

**OPERATIONS MANAGEMENT EDUCATION & RESEARCH
INSTITUTE OF CANADA**

(a non-legal interpretation)

BY-LAW NO. 1

A By-law relating generally to the conduct of affairs of the Operations Management Education & Research Institute of Canada.

A single bylaw creates OMERIC.

BE IT ENACTED AND IT IS HEREBY ENACTED AS A BY-LAW OF THE OPERATIONS MANAGEMENT EDUCATION & RESEARCH INSTITUTE OF CANADA (hereinafter called the "Corporation") as follows:

HEAD OFFICE

1. The head office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario and at such place within the Municipality of Metropolitan Toronto where the head office is from time to time situated as the Directors of the Corporation may from time to time, by resolution, fix.

The location of OMERIC's head office may be determined by the BOD, but must be somewhere in Metro Toronto.

CORPORATE SEAL

2. The seal of the Corporation shall be in such form and shall be prescribed by the Directors of the Corporation and shall have the words Operations Management Education & Research Institute of Canada. An impression of the Corporate seal is stamped in the margin hereof, and this shall be the seal of the Corporation.

OMERIC has a corporate seal which contains the name in full. The seal is impressed on the original bylaw.

MEMBERS

3. The Corporations being chapters in Region 8 of the American Production and Inventory Control Society are eligible for admission to membership in the Corporation.
4. An ex-officio member of the Corporation shall have the rights and privileges of a member unless otherwise stated in this By-law or any amendment hereto.

Only Region VIII Chapters are eligible for membership. Chapters are represented by their Presidents or other Chapter member designated for the meeting.

There are no ex-officio members identified at this time.

5. The interest of a member in the Corporation is not transferable and lapses and ceases to exist when the member ceases to be a chapter in Region 8 of the American Production and Inventory Control Society. Any member may resign from membership upon notice in writing to the Corporation. An ex-officio member shall cease to be a member when it or he ceases to hold the position, status, or office by virtue of which it or he became an ex-officio member.

BOARD OF DIRECTORS

6. The affairs of the Corporation shall be managed by the Board of Directors who may exercise all such power and do all such acts and things as may be exercised or done by the Corporation and are not by the By-laws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a general meeting of members.
7. The Board of Directors shall be composed of 5 Directors of whom a majority shall constitute a quorum.
8. Directors shall be elected for a one year term and shall be eligible for re-election at the annual meeting of members provided that no Director may be elected for more than three consecutive one year terms.
9. The office of Director shall be automatically vacated:
- a) if a Director shall resign his office by delivering a written resignation to the Secretary of the Corporation;
 - b) if he is found to be a lunatic or becomes of unsound mind;
 - c) if he becomes bankrupt or suspends payment or compounds with his creditors;
 - d) if, at a special general meeting of the members, a resolution is passed by three quarters of the members present at the meeting that he be removed from office;
 - e) on death,

A Region VIII Chapter may not abdicate its interest in OMERIC unless the Chapter folds. Ex-officio members cease membership when they leave the position that gained them this status. Members must resign in writing.

The BOD has complete control of the corporation unless it is specifically regulated/ restricted in the bylaws or by an approved resolution of the members.

There are 5 directors, any three of which may form a quorum for voting. (see organization chart attached)

Directors are elected for one year at a time and may hold office for up to 3 consecutive terms.

A director is removed from office: upon submission of written notice of their resignation; if they are found to be mentally unsound; if they go bankrupt; if they are voted out by 3/4 of the members present at a special or general meeting; or, if they die.

provided that if any vacancy shall occur for any reason in this paragraph contained the Directors may, by resolution, fill the vacancy with a person in good standing as a member of one of the chapters of Region 8 of the American Production and Inventory Control Society.

10. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that 5 days notice of such meeting shall be sent, in writing, to each Director. No formal notice shall be necessary if all Directors are present at the meeting or waive notice thereof, in writing.
11. Directors as such shall not receive any stated remuneration for their services but by resolution of the board expenses of their attendance may be allowed for their attendance at each regular or special meeting of the board. Such fixed sum may be paid to the Directors as members may by resolution determine provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.
12. A retiring Director shall remain in office until the dissolution or adjournment of the meeting in which his successor is elected. A Director shall hold office until the next annual meeting of members following his election or appointment.
13. Upon election at the first annual meeting of members the Board of Directors then elected shall replace the provisional members named in the Letters Patent/Articles of the Corporation.
14. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting, in addition to his original vote, shall have a second or casting vote.

PROTECTION OF DIRECTORS

15. Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of funds of the Corporation from and against:

The BOD can fill any vacancy by appointing as a Director any member in good standing of a Chapter in Region VIII.

BOD meetings can be held anywhere and at any time provided the directors are given 5 days notice or they all agree to the meeting.

Directors may only be reimbursed for their travel expenses, and then only if approved by the BOD. A Director who is also an Officer of the Corporation may be paid for work they do as an Officer.

Directors assume office at the adjournment of the meeting in which they are elected. They hold office until the next annual general meeting (AGM) following the date of their election or appointment.

The BOD specified in the original OMERIC charter was replaced at the first AGM.

BOD votes are decided by simple majority. Ties are resolved by a second vote by the meeting Chairman.

No Director or Officer may be held liable for the actions of the Corporation or any of its employees, unless the infraction is a direct result of that Director's or Officer's own deliberate neglect or default.

- a) all costs, charges, and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any actions, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of duties of his office or in respect of any such liability;
- b) all other costs, charges, and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own willful neglect or default.

No Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency, or porteous act, or any person, firm or corporation with whom or which any monies or securities shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own willful act, or his own willful default.

OFFICERS

16. The Officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by the same person.

There are four appointed Officers: President, Vice-President, Secretary and Treasurer. The same person can be both the Secretary and the Treasurer at the same time. (see organization chart attached)

17. The President of the Corporation shall be the President of Region 8 of the American Production and Inventory Control Society. The other Officers of the Corporation shall be appointed at the first meeting of the Board of Directors following each annual meeting of members and the Board may remove, at its pleasure, any such Officer so appointed. The Board of Directors may remove the President of the Corporation with a vote of at least 75% of the current Directors. The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
18. The remuneration of all officers, agents and employees shall be fixed by the Board of Directors by resolution. Such resolution shall have the force and effect only until the next annual or special general meeting of members when it shall be confirmed by resolution of the members and in the absence of such confirmation by the members then the remuneration of such officers, agents or employees shall cease to be payable from the date of such meeting of members.

DUTIES OF OFFICERS

19. The President shall be the Chief Executive Officer of the Corporation. He shall preside at all meetings of the Corporation and of the Board of Directors. He shall have the general and active management of the business of the Corporation. He shall see that all orders and resolutions of the Board are carried into effect and he or the Vice-President with the Secretary or other officer appointed by the Board for the purpose shall sign all By-laws and other documents requiring the signatures of the officers of the Corporation.
20. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board.

The VP of Region VIII of APICS will be the President of OMERIC. The authority to hire and fire other Officers, employees, or agents rests with the BOD only. The President can be removed by a vote of 75% of the active Directors.

A salary for Officers, employees, or agents may be set by the BOD, but must be ratified at the next general meeting. If not approved the pay ceases as of the date of the meeting.

The President is the CEO and will preside at all Corporation meetings. He is responsible for the day-to-day management of the Corporation. The President or the Vice-President, and the Secretary or other Officer are the OMERIC signing authorities.

The Vice-President replaces the President when necessary and performs other duties assigned by the BOD.

21. The Treasurer shall have the custody of the Corporation funds and securities and shall keep full and accurate accounts of the receipts and disbursements and books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation and in such depositories as may be designated by the Board of Directors from time to time. He shall disburse the funds of the Corporation as may be ordered by the Board taking proper vouchers for such disbursements and shall render to the President and Directors at the regular meeting of the Board of Directors or whenever they may require an account of all his transactions as Treasurer and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board.
22. The Secretary shall attend all sessions of the Board and all meetings of the members and act as Clerk thereof, and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President under whose supervision he shall be. He shall be custodian of the seal of the Corporation which he shall deliver only when authorized by resolution of the Board to do so and to such person or persons as may be name in the resolution.

MEETINGS AND MEMBERS

23. The annual meeting of the members of the Corporation shall be held at the head office of the Corporation or elsewhere in Canada as the Board of Directors may designate and at such date and time as may be designated by the Board of Directors. At such meeting, the members shall elect a Board of Directors and shall receive a report of the Directors.
24. Fourteen (14) days prior written notice shall be given to each member of an annual or special general meeting of members. Fifty (50%) per cent of the members present in person or by proxy shall constitute a quorum. Each member present or represented by proxy at a meeting shall have the right to exercise one vote.

Each question submitted to any meeting of members shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote.

The Treasurer keeps the books of account for the Corporation and manages OMERIC funds and investments in accordance with directions from the BOD. He reports the financial condition of the Corporation as required and performs other duties assigned by the BOD.

The Secretary provides notices of all Membership or BOD meetings, takes and distributes minutes from those meetings, and safeguards the Corporate seal.

The BOD will hold a general meeting of OMERIC members once a year somewhere in Canada. A report from the outgoing Directors will be presented at the meeting and elections for the new Board will be held.

Members will be given 14 days written notice of a meeting. A quorum requires 50% of the Region VIII Chapters be represented (in person or by proxy) at the meeting. Votes are decided by simple majority. Ties are resolved via a second vote by the Chairman.

COMMITTEES

25. The Board of Directors may from time to time as deemed necessary appoint committees consisting of such number of Directors as may be deemed as desirable and may prescribe their duties. Members of committees so appointed shall not be compensated as such but may, by resolution of the Board of Directors, be compensated for their reasonable expenses incurred in committee work. Appointments to committees shall be until the next annual meeting of members of the Corporation. Members of committees may stand for re-appointment annually.
26. Any committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the Board of Directors two members of a committee shall form a quorum. Questions arising at any meeting of the committee shall be decided by a majority of votes and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

AMENDMENT OF BY-LAWS

27. The By-laws of the Corporation may be enacted and the By-laws repealed or amended by the Corporation enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said By-law. Such repeal or amendment shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.
28. Any member may appoint as his proxy any other member to vote at any annual or special general meeting.

EXECUTION OF DOCUMENTS

29. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation.

The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution

The BOD can appoint committees formed from the Board members. Committee members receive no salary but may be reimbursed for expenses incurred in committee work. A Director may be (re-)appointed to a committee for a term lasting only until the next general meeting.

A committee is free to conduct its business as it wishes. Unless specified only two committee members are needed for a quorum. Votes are decided by simple majority, ties resolved by a second vote by the Chairman.

The BOD may propose amendments to these bylaws, but they must be ratified by a 2/3 majority vote by the members. Before the amendments can be enforced, they must be approved by the Minister of Consumer and Corporate Affairs of Canada.

The individuals representing the Region VIII Chapters may appoint any other Chapter representative as their proxy for voting purposes.

The President or Vice-President, and Secretary or other Officer (2 persons in total) are OMERIC's signing authority. The BOD may give a power of attorney to an appropriate financial agent for securities transfers. The Corporate seal may be used on documents.

OMERIC ORGANIZATIONAL STRUCTURE

<p align="center">CORPORATION MEMBERS</p> <p align="center">The 16 Region VIII Chapters</p> <p align="center">(these 'members' are respresented by the Chapter Presidents)</p>

<p align="center">BOARD OF DIRECTORS</p> <p align="center">5 Elected Positions</p> <p align="center">(open to any member in good standing within Region VIII)</p>
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CORPORATION OFFICERS AND OTHER STAFF

(appointed or hired only by the BOD and open to any one unless specified)

PRESIDENT & CEO
VP Region VIII

VICE PRESIDENT
(appointed)

SECRETARY
(appointed)

TREASURER
(appointed)

COMMITTEES
(appointed members of BOD only)

EMPLOYEES
(hired)

AGENTS
(hired)
