

**COUNCIL OF LOGISTICS  
ENGINEERING PROFESSIONALS  
(CLEP)**

**Operations Manual**

**The operating procedures contained herein  
have been approved by the members of the  
Board of Officer of the  
Council of Logistics Engineering Professionals**

**This Operating Manual supersedes all previous Operating Manuals**

**27 October 2007  
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## **1. PURPOSES AND OBJECTIVES**

### **1.1 Organization's Name**

The name of this organization is the Council of Logistics Engineering Professionals and may be referred within this document as the Council or CLEP.

### **1.2 Non-Profit Status**

CLEP is established as a Non-Profit Corporation and incorporated as such in accordance with the rules, regulations and laws of the United States and the Commonwealth of Virginia. The business of CLEP shall not be conducted for the financial profits of its members, but shall be conducted for the mutual benefit of all its members as a non-profit organization.

### **1.3 Scope**

CLEP is an association that includes logistics engineering as applied in the conception, research, development, manufacturing, maintenance, support and sustainment of commercial and defense equipment or systems. It facilitates the identification, definition, development, promotion, and implementation of open standards and professional development to enable innovation, education, literary activities and communication for the benefit of the entire logistics industry.

### **1.4 Objective**

Its objective is to bring together representatives of the United States and eventually internationally, in the area of logistics engineering in order to discuss, learn and instruct and coordinate activities of the technical, scientific, and related engineering disciplines. CLEP was founded to educate and advance the logistics profession to its members and to disseminate the interdisciplinary principles and practices of logistics engineering, supportability and sustainment to the defense industry and government.

### **1.5 Sections**

CLEP shall authorize the charter of Sections (Chapters) to provide local members a way to organize into formal groups to further the scope and mission of the Council. The goal is to encourage local members to provide mutual support and promotion of the Council.

## **2. MEMBERSHIP**

### **2.1 Membership Category**

The Council shall initially have one category of membership. The category shall be referred to as "Voting Membership" and any individual holding Voting Membership shall be referred to herein as a "Voting Member."

### **2.2 Voting Membership**

- a. A Voting Member of CLEP is an individual whose dues are currently paid and who has a background, experience or training or an interest in obtaining experience or training in the areas of supportability, logistics, systems engineering, reliability, maintainability, sustainment, testing, supply support, manufacturing, shipping, transportation and other related logistics engineering disciplines.
- b. Voting Members shall have access to all working documents and protocols, minutes of meetings (Board of Officers and Committees), and any other written contributions by CLEP, subject to appropriate confidentiality obligations (personal data or information about members or participating companies or agencies).
- c. Each Voting Member shall be entitled to one vote at any vote of the Voting Membership.

- d. The Board of Officers may request Voting Members to provide qualified representatives to further the work of various CLEP committees that may be created from time to time. Each Voting Member shall have one vote in each of the committees in which it participates.

### 2.3 Admission to Membership

Any person possessing the requisite interest, as defined above, to secure membership in CLEP shall submit a written or online application. The application, accompanied by membership dues shall be submitted to the VP Finance.

### 2.4 Dues

Each voting member shall pay annual dues to CLEP according to schedules from time-to-time may be prescribed by the Board of Officers. The dues structure for the forthcoming year shall be reported to the membership and shall be provided to an applicant. Individual Sections (chapters) may levy dues, assessments or fees upon its members for Section use.

### 2.5 Membership Card

Each member of CLEP in good standing shall be entitled to a membership card in such form as shall be prescribed by the Board of Officers. A membership card shall be issued to each new member within a reasonable time after receipt of first dues paid to CLEP. The membership card shall be non-assignable and nontransferable.

### 2.6 Resignation

Any member of CLEP may withdraw from membership by tendering a written resignation to the Board of Officers. No refund of fees, dues, and special assessments will be made.

### 2.7 Suspension and Expulsion

- a. Any member or officer of CLEP who fails to continue to meet the criteria for its class of membership, violates any of the CLEP Bylaws, documented procedures, or resolutions adopted by the Board of Officers from time to time, or fails to pay dues or special assessments shall be subject to suspension, expulsion, or any other sanction approved by the Board of Officers. Expulsion or suspension for any reason other than non-payment of dues or special assessments shall occur only after the affected member has been advised, at least 15 days in advance, in writing of the proposed expulsion or suspension and the reasons thereto, and has been given an opportunity to submit not less than five days in advance to the Council's Board of Officers reasons in support of his/her continued membership in CLEP. The notice to the affected member shall include the name and address of the individual or CLEP making the charge and a concise statement of the material facts constituting the charge. If the Board of Officers determines in good faith that the allegations are substantiated, the Board of Officers shall vote on appropriate sanctions. The decision of the Board of Officers concerning an expulsion or a suspension shall be final and binding. A member may be suspended based on the good faith determination of the Board of Officers that the member has failed in a material or serious degree to observe CLEP's rules, or has engaged in conduct seriously prejudicial to the purposes and interests of CLEP. Any member whose membership in CLEP shall have been suspended by the Board of Officers shall not be a member during the period of suspension and shall have no interest in any of the activities, funds, property, rights, and interests belonging to CLEP until such time as such member complies with the requirements of the Board of Officers for the removal of the suspension and the return to good standing.
- b. A member expelled for any reason shall forfeit any dues or special assessments paid during membership. No member who has been expelled shall be eligible for reelection to membership

for at least one (1) year from the date of expulsion; such former members shall not be reinstated until all arrears in dues and/or monetary obligations to CLEP shall have been paid.

### **3. ANNUAL AND SPECIAL MEETINGS**

#### **3.1 Annual Meeting**

The annual meeting of the Voting Members of CLEP, at the direction of the Board of Officers shall be on such date and at such place and time as shall be designated by the Board of Officers and stated in the notice of the meeting. At the annual meeting, the Voting Members shall transact such other business as may properly come before the meeting. The VP Administration shall keep minutes of the meeting.

#### **3.2 Notice of Annual Meeting**

Written notice of the time and place and purpose of holding an annual meeting shall be given to each Voting Member of CLEP who on the record date of notice is permitted to attend such meeting, at least thirty days but no more than ninety days prior to the scheduled date for the meeting. The written notice of a meeting will include the proposed agenda for that meeting. All notices shall be given at the address on file with CLEP, personally, or by telecopy, electronic mail, or first class, registered, or certified mail. Notice of a meeting need not be given to any member who signs a waiver of notice in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, shall constitute a waiver of notice by that member.

3.3 The notice (or a written waiver of notice) must state the general nature of any proposed action by the Voting Members with respect to the following:

- a. Removing an officer without cause,
- b. Amending the CLEP Operating Manual,
- c. Approving a contract or transaction in which an officer has a material financial interest,
- d. Approving the dissolution of CLEP, or
- e. Approving a plan of distribution of assets, other than cash.

#### **3.4 Regular Meetings**

Notices of any regular meeting of Voting Members shall state those matters which the Board of Officers, at the time of the giving of the notice, intends to present for action by the Voting Members, but any proper matter may be presented for action at the meeting, provided the number of Voting Members attending the meeting, virtually, in proxy or in person, constitutes a quorum and is empowered to vote upon the matter. Notices of any special meeting shall specify the general nature of the business to be transacted there at and no other business may be transacted except as may from time to time be permitted by the Board of Officers.

#### **3.5 Monthly Meetings**

The President of CLEP shall call for a meeting every month and issue an agenda at least five days prior to the meeting. The VP Administration shall take minutes and issue them within five days of the meeting. Meetings can be via teleconferencing.

#### **3.6 Quorum and Adjournments of Monthly Meetings**

A majority of the Voting Members of CLEP shall be present or virtually present to constitute a quorum for the transaction of business. A quorum does not have to be available, if no member calls for a count. If a quorum is called, and is not met at any meeting, a majority of the Voting Members present in person or by proxy shall have power to adjourn the meeting without notice other than announcement at the meeting of the time and place to which the meeting is adjourned. No meeting may be adjourned for

more than twenty days. At such adjourned meeting at which the requisite number of Voting Members shall be represented, any action may be taken which might have been transacted at the meeting as originally noticed. If after adjournment the Board of Officers fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each Voting Member of record on the new record date.

#### **4. VOTING AND ELECTIONS**

4.1 A majority of the Voting Members in good standing who are present in person or telephonically or represented by proxy must vote in the affirmative to pass a resolution of the members or to elect a member of the Board of Officers. Notwithstanding the foregoing, Officers shall be elected by a plurality of the votes cast at an election. Each Voting Member shall be entitled to one vote for each officer position to be filled, and shall have one vote upon any questions coming before any meeting of the members. Voting may be by voice or ballot or email, except that any election of Officers must be by ballot if so demanded by any member at the meeting before the voting begins.

4.2 Any action required or permitted to be taken at a meeting of members of CLEP, including the election of Officers, may be taken without a meeting if CLEP distributes one written ballot to each Voting Member entitled to vote on the matter. All solicitations of votes by written ballot shall:

- (1) Indicate the number of responses needed to meet the quorum requirement.
- (2) State the percentage of approvals necessary to pass election, the measure or measures.
- (3) Specify the time by which the ballot must be received in order to be counted.
- (4) Provide adequate space(s) for write-ins.

4.3 Each ballot so distributed shall:

- (1) Set forth the proposed action or nomination for office.
- (2) Provide the members an opportunity to specify approval or disapproval of each proposal.
- (3) Provide a reasonable time within which to return the ballot to the Past President of CLEP.

#### **5. BOARD OF OFFICERS**

##### **5.1 Elections and Tenure**

The Voting Members shall elect the officers of CLEP annually. The officers of CLEP shall be a President of the Board of Officers, a VP Administration, VP Finance, a VP Operations, a VP Programs, a VP Education, a VP Membership and a VP Communications. The same person may fill the offices of VP Administration and VP Finance. Officers shall hold their offices until their successors are chosen. Any officer may be removed with or without cause at any time by resolution passed by the Board of Officers. In the event of the death, resignation, removal, or disqualification of any officer, the Board of Officers shall fill the vacancy. The officers shall not receive any compensation for their services, except as may be provided from time to time by resolution of the Board of Officers.

##### **5.2 President**

The President shall be a member ex-officio of all standing and special committees. The President shall execute all instructions requiring a seal in the name of CLEP, shall perform all such other duties as pertain to the office of the President and calls for meetings, sets agendas, presides over meetings, receives reports, sets goals and metrics and shall see that all resolutions of the members and the Board of Officers shall be carried into effect.

### 5.3 VP Administration

The VP Administration shall keep a list of the names and addresses of the members of CLEP, shall attend all meetings of the members and of the Board of Officers, and shall keep a correct record of all the transactions at such meetings in a book of minutes belonging to CLEP. The VP Administration shall be the custodian of the CLEP records (except those appertaining to the office of the VP Finance), act as historian, and ensure parliamentary procedures are followed. The VP Administration shall send out notices of meetings of the members and of the Board of Officers and shall conduct all correspondence other than that appertaining to the office of President and VP Finance. The VP Administration shall perform such other duties as pertain to the office of the VP Administration and shall do all such things and carry out all such orders as are required by the members of CLEP or the Board of Officers.

### 5.4 VP Finance

If required by the Board of Officers, the VP Finance shall give bond in such amount and with such surety as may be designated by the Board of Officers, the cost of such bond to be paid by CLEP. The VP Finance shall receive, disburse, and collect any monies due and belonging to CLEP and shall, under the supervision of the Board of Officers, deposit the monies for CLEP, in its name and to its credit in such depository or depositories as may be designated by the Board of Officers. The VP Finance shall invest all funds not needed for current disbursements, as may be directed by the Board of Officers, shall pay all bills and make all disbursements authorized by the Board of Officers, taking proper vouchers for such disbursements, monitor revenue, grants, and donations, and develop and monitor an annual budget. The VP Finance shall notify the VP Administration of all delinquencies in the payment of special assessments and dues by members and shall render a full and annual report of the financial condition of CLEP to the Officers prior to the annual meeting of the membership. The VP Finance shall perform all other duties required by resolution of the Board of Officers and shall perform all duties as pertain to the office of VP Finance. The VP Finance shall maintain or cause to maintain the financial records of CLEP according the Generally Accepted Accounting Principles (GAAP). The VP Finance may, with approval from the Board of Officers, appoint an Assistant VP Finance to perform some of the duties as they pertain to the office of the VP Finance.

Except as provided elsewhere in these operating procedures, all documents which purport to bind CLEP must be countersigned by any two officers. The VP Finance, under authorization of the Board of Officers is authorized to approve disbursements up to the amount of \$2,500 per occurrence. Expenditures over \$2,500 per occurrence will require the approval of two officers of CLEP. The VP Finance may authorize the Assistant VP Finance, if one has been assigned, to approve disbursements of items not to exceed \$500 per occurrence and in total not to exceed \$1,500 per month. Proper vouchers shall be taken for all such disbursements.

The VP Finance shall:

- a. Have the care and custody, and be responsible for, the funds and securities of the Council.
- b. Provide a report of current financial activity at each Executive Board meeting.
- c. Deposit such funds in the name of the Council in such banks, trust companies, or vaults as the executive Board may designate.
- d. Post bond if required by the Executive board at the Council's expense.
- e. Prepare, for the annual Executive Board meeting, an Annual Report and a consolidated financial report and balance sheet that are provided to the Management and Budget committee for audit.
- f. Ensure that the Federal Income Tax reports and the Florida intangible tax reports are prepared and submitted.
- g. With the concurrence of the Management and Budget committee, plan and implement CCTS investments.

h. The retiring Treasurer shall close the books on June 30<sup>th</sup>.

i. Serve as a member of the Management and Budget committee in accordance with Art.IX-2 (C) 8.

#### 5.5 VP Operations

The VP Operations shall perform such duties as may be delegated by the President and also serve as President in his/her absence. The VP Operations oversees CLEP's Bylaws (if applicable), Policy & Procedures and Operating Manual, Nominations Committee, and Retail Sales Committee. The VP Administration shall keep and maintain or cause to be kept a copy of the Operating Manual as amended to date.

The VP Operations is responsible for the update of the Operating Manual for presentation to the Board and the membership and for adoption and recommends to the President and the Board changes to the adopted Policies and Procedures. The VP 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 Board. The VP Operations supervises the maintenance and recordkeeping of retail items and ensures these sales are carried out at CLEP activities.

The VP Operations coordinates the formation of new Sections of CLEP in conjunction with VP Membership and coordinates the efforts to develop a Section Operating Manual.

#### 5.6 VP Programs

The VP Programs formulates the vision for CLEP and makes recommendations to the President relative to the policy, establishment, operational arrangement and scope of interest groups, and for the establishment of programs for the development, conduct and appraisal of CLEP and Section activities. The VP Programs establishes communications and maintains liaison with the Sections and their program activities committees to promote informal discussion, education and technical development of logistics at the local level.

The VP Programs arranges for speakers, panels, presentation media, photography, and makes reservations and meeting location arrangements for all conferences, workshops and symposia.

The VP Programs provides leadership for the Awards Committee. This committee coordinates all awards with the President and Board of Officers. The committee also gathers information relative to the annual awards program and coordinates with local award committees to ensure that appropriate persons are recognized.

#### 5.7 VP Education

The VP Education is responsible for CLEP's education and training activities, and coordinates efforts with the VP Operations and the VP Programs to implement those activities internationally, nationally or regionally. The VP Education shall be responsible for developing training activities, establishing workshops and activities with local, national and international symposia, and establishing and coordinating a formal Certification program. The VP Education shall be responsible for fostering development of local and regional technical activities, and for all sponsored workshops, logistic seminars and symposia.

The VP Education assists Sections to prepare, apply, study, and be examined for the Certified Supportability Specialist (CSS) and the Certified Supportability Engineer (CSE) designations. VP Education ensures that academic articles are properly refereed and establishes a Continuing Education Unit program for relative workshops and training sessions.

The VP Education identifies requirements for continuing education in the field of logistics and makes recommendations to the President. The VP Education also establishes communication and maintains liaison with the regional and Section committees, and develops and conducts workshops and symposia in logistics special interest areas.

#### 5.8 VP Membership

The function of the VP Membership is to establish programs and policies for the purpose of expanding membership in CLEP, provide literature and application forms to chapter members with prospectus, promote recruitment efforts of CLEP, establish a follow-up system to ensure maximum renewal activity of existing members, establish communications to publicize membership activity, help in the establishment of local or regional Sections, maintain communication and liaison with Sections, and provide biographies of new members to the CLEP newsletter. VP Membership shall maintain a complete membership database and ensure confidentiality of the database.

#### 5.9 VP Communications

a. The VP Communications is the focal point for all communication efforts, within the Council, to its members and Officers, and external to the logistics community in general. These activities include coordinating newsletters, journals, and technical publications, public relations, marketing, advertising, web site development and maintenance.

b. The VP Communications is in charge of ensuring a viable and dynamic CLEP website is maintained. Such a website would have a special members-only area, links to other logistic and engineering sites, logistics webinars, and other useful attributes for members and the logistics community at large.

#### 5.10 Board of Advisors

a. An Advisor to the Council of Logistics Engineering Professionals (CLEP) serves on the CLEP Advisory Committee at the will of the President of CLEP and advises the CLEP Board of Officers with regard to new trends within both government and industry and how the CLEP Board of Officers should tailor their programs to better serve the members of CLEP. After the election of a new President of CLEP, the new President shall designate any number of Board Advisors to serve on the Board of Officers and to serve at the same term as the new President plus one year. Once the President of CLEP has selected the proposed Advisors to the Board of Officers, the Board of Officers must approve the slate of Advisors by a simple majority. Members of the Advisory Committee serve in an advisory capacity only and are not elected to office and, therefore, shall have no voting rights on the BoO.

b. Members of the Advisory Committee provide guidance, recommendations and counsel to the BoO of CLEP. The Advisory Committee may provide guidance to the BoO, when asked by the BoO, on topics relating to technical programs for upcoming symposia and events and suggested speakers for upcoming symposia and events. The Advisory Committee might also be tasked by the BoO to assist the BoO to advise the BoO on issues of continuity of leadership and the activities of CLEP. An Advisory Committee Member may be asked, and designated, by the CLEP President to serve as the chair of a special committee or to assist the BoO in coordinating a CLEP symposia, activity or event.

c. Board advisors could be made up of past office holders (or exceptionally qualified individuals with a simple majority approval of the board) and do so on a voluntary basis.

#### 5.11 Removal from Office

Officers may be removed by the Board of Officers “for cause”. Removal “for cause” shall mean removal of a Director who has been declared of unsound mind or convicted of a felony or fails to attend two consecutive Board of Director meetings either in person or virtually. Officers may be

removed by the Voting Members without cause if such removal is approved by the Voting Members pursuant to paragraph 4 above.

#### 5.12 Term Limits

The terms of office shall be two years for all elected officers. All elected officers may serve consecutive terms of office to a maximum of two terms. Half of the serving Officers shall be nominated for election or reelection every other year in order to ensure seasoned members are always present on the Board of Officers.

### **6. DISSOLUTION**

#### 6.1 Property

In the event of dissolution of CLEP, any remaining property of CLEP will, after paying the necessary expenses thereof, be returned to the member who contributed such property except property which is attributed to earnings. Other property may be sold or given to a non-religious charity.

#### 6.2 Earnings

Notwithstanding anything in paragraph 6.1 to the contrary, no earnings from CLEP may be distributed to an officer or employee of a member, or any officer or employee of this CLEP. Instead such earnings or property attributed to earnings, if any, remaining after payment of necessary expenses, shall be distributed equally to current Voting Members.

### **7. INDEMNIFICATION**

CLEP indemnifies any member of the Board of Officers, 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 CLEP or any other bylaw provisions, agreements, or resolutions of the Board of Officers.

### **8. AMENDMENT**

8.1 This Operating Manual and any amendments or alterations thereof may be altered, amended, or repealed at any annual, or special meeting of the members of CLEP by majority vote of the members at which a quorum is present to vote, provided notice of such proposed alteration, amendment, or repeal shall have been mailed to each member at his/her last known address at least thirty days but no more than sixty days before the date of such meeting. These notifications may also be made via electronic mail provided that a receipt confirmation is requested.

8.2 Any modifications to the Operations Manual enacted by the Board of Officers may be amended or set aside by a majority of the Voting Members present at a meeting or voting in a ballot where a quorum exists, and the Board of Officers shall not have any power to reenact modifications to the Operations Manual where such modifications have been amended or set aside by the Voting Members.

## **9. LAWS**

Notwithstanding anything contained in these Operating Procedures to the contrary, these procedures shall apply to members of CLEP and be interpreted in a manner consistent with all federal and state laws. CLEP Bylaws take precedent over these Operating Procedures.

## **10. PARLIAMENTARY AUTHORITY**

Rules of Order: Where procedure is not otherwise provided, the current edition of Robert's Rules of Order, Newly Revised, shall control. The current edition as of February 1997 is the 9th edition, Scott Foresman, 1990, ISBN-0-06-276051-3.

## **VP OPERATIONS SIGNATURE**

I certify that as the duly elected and acting VP Operations of CLEP that this Operating Manual of CLEP was adopted by the Board of Officers and approved by unanimous vote on the date indicated on the cover of this document.

Executed on 27 October 2007, at Rockville, MD  
Updated on 29 December 2009, at Rockville, MD

Lincoln Hallen  
VP Operations

Signature \_\_\_\_\_(signed)\_\_\_\_\_

Date: 29 December 2009