnification within the scope of this Section shall be entitled to advances from SOLE for payment of the reasonable expenses incurred by him or her in connection with the matter as to which he is seeking indemnification in the manner and to the fullest extent permissible under the California General Corporation Law.

212.3 The Board of Directors may make further provision consistent with and permitted by law for indemnification and advance of expenses to directors, officers, employees and agents by resolution, agreement or otherwise. The indemnification provided by this Section shall not be deemed exclusive of any other right, with respect to indemnification or otherwise, to which those seeking indemnification may be entitled under any insurance or other agreement or resolution of stockholders or disinterested directors or otherwise.

212.4 References in this Section are to the California General Corporation Law as from time to time amended. No amendment of these Bylaws shall affect any right of any person under this Section based on any event, omission or proceeding prior to the amendment.

**300 NOMINATIONS AND ELECTIONS**

**301 Officer Requirements**

SOLE officers at all operating levels shall be members in good standing of SOLE prior to nomination for, election, or appointment to any office. They shall continue to maintain this membership throughout the term of office.

**302 General Elections**

302.1 The Nominations/Elections Committee shall actively search out and solicit the membership for names of candidates for the offices of Executive Board members, Director of Certification, Director of Certificate Programs, Application Division Directors, and District Directors subject to election during the committee's tenure.

302.2 Nominations shall be submitted to the general membership for voting and approval via mail in ballots, not later than June 15<sup>th</sup> each year, with elections completed prior to the Annual Assembly.

302.3 Candidates for President; Vice President, Finance; Vice President, Administration; Vice President, Professional and Technical Development; Vice President, Member Services; and Directors at Large shall all be elected by the membership with unassigned offices. After such election the sitting Board of Directors shall select the officers of the corporation through written ballot from among those elected. Candidates for Vice President, Education, the Director of Certification, and the Director of Certificate Programs shall be elected by the membership as assigned offices.

302.4 District Directors shall be elected by the membership in the districts they represent.

302.5 Vice Presidents for European Operations and Asia Pacific Operations shall be elected by the District Directors in their respective areas.

302.6 The Nominations/Elections Committee shall place in nomination only the names of candidates it has determined to be eligible for the office sought.

302.7 The Executive Director shall promptly report the results of the District Director election to members of the Board of Directors and all candidates. In the event of a tie vote, the position shall be considered vacant and an appointment made, by the President, from the candidates for office, with confirmation by the Executive Board.

302.8 Elected Board of Director members are not eligible to be candidates for election as members of the Board of Governors of the Logistics Education Foundation.

302.9 Application Division Directors shall be elected in numerical order of the divisions, A divisions in even years, B divisions in odd years. In odd years, the Director of Education shall be elected following the election of Application Division Directors.

302.10 The President of SOLE shall decide, on behalf of the Nominations/Elections Committee, the eligibility of candidates nominated for the office.

### 303 Removal from Office

303.1 For purposes of this section, an office is defined as the position occupied by a member of the Executive Board, member of the Board of Directors, Committee Officer or Committee Member.

The Appointing Board is defined as the Board, which has the authority to appoint or elect to an office.

303.2 Appointed committee chairpersons, members, etc. serve at the pleasure of the person/office appointing them. The appointing person/office may remove any appointee by notifying the appointee and the Executive Director, in writing, of the removal.

303.3 Members of the Executive Board and Board of Directors shall exercise reasonable efforts to attend all scheduled meetings of the Boards. Notification of inability to attend meetings shall be sent to the SOLE Executive Director by letter, fax, or email as soon as the Board member is aware of the situation. At the next meeting, acceptance by the Executive Board of the members written justification for absence shall be based upon a two-thirds vote of the Executive Board members present.

303.3.1 When a member of the Board of Directors has two unexcused absences during his term of office, the individual will be given the opportunity to resign through written notification by the President. If the voluntary action is not taken within 30 days of notification, then the resignation will be considered automatic.

303.3.2 Removal as a member of the Board of Directors does not disqualify that individual from running for a Board of

Directors position in subsequent elections, providing proper procedures are followed.

303.4 International District Directors shall attend at least one of two international committee meetings per fiscal year and/or one meeting per fiscal year convened by the Vice Presidents, European or Asia/Pacific Operations as applicable to their district.

303.4.1 If neither is attended, in person or by a nominated alternate, then the individual will be given the opportunity to resign.

303.4.2 If voluntary action to resign is not taken within 30 days of written notification from the Vice Presidents, European Operations or Asia/Pacific Operations, then the resignation will be considered automatic, the individual advised in writing, and a replacement will be sought by nomination and election by the District Directors in the applicable geographical area.

## **400 MEETINGS**

### **401 Procedures**

401.1 "Roberts Rules of Order," the current edition, shall be used as a reference for the conduct of all SOLE business functions, except for the International Committee meeting.

401.2 The term "ex-officio" as used in these Bylaws indicates that such individuals are entitled to all rights of a full member on the Board (or committee) to which they are designated in ex-officio status. The rights of members are defined by "Roberts Rules of Order" and include the right to vote.

401.3 In order to meet the requirements for operations in countries outside North America, SOLE Chapters that are legally organized as professional non-profit societies in their own right (in the country in which they are domiciled) may prepare separate, national bylaws and other management documents.

### **402 Annual Assembly**

402.1 The purpose of the Annual Assembly shall be the report to the members on the results of the elections conducted; the presentation of the State of the Society reports by the members of the Executive Board; and to provide the members the opportunity to influence decisions by the board of directors through open discussions.

402.2 The Annual Assembly shall come to order at the time announced to the membership.

402.3 Any and all powers, rights or privileges not specifically reserved unto the membership by these Bylaws, or by the

laws of the State of California, shall be exercised by the Annual Assembly as delegates of the membership.

### **403 International Logistics Conference and Exposition**

403.1 A Logistics Conference devoted to the goals and welfare of SOLE shall be held, at a location and time to be determined by the Executive Board.

403.2 When authorized by the Executive Board the Annual International Logistics Conference and Exposition shall be held between 1 August and 30 September, if at all possible.

### **404 Meeting of the General Membership**

404.1 The President may call a meeting of the general membership. Such meeting will have the force to provide direction to the Board of Directors and influence the Society's decision-making process. A petition of no less than ten percent of the SOLE membership may also call a general membership meeting.

404.2 A quorum of the members of SOLE shall consist of one percent of the total members on the rolls at the time any meeting of the general membership is required or any other action is required to be taken by the general membership.

### **405 Other Meetings**

405.1 Special technical conferences or symposia and regionally or chapter organized and sponsored or co-sponsored meetings or symposia should be conducted in accordance with the Society's symposium guidelines. Where financial assistance is required from International Headquarters, approvals must be obtained

from the Vice President-Professional and Technical Development and the Vice President-Finance. The District Director of the District, in which such meetings or symposia are to be held, shall be responsible for assuring approvals have been requested and are obtained as required.

405.2 Major international SOLE events such as the International Logistics Congress shall be approved by the Vice Presidents for European Operations and Asia Pacific Operations, after coordination with the Executive Board. Every effort will be made to avoid conflicts with other SOLE conferences and meetings.

#### 406 Anti-Trust Compliance Policy

406.1 It is the undeviating policy of the SOLE, The International Logistics Society to comply strictly with the letter and spirit of all federal, state and applicable international trade regulations and anti-trust laws. Any activities of SOLE or SOLE related actions of its staff, officers, directors or members, which violate these regulations, and laws are considered detrimental to the interests of the Society and are unequivocally contrary to SOLE policy.

406.2 Implementation of the anti-trust compliance policy of the SOLE, The International Logistics Society shall include, but shall not be limited to, the following:

406.2.1 Society Membership, Board of Directors, Executive Board and other Committee meetings shall be conducted pursuant to agendas distributed in advance to attendees.

406.2.2 All Society activities or discussions shall be avoided which might

be construed as tending to: (1) raise, lower or stabilize prices; (2) regulate production; (3) allocate markets; (4) encourage boycott; (5) foster unfair trade practices; (6) assist in monopolization, or in any way violate federal, state or applicable international trade regulations and anti-trust laws.

406.2.3 Society members, officers, directors or employees who participate in conduct which the Board of Directors, by a majority vote, determines to be contrary to the SOLE antitrust compliance policy shall be subject to disciplinary measures up to, and including termination.

#### 407 Conflicts of Interest Policy

407.1 The purpose of the conflicts of interest policy is to protect SOLE's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of SOLE. The policy is intended to supplement and comply with but not replace any applicable federal or state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

407.2 In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his financial interest and all material facts to the Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement. Further, a voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from SOLE for services is precluded from voting on matters pertaining to that member's compensation.

407.3            A financial interest is not necessarily a conflict of interest. Under these Bylaws, a person who has a financial interest may have a conflict of interest only if the Board of Directors or the appropriate committee decides that a conflict of interest exists.

## **500 COMMITTEES**

### **501 General.**

501.1 The activities of SOLE shall be conducted wherever possible through voluntary associated groups of members organized by geographic area or field of interest. To provide for activities of SOLE, which continue from year to year, standing committees of members shall be appointed by the Executive Board. These committees shall be responsible to the Executive Board Member listed in the management Operating Procedures, who shall report to the Executive Board on the activities of the committee.

501.2 The Chairperson of the Standing Committees and Boards shall be affirmed by the Executive Board commencing with the first meeting of the newly elected Executive Board and shall be completed prior to adjournment of the second meeting of the Executive Board.

501.3 Ad Hoc Committees shall be established as deemed necessary by the Executive Board or the Board of Directors.

501.4 The Executive Board may authorize the Committee Chairperson to exercise powers and assume duties of committee management as deemed necessary to accomplish the objectives of the committee.

## **600 AMENDMENTS AND DOCUMENT REVISIONS**

600.1 Bylaws may be adopted, altered, amended, supplemented, and/or repealed from time to time upon the recommendation of the Executive Board, with the approval of 2/3 of the votes cast at a duly authorized meeting of the Board of Directors, provided all of the Directors have received at least two (2) weeks prior notice of the proposed action.

600.2 No vote shall be taken on an amendment, addition to, or deletion of the SOLE Bylaws unless the contents of the proposed revision shall have been communicated in writing to each Director no later than two weeks prior to the meeting.

### **601 Operating Procedures.**

The operating procedures of the Society are hereby incorporated as an official document of the Society. Changes to the operating procedures are subject to Executive Board approval. Over half of the votes cast at an Executive Board meeting shall be required to approve any addition to, deletion from, or amendment of the operating procedures. If any conflict occurs between the contents of the operating procedures and the Bylaws, the Bylaws shall prevail.

### **602 Other Documents Revisions.**

Changes to national Bylaws and other management documents written by International Districts or Chapters to satisfy the requirements for SOLE operations in countries other than the United States shall be submitted to the

Vice President European Operations or the Vice President Asia Pacific Operations for review and approval. Changes that would cause the country to operate in a manner that deviates from normal SOLE International operations shall be submitted to the SOLE Board of Directors for review and approval.

## **700 FISCAL YEAR**

The Fiscal Year of SOLE shall be 1 October through 30 September or such other fiscal year selected by the Board of Directors from time to time as the needs of the corporate business requires.

## **800 CORPORATE SEAL**

The corporate seal shall be circular in form and shall bear the name of the Corporation, the words "Corporate Seal" and words and figures denoting its organization under the laws of the State of California, and the year thereof, and otherwise shall be in such form as shall be approved from time to time by the Board of Directors.