



International Reprographic Association

BYLAWS

*Approved by the Membership
June 12, 2012*

ARTICLE I – NAME, LOCATION & PURPOSE

Section 1. Name – The name of this association shall be International Reprographic Association. The registered office shall be maintained in Illinois and such other offices may be established as the Board of Directors deems necessary or appropriate.

Section 2. Purpose – The purposes of this association are:

1. To serve as an independent, unbiased, and neutral resource for sharing information between segments of the industry.
2. To provide cross industry communication, understanding and networking.

ARTICLE II – MEMBERSHIP

Section 1. Classes of Members – The membership shall consist of two (2) classes: Reprographer and Vendor members. Membership shall be conferred upon completion of a membership application, including payment of appropriate membership dues.

Section 2. Reprographer Member Eligibility – Any individual or company, regardless of geographic location, engaged in the business of providing reprographic services for sale or use by an end user, may apply for active membership according to a procedure established by the Board of Directors.

Section 3. Vendor Member Eligibility – Any individual or company, regardless of geographic location, engaged in manufacturing, jobbing, retail or wholesale distributing of equipment, products or services used or sold by active members, may apply for vendor membership according to a procedure established by the Board of Directors.

Section 4. Duration of Membership and Resignation – The membership period shall be for the association's fiscal year. Any member desiring to resign from this association may do so by presenting his or her resignation in writing to the Board of Directors, provided such resigning members shall have discharged all financial obligations to the association up to the date of such resignation.

Members withdrawing, dropped, suspended, expelled or otherwise ceasing to be members, shall relinquish and forfeit all rights, title and interest in and to the property, records, funds, privileges and benefits of the association, but are not thereby released from any existing pecuniary obligations to the association.

Section 5. Suspension and Removal – Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination shall be violation of these bylaws or any rule, policy, code of conduct or practice adopted by the association, or any other conduct prejudicial to the interests of the association. Suspension or termination shall be by two-thirds vote of the Board of Directors, provided that a statement of the charges was mailed by certified, registered or electronic mail to the last recorded address of the member or otherwise delivered to such address in person as permitted by law at least fifteen (15) days before final action is to be taken. This statement shall include a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered. The member shall have the opportunity to

appear in person, and/or be represented by legal counsel, and/or to submit a written response in defense to such charges before action is taken by the Board of Directors. If the member is dissatisfied with the decision of the Board of Directors, the member may appeal to a panel of three (3) Past Presidents selected by the Board of Directors.

Section 6. Reinstatement – Members that have voluntarily resigned or have been terminated for non-payment of dues and that continue to meet the qualifications of membership will automatically be reinstated upon payment of dues for the current year. Member companies suspended or expelled for good cause may petition the Board of Directors for reinstatement. The Board may, in its sole discretion, grant such petition if it is determined that the violations leading to the member company's expulsion have ceased and are unlikely to recur, and that a suitable period of time has elapsed.

ARTICLE III – DUES/FUNDS

Section 1. Annual Dues – All applicants for Reprographer or Vendor membership shall forward with their application payment of their dues. Dues for members shall be payable in full with application or renewal invoice.

Section 2. Rate – Annual dues shall be set by the Board of Directors, which may establish dues classifications of Reprographer Members and of Vendor Members.

Section 3. Nonpayment of Dues – Members failing to pay dues by a date determined by the Board of Directors will receive notice from the Executive Director and at the discretion of the Board of Directors will be dropped from membership.

ARTICLE IV – MEETINGS OF MEMBERS

Section 1. Annual Meeting – There shall be a regular Annual Meeting for the purpose of electing Officers and Directors, the presentation of reports for action thereon, and the transaction of any appropriate business; the time and place of such meeting will be determined by the Board of Directors.

Section 2. Regular Meetings – There shall be such other meetings, if any, as determined by the Board of Directors.

Section 3. Special Meetings – Special meetings of the association shall be called by the President upon the written request of 50% of members of the association at a date within thirty (30) days of the receipt of such request by the President, and the notice of the special meeting must stipulate the specific purpose of the meeting.

Section 4. Notice of Meetings – Members must receive notice of any member meeting not less than five (5) days or no more than sixty (60) days prior to the date of the meeting.

Section 5. Order of Business – The order of business shall be determined by the Board of Directors and may be altered or suspended at any meeting by a majority vote of the members present.

Section 6. Quorum of Members – A quorum of the association for the transaction of business at a regular meeting shall consist of those members present, provided notice is provided per Section 4 above.

Section 7. Voting – Voting rights shall be vested in the reprographer members of the association. Each voting member shall be entitled to one (1) vote on every question submitted to the Membership by the Board of Directors. Vendor members shall be entitled to all of the privileges of the association except the right to vote at association meetings; the only exception shall be the right of the Vendor Director to vote during meetings of the Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Composition – The governance of this association shall be vested in a Board of Directors consisting of between three (3) and seven (7) Directors.

Section 2. Authority – The Board of Directors shall have general supervision, management and control of the affairs of the association. It shall inaugurate, organize and administer the general activities of the association; shall have power to pass upon and accept new members; and shall have full power to levy such assessments as in its judgment may be deemed necessary to carry on the work of the association. The President shall act as the Chief Executive Officer and IRgA Spokesperson.

Section 3. Eligibility – An individual's company must be a member of the association to serve on the Board of Directors.

Section 4. Meetings – The Board of Directors shall hold at least one regular meeting each year. The Board may hold such other regular and special meetings as it may deem necessary. The President shall have the power to call for a meeting of the Board. Notice of all meetings of the Board of Directors shall be communicated to each member of the Board at least ten (10) days in advance of such meetings.

Section 5. Special Meetings – Special meetings of the Board of Directors may be called by the President at his/her discretion and must be called by him/her upon the written request of five (5) Members of the Board.

Section 6. Quorum – A majority of the whole Board shall constitute a quorum at any meeting of the Board. Any less number may adjourn from time to time until a quorum is present.

Section 7. Voting – Each officer and director shall be entitled to one vote on all matters coming before the Board of Directors.

Section 8. Manner of Acting – The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

Section 9. Written Consent of Directors – The Board may take any action permitted or authorized by these bylaws or the Articles of Incorporation without a meeting if consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote on the matter. Such consent shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors.

Section 10. Compensation – No officer or director of the association shall receive any salary or other compensation for services.

Section 11. Resignation or Removal – Any director may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Board. Any officer or director may be removed at any time with or without cause by a two-thirds (2/3) vote of the Board at any regular or special meeting at which a quorum is present whenever in their judgment the best interests of the corporation will be served thereby.

Section 12. Absence – Failure of a director(s) to attend three (3) consecutive meetings shall be deemed to constitute a resignation from the Board of Directors which the Board may choose to accept.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. Elective Officers/Terms – The officers of this association shall be a President, President-Elect, and Immediate Past President, all of whom shall be elected from the reprographer membership of the association at the Annual Meeting of the members for a term of one (1) year, and shall continue to serve until their respective successors are elected and have qualified. Vendor members may be elected to the Board of Directors but may not be elected as an officer of the association.

Section 2. President – The President shall be the principal elective officer of the organization and preside at all meetings of the association. The President, with input from the Board, shall appoint all committees (except the Executive Committee), and shall be a member ex-officio, with right to vote, of all committees.

Section 3. President-Elect – The President-Elect shall, in the absence or disability of the President, discharge the duties of that office. Upon the completion of the term of the then President, the President-Elect shall automatically assume the office of President.

The President-Elect shall also serve as the association's Secretary/Treasurer and shall see that correct minutes are kept and shall perform such other duties that may from time to time be assigned by the President of the Board of Directors.

The President-Elect shall oversee receipt of all the funds of the association, depositing the same in the name of the association in such bank or banks, as may be designated by the Board of Directors, subject to withdrawal by checks signed or countersigned by him/her or the President, or signed by such other officer or employee as the Board of Directors may direct from time to time.

Each year, the Board of Directors, shall determine whether it is necessary to have prepared by a duly authorized Certified Public Accountant, a complete written financial report for the fiscal year to the Board of Directors. Unless otherwise provided by the Board of Directors, the President or the Secretary/Treasurer shall have power to enter into and sign all contracts and obligations approved and authorized by the Board of Directors.

Section 4. Presiding Officer – In the event that no officer is present at a meeting of the members of the association, a presiding officer for such meeting may be elected by the members present.

Section 5. Managing Director – The Board of Directors shall select a Managing Director who shall conduct the business and affairs of the association under the direction of the Board of Directors. The Managing Director shall be custodian of the books, records, papers and other articles of the association, and shall perform such duties as may be required of him/her by the Board of Directors.

Section 6. Resignation or Removal – Any officer may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Board. Any officer or director may be removed at any time with or without cause by a two-thirds (2/3) vote of the Board at any regular or special meeting at which a quorum is present whenever in their judgment the best interests of the corporation will be served thereby.

ARTICLE VII – ELECTIONS

Section 1. Nominations – The President shall appoint a Nominating Committee of three (3) members to be presided over by the Immediate Past President, who shall recommend as many candidates from the membership as there are officer and/or director vacancies to fill. The list of candidates so selected shall be reported to the membership no later than the opening session of the Annual Business Meeting. Nominations may also be made from the floor by any voting member in good standing present at the Annual Business Meeting at the time when the election of officers and directors is in order.

Section 2. Elections – The election of officers and directors shall take place at the Annual Business Meeting, each voting member in good standing present in person or by proxy being entitled to one (1) vote for one (1) candidate for each vacancy to be filled. Those candidates receiving a majority vote of the members present in person or by proxy shall be declared elected, and shall assume the duties of their respective offices on the first day of the next fiscal year. Voting shall be by voice vote, or ballot upon written request.

Section 3. Vacancies – If a vacancy occurs on the Board before the expiration of the term, by reason of death, resignation, or otherwise, the Board of Directors, by majority vote, may appoint a successor to serve until the next election.

ARTICLE VIII – COMMITTEES

Section 1. Committees and Task Forces – There shall be standing committees and task forces as determined by the Board of Directors.

Section 2. Special Committees – Special committees may be appointed by the Board of Directors from time to time to consider any and all matters affecting the welfare of the association and its members, whenever the President deems the appointment of such special committees desirable. The President shall be a member ex-officio of all such committees.

ARTICLE IX – MISCELLANEOUS

Section 1. Fiscal Year – The fiscal year of the association shall be from August 1 to July 31.

Section 2. Contracts – The Board of Directors may authorize any officers, agents or agents of the association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association and such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. – All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association, shall be signed by such officer or officers, agent or agents of the association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President-Elect.

Section 4. Books and Records – The association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

Section 5. Dissolution – The Board of Directors shall determine distribution of the association's assets, for such lawful purposes as it determines in such an instance.

Section 6. Waiver of Notice – Whenever any notice whatsoever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the bylaws of the association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 7. Indemnification – The association shall provide for the indemnification of the association and all officers, directors, employees and agents of the association, to the full extent permitted by the Not For Profit laws of the state of New York, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors of the association.

ARTICLE X – AMENDING THE BYLAWS

These bylaws (excepting this and the next sentence) may be amended in whole or in part at any meeting of the Board of Directors by a two-thirds (2/3) vote of the Board of Directors, provided that the same amendment was approved by a two-thirds (2/3) vote of the Board of Directors at a previous meeting held at least thirty (30) days earlier. Alternatively, the Bylaws may also be amended in whole or in part at any Annual Meeting by a majority of members present, in person or by proxy, provided that the text of the proposed amendment(s) is contained in the notice of such annual or special meetings of members.