

# **Print Services & Distribution Association, Inc.**

## **Bylaws**

### ARTICLE I

#### NAME AND OFFICE

SECTION 1. The name of this corporation shall be Print Services & Distribution Association, Inc. (PSDA)

SECTION 2. The Corporation is incorporated as a non-profit organization under the provisions of the District of Columbia Nonprofit Corporation Act, U.S.A.

### ARTICLE II

#### PURPOSE & OBJECTIVES

SECTION 1. The Print Services & Distribution Association (PSDA) is a not for profit trade association organized expressly for promoting and encouraging the marketing of business printing and/or related products and services for resale. The PSDA shall represent the interests of the industry in the marketplace, before government, and before the public, guided by the tenets of free enterprise. PSDA shall serve as a vehicle for information exchange, as a forum for industry ideas, and as a liaison between all members that seek its cooperation to achieve common objectives.

SECTION 2. The objectives of the association shall be established by the Board of Directors.

### ARTICLE III

#### MEMBERSHIP

SECTION 1. There shall be two classes of members, voting and non-voting.

SECTION 2. A voting member shall be defined as a proprietor, partnership, firm, franchise, corporation, or division engaged in whole or in part in the supply, manufacture, or distribution of business printing and/or related products and services through all marketing channels to eventually serve the ultimate customer.

SECTION 3. A non-voting member shall be defined as an institution of higher learning, vocational education facility, research or consulting organization engaged in education, training, or research associated with the industry. Research divisions of organizations that do not qualify for membership under Article III, Section 2 are not eligible for non-voting membership.

SECTION 4. All voting members may participate in Special Interest Groups (SIG) that the Board of Directors may form from time to time. SIG's shall be based on the SIG members' primary functions or interests with the industry.

SECTION 5. The Board of Directors may, at any time and from time to time, in its sole discretion, establish other categories, rights and privileges of voting and non-voting membership.

SECTION 6. All voting members shall be entitled to all rights and privileges of membership and (1) vote and each voting member shall designate one person authorized to cast votes.

SECTION 7. Members shall pay annual membership dues, the amount to be established by the Board of Directors.

SECTION 8. A member may resign by giving written notice to the Executive Vice President of the association. The resignation shall become effective when the member fulfills any obligations which were unfulfilled when written notice was submitted.

SECTION 9. Any member may be suspended or terminated for cause, which shall include but not limited to, non-payment of membership dues. Members who fail to pay membership dues when due shall be notified of the delinquency and if payment is not made within the time specified, without further notice and without hearing, shall have their membership terminated and thereupon forfeit all rights and privileges of membership.

SECTION 10. A member shall not be terminated for causes other than non-payment of dues without allowing such member the opportunity to be presented with the charges and offer a defense to the Board of Directors. Termination for causes other than non-payment of dues is subject to a two thirds vote of the Board of Directors.

SECTION 11. The Executive Vice President shall determine the procedures by which voting and non-voting members apply for membership and shall grant membership as appropriate.

## **ARTICLE IV**

### **MEETINGS**

SECTION 1. The annual meeting of members shall be held in conjunction with the association's annual convention or such other time as determined by the Board of Directors.

SECTION 2. The President or the Board of Directors may call a special meeting of voting members. A special meeting may also be called by the Board of Directors upon written request of twenty-five percent (25%) of the voting members of the association. Notice of any special meeting shall be distributed to each voting member at least 30 days in advance, with a statement of time and place and the information as to the subject(s) to be considered. The Executive Vice President shall determine the method of distribution of the notice of the special meeting.

SECTION 3. The Board of Directors shall determine the order of business for annual and special meetings of the members.

SECTION 4. Twenty five percent (25%) of the voting members present at an annual or special meeting shall constitute a quorum.

SECTION 5. Voting by the membership can take place in person or by mail, facsimile, electronic or other legal mode of transmittal. Unless otherwise provided by law or in these bylaws, a simple majority of those voting shall be deemed the will of the membership if a quorum of the membership votes. Proxy voting shall be permitted on all matters submitted to the voting members in accordance with procedures determined by the Executive Vice President.

## **ARTICLE V**

### **ELECTION OF OFFICERS AND DIRECTORS**

SECTION 1. The procedure for the election of officers and directors shall be determined by the Board of Directors.

SECTION 2. The Leadership and Governance Committee shall identify candidates for officer and director positions and shall nominate one person for each vacant position. Additional nominees will be added to the ballot if a petition for an additional candidate, signed by at least ten percent (10) of the voting membership, is received by the Executive Vice President at least 120 days prior to the annual meeting. In the event there are no additional nominees, the nominees shall be deemed to be elected by acclamation.

SECTION 3. In the event that there are more candidates than vacant positions, the election shall occur at least 90 days before the annual meeting of members.

SECTION 4. Only the person designated to vote on behalf of a voting member is eligible to serve as a director and/or officer.

SECTION 5. To be eligible to be an officer candidate, the person must have first served at least one year as a member of the Board of Directors.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

SECTION 1. The governance, business, direction, and accountability for the success of the association shall be vested in a Board of Directors, consisting of not more than eleven (11) directors and officers. Directors and officers shall not receive any compensation for their service as a director or officer but may receive reimbursement for expenses related to attendance at meetings of the Board of Directors, any of its committees, or at PSDA functions or any PSDA-related business authorized by the President.

SECTION 2. There shall be eight (8) directors and three (3) officers. The terms of office for directors shall be two (2) years and directors shall be eligible to be reelected to one additional two (2) year term. Terms shall be established in such a way to provide that as there are four (4) director terms expiring each year. Directors and Officers terms shall begin immediately upon the close of the annual meeting of members.

SECTION 3. The Board of Directors shall control and govern the affairs of the association with the authority to engage and discharge staff and agents of the association, establish dues, suspend or expel members, enter into contracts, establish the association budget, invest the funds of the association and conduct other business as is necessary and desirable in accordance with applicable law and these bylaws.

SECTION 4. The Board of Directors shall meet at least twice annually. Additional meetings may be held when called by the President or by the Executive Vice President at the written request of five (5) members of the Board of Directors. Ten (10) days advance written notice shall be required for such special meetings to be held in person. All meetings may be held by telephone conference on twenty four (24) hours advance written notice.

SECTION 5. A majority of the Board of Directors shall constitute a quorum for the conduct of business.

SECTION 6. An officer or director may resign by providing written notice to the President. Vacancies that occur as a result of death, resignation or otherwise shall be filled for the remainder of the unexpired term, by the President with the advice and consent of the Board of Directors.

SECTION 7. A director may be removed from office by members pursuant to applicable law.

SECTION 8. The Immediate Past President of the association shall be an ex-officio, non-voting member of the Board of Directors with the right to attend meetings, participate in discussion, but without the right to vote.

## **ARTICLE VII**

### **OFFICERS**

SECTION 1. The elected officers of the association shall be President, Vice President (President-elect), and the Treasurer. The term of office shall be one year and an officer may not be re-elected to the same office.

SECTION 2. The Board of Directors shall appoint an Executive Vice President and Secretary, who may be the same person, who shall serve a one year term with no limit to the number of terms. These officers shall be ex-officio, non-voting members of the Board of Directors with the right to attend meetings, participate in discussion, but without the right to vote.

SECTION 3. The President shall be the chief elected officer of the association and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The President shall create other committees as deemed necessary, appoint committee chairs, and shall serve as an ex-officio member of all committees without the right to vote. The President shall call regular and special meetings of the membership and Board of Directors. The President shall also perform all duties incident to the position and office of President.

SECTION 4. The Vice President shall, in the absence of the President, assume the duties of the President. The Vice President shall become the President when the President's term is completed. The Vice President shall perform other duties as may be assigned by the Board of Directors.

SECTION 5. The Treasurer shall oversee the financial affairs of the association. The Treasurer shall become Vice President when the Vice President becomes the President. The Treasurer shall perform other duties as may be assigned by the Board of Directors.

SECTION 6. The Secretary shall ensure that the books and records, including minutes of meetings of the Board of Directors, of the association are maintained. The Secretary shall perform other duties as may be assigned by the Board of Directors.

SECTION 7. The Board of Directors may remove any officer pursuant to applicable law.

SECTION 8. The Executive Vice President shall be the chief executive officer and responsible for the day-to-day administration and management of the Association. The Executive Vice President shall report to the Board of Directors. The Executive Vice President shall be responsible for carrying out the policies and programs of the association as established by the Board of Directors and shall act as the custodian of the association's records and documents. The Executive Vice President shall receive dues and keep confidential records thereof, execute contracts on behalf of the association as approved and authorized by the Board of Directors, and receive, deposit, disburse and keep record of funds under the guidance of the Treasurer and policies established by the Board of Directors. The Executive Vice President shall perform other duties as may be assigned by the Board of Directors.

SECTION 9. All financial officers and employees shall be bonded at the expense of the association in such amounts as directed by the Board of Directors. The Board of Directors shall appoint a certified public accountant or CPA firm to conduct an annual examination of the financial records of the association and furnish an annual certified audit to the Board of Directors.

## **ARTICLE VIII**

### **COMMITTEES**

SECTION 1. The standing committees of the Board of Directors shall be the Executive Committee, Finance Committee, Audit Committee, and Leadership and Governance Committee. The Board of Directors may appoint from among its members the members of the standing committees and such other committees comprised of one or more directors and such other members and tenures as the Board determines. The Board of Directors shall determine the scope of each Committee's work and shall not delegate any powers of the Board to any committee.

SECTION 2. Except as otherwise provided in these bylaws, the President shall appoint all committee chairs, committee chairs shall recommend members, and committee members will be approved by the Board of Directors. A majority of committee's members shall constitute a quorum and an act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 3. The Executive Committee shall be comprised of the President, Vice President, Treasurer, and the Immediate Past President (without the right to vote). The Committee shall have the authority to exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board of Directors at the succeeding regular meeting.

## **ARTICLE IX**

### **FISCAL YEAR**

SECTION 1. The fiscal year of the association shall beginning the first day of November and end on the last day of October.

## **ARTICLE X**

### **AMENDMENTS**

SECTION 1. These bylaws may be modified, amended or repealed and new bylaws be adopted by a majority vote of the Board of Directors present and voting at any meeting. Amendments may be proposed by filing a copy of the proposed amended bylaws with the Executive Vice President at least 45 days prior to the meeting at which the proposal will be considered. The Executive Vice President shall cause the proposed bylaws to be circulated among the Board of Directors at least thirty (30) days prior to the meeting at which the proposal will be considered.

## **ARTICLE XI**

### **INDEMNIFICATION**

SECTION 1. The association shall indemnify any and all of its current or former officers, directors, committee members, agents and staff against expenses, judgments, decrees, fines, penalties and amounts paid in defense or settlement of pending or threatened civil or criminal proceedings or other claims in which they or any of them are made parties in connection with or related to their being or having been officers, directors, committee members, agents or staff of the association, to the extent required by law.

SECTION 2. The association may purchase and maintain insurance on behalf of the association and any person who is or was serving the association as an officer, director, committee member, agent or staff, against any liability asserted against the association or such persons in connection with or related to association matters whether or not the association would have the power to indemnify such person(s) against such liability.

## **ARTICLE XII**

### **DISSOLUTION AND DISTRIBUTION OF ASSETS**

SECTION 1. The association shall use its funds and assets only to accomplish the objectives and purposes established by these bylaws and by the Board of Directors and no part of said funds and assets shall inure, or be distributed to the members of the association. On dissolution of the association, any funds or assets remaining after payment of the association's obligation shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations or business leagues to be selected by the Board of Directors.