



Bylaws of
Association for Print Technologies
As amended on October 2, 2019

ARTICLE I

NAME

The Name of this Corporation shall be: “Association for Print Technologies” It is sometimes referred to in these Bylaws as the “Association.”

ARTICLE II

INCORPORATION

The Association is a non-charitable corporation under the Not-For-Profit Corporation Law of the State of New York.

ARTICLE III

PURPOSES

The purposes for which the Corporation is formed are those set forth in its Certificate of Incorporation, as from time to time amended. It is not formed for pecuniary or financial gain, and no part of the assets, income or profit of the Association is distributable to, or shall inure to the benefit of its directors or officers except to the extent permitted under the Not-For-Profit Corporation Law of the State of New York. Nothing contained in these Bylaws nor in the Certificate of Incorporation shall authorize or empower the Corporation to perform or engage in any act or practice prohibited by General Business Law, Section 340, or other anti-monopoly statute of the State of New York. This provision is to continue as a permanent Bylaw of the Corporation.

ARTICLE IV

MEMBERSHIP

SECTION 1. Full membership shall be open to any firm, corporation, or division of a corporation (provided, however, that no corporate group of parent, subsidiaries and/or divisions shall be entitled to more than three full memberships) engaged, on a national basis within North America, in any aspect of the printing industry value chain. Membership classes will be divided into two categories: manufacturer members and user members. Membership criteria for each category will be defined by the Board of Directors.

SECTION 2. All members of this Association in good standing at the date of the adoption of these Bylaws shall be deemed to be members.

SECTION 3. Applicants for membership in the Association shall meet the membership criteria as set by the Board of Directors on the appropriate form. The Board of Directors shall be notified of all new members joining the Association since its previous meeting at each Board of Directors meeting.

SECTION 4. A member shall designate a delegate and an alternate as its representative to the Association.

SECTION 5. The Board of Directors shall determine, and set forth in writing, the rights, privileges, and obligations of members and may differentiate between and among members with respect to matters such as voting rights, eligibility to serve as directors or officers, participation in committee activities, entitlement to benefits and such other matters as the Board of Directors may deem appropriate.

ARTICLE V

DUES

SECTION 1. Amounts of dues shall be established by the Board of Directors. The Board of Directors may establish one uniform amount of dues or may establish reasonable classifications of rates uniformly applied to all members within such a classification. Payment of dues shall be made quarterly or annually in advance. An annual dues classification sheet shall be prepared and maintained by the President.

SECTION 2. Upon approval by not less than two-thirds of the members of the Association, assessments may be levied by the Board of Directors, against each member, in proportion to its dues.

ARTICLE VI

MEETINGS

SECTION 1. The Annual Meeting of the members of the Association shall be held once each calendar year, on such date and at such place and time as the Board of Directors shall fix. Notice of such meeting shall be provided by the Secretary to each member at least forty-five (45) days prior to the date of such meeting.

SECTION 2. Special meetings of the members of the Association may be called by order of the Board of Directors, or the Executive Committee, or, upon request in writing signed by at least 10 percent of the

members specifying a meeting date between 60 and 90 days subsequent to the date that the request is made. Notice of such meeting shall be provided by the Secretary to each member at least fifteen (15) days prior to the date of such meeting.

SECTION 3. A quorum at all meetings of the members of the Association shall be one-tenth of the full membership. If no quorum is present, then a majority of the votes present may adjourn the meetings from time to time.

SECTION 4. Voting privileges of each membership class will be set by the Board of Directors and publicized on the membership application.

SECTION 5. A proxy process will be determined by the Board of Directors and set forth in writing to ensure members are represented and allowed to vote at any meeting of the Association through a properly authorized proxy according to such process or as otherwise permitted by the New York Not-for-Profit Corporation Law.

SECTION 6. The members of a partnership, the officers of a corporation, or the officials of a division of a corporation, that is a member of this Association may attend meetings of this Association and take part in the discussions, but each member shall be entitled to only one vote at any meeting.

ARTICLE VII

BOARD OF DIRECTORS

SECTION 1(a). There shall be a Board of Directors of not fewer than fifteen nor more than twenty-five, the exact number to be determined by resolution duly adopted by the Board of Directors. Two-thirds of the members of the Board of Directors must be engaged in manufacturing or importing for sale, distribution or private labeling primarily new machinery, equipment, systems, software or supplies for the printing industry. Members of the Board of Directors shall be elected at the Annual Meeting of the Association for terms of three years each or, with regard to directorships filled by the Board pursuant to Section 3, for terms of one, two, or three years as may be necessary to provide for nearly equal classes of directors as contemplated by Section 2, provided such member shall continue at all times to comply with the qualifications for membership set forth in

Section (b) of this Article. A representative of a member shall be eligible for election; provided, however, that no member shall have more than one representative on the Board of Directors. No member of the Board of Directors shall lose his or her position on the Board of Directors as a result of a reduction in the size of the Board of Directors.

SECTION 1(b). In order to be eligible for election as a Director of this Association, an individual must be an owner or employee of a member. In the event that a member of the Board of Directors is no longer actively employed by such company, such Director shall submit his or her resignation as a Director. No member company may have more than one employee on the Board of Directors at any one time. An individual who has served a full three-year term may be reelected to one three-year term, but the individual shall not thereafter be eligible for election as a Director of this Association until the expiration of one year during which the individual has not served, unless the individual is a member of the Executive Committee at the time the term to which the individual has been elected has expired, in which case the individual may be reelected as a director for an additional term.

SECTION 2. The directors shall be divided into three (3) classes, each class to be as nearly equal as possible. At each annual meeting a different class shall be elected for a term of three years.

SECTION 3. The Board of Directors shall constitute the governing body of the Association. It shall be vested with full power and authority to put into effect the bylaws, resolutions and decisions of the Association.

SECTION 4. Regular meetings of the Board of Directors shall be held annually. Special meetings may be held at the call of the Chair, and shall be called by the Chair upon the request of three members of the Board. Notice of all meetings of Directors shall be sent by the Secretary, or their designee, to each Director at least ten (10) days before the meeting date, and shall specify the hour, date, and place. Unless otherwise provided by the Certificate of Incorporation or these Bylaws, members of the Board of Directors (or any committee of the Association, including the Executive Committee) may participate in a meeting of the Board of Directors (or such committee) by means of a

conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

SECTION 5. The Board of Directors shall determine Annual Budgets for the Association.

SECTION 6. The Board of Directors may, by a two-thirds vote of its full membership, authorize the borrowing of money on behalf of the Association.

SECTION 7. One-third of the number of directors which the Association would have if there were no vacancies in the Board duly elected shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 8 The Board of Directors may adopt and copyright a seal, insignia, or some form of label which it shall have copyrighted in the name of the Association. Permission shall be granted by the Board of Directors to each member of the Association in good and regular standing to use this seal, insignia, or label upon its letterheads, envelopes and other printed matter, and its use shall be evidence that the person using it is a member of the Association in good and regular standing. This permission may be rescinded at any time by the Directors in the event that the member is not at that time in good and regular standing, or has been suspended or expelled as provided in Section 9 of this Article.

SECTION 9. Membership in the Association may terminate upon resignation of a member, failure to pay dues, organization cessation, or expulsion from membership for violation of the Association's Certificate of Incorporation or Bylaws, or for the commission of any act deemed by the Board of Directors as injurious to the reputation and standing

of the Association. No member shall be expelled, except for failure to pay dues, without due process and without a two-thirds vote of the Board of Directors present and voting at a duly constituted meeting.

SECTION 10. Vacancies among the Board of Directors occurring for any reason may be filled by vote of not less than a majority of the entire number of the Directors then in office at any regular or special meeting of the Board, and such person so elected shall hold office until the next annual meeting of the Association, when a successor, chosen as hereinabove provided, shall be elected.

SECTION 11. The Board of Directors shall, immediately after its election, elect officers from its ranks, as stipulated in Article VIII-Officers. It may also appoint such other officers or agents as it may from time to time deem necessary for the proper functioning of the Association. The election of officers shall be by a majority vote of the full Board. Any vacancies occurring among the officers may be filled by the Board of Directors at any regular or special meeting for the unexpired terms.

ARTICLE VIII OFFICERS

SECTION 1(a). The officers of this Association shall be a Chair, Vice Chair, Immediate Past Chair, Treasurer, Secretary, and President. The Chair, Vice Chair, Treasurer, and Secretary terms will be for one year each and they must be elected from among the directors on the Association's Board of Directors. The Immediate Past Chair's term will be for one year.

SECTION 1(b). Officer positions may be held by either a manufacturer or a user member, however there can never be more than two user members serving as officers at the same time.

SECTION 2. The Chief Operating Officer of the Association shall serve as the President and shall serve as an ex-officio non-voting member of the Board of Directors. Subject to the control of the Board, the President shall have general supervision of the business and affairs of the Association and shall see that all orders and resolutions of the Board are carried into effect. In the event of President's inability or refusal to act, the Board or Executive Committee shall

determine who shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

SECTION 3. There shall be a Chair of the Board of Directors, who shall act as the Chief Executive Officer and who shall preside at all meetings of the Board of Directors. In order to qualify the individual must have served a minimum of two years on the Association's Board of Directors. Immediately following the completion of the Chair's term as Chair, he or she will serve a one-year term as Immediate Past Chair.

SECTION 4. There shall be a Vice Chair of the Board of Directors, who in the absence of the Chair or in the event of the Chair's inability or refusal to act, shall serve as acting Chair, who shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.

SECTION 5. The Treasurer shall have the responsibility for overseeing the moneys, corporate funds, securities and other valuable effects belonging to the Association, under the direction of the Board of Directors; provided, however, that the actual custody of all such moneys, corporate funds, securities and other valuable effects will be maintained by the Association's accountant and President until the deposit of the same. The Treasurer shall cause the Association's accountant to keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and further shall cause the Association's accountant and President to deposit all moneys, corporate funds, securities and other valuable effects in the name and to the credit of the Association in such depositories as the Board of Directors may, by resolution, designate. The Treasurer shall make to the Chair, and the Board of Directors, such reports as they may require relating to the affairs of the Treasurer's office as often and in such manner as they may request.

SECTION 6. The Secretary, or their designee, shall give notice of all meetings of the Association and all committees and shall attend all meetings of the Association. The Secretary shall keep a record of their doings, and shall conduct all correspondence and carry into execution all orders, votes, and resolutions

not otherwise committed.

The Secretary, or their designee, shall keep a list of the members of the Association, prepare or cause to be prepared minutes of meetings of the Association and the Board of Directors, and perform such other duties as these Bylaws provide and as directed by the President. In the case of absence or disability by the Secretary, the Board of Directors may appoint a Secretary pro tem. Under the oversight of the Secretary, the President shall be the keeper of the Association's seal.

SECTION 7. The Immediate Past Chair shall serve as Chair of the Nominating Committee and as a member of the Executive Committee.

SECTION 8. The Treasurer shall submit to the Board of Directors at a designated time, the official treasurer's report for the preceding fiscal year.

SECTION 9. Any officers may be removed from their officer position with or without cause by an affirmative vote of two-thirds of the Board of Directors at any regular or special meeting.

SECTION 10. A vacancy caused by the death, resignation, or removal of any officer may be filled for the unexpired term by the Board of Directors at any regular or special meeting.

SECTION 11. The Board of Directors or Executive Committee may, from time to time, delegate to the officers such other duties than those provided in this Article, which they shall deem fitting and appropriate for the proper functioning of the Association.

ARTICLE IX

COMMITTEES

SECTION 1. There shall be an Executive Committee composed of the Chair, the Immediate Past Chair of the Association, Vice Chair, Treasurer and Secretary. The Committee shall have full powers of the Board of Directors subject to the limitation contained in Section 712 of the New York Not-For-Profit Corporation Law, during the interim between Board meetings. The Executive Committee shall report its proceedings and transactions to the Board of Directors at each regular or special meeting of the Board of Directors.

SECTION 2. Three members of the Executive Committee present in person shall be necessary to constitute a quorum for the transaction of business at any meeting of said Executive Committee.

SECTION 3 (a). The Chair of the Association, at least 120 days before the Annual Election, shall appoint a Nominating Committee of at least two past board members, two current board members who are not eligible for re-election, and to be chaired by the immediate past chair of the Association. The Nominating Committee shall meet and report to the Annual Meeting the names of persons whom they nominate for election as members of the Board of Directors. Notice shall be distributed to the Association's membership at least ninety (90) days prior to the election, stating that any member of the Association may submit, in writing, the name or names of a member or members of the Association to be considered for inclusion on the ballot. The deadline for submitting any such submissions will be included in the notice. Members of the Nominating Committee may not nominate themselves. The Nominating Committee must distribute its final ballot to the membership at least forty-five (45) days prior to the Annual Meeting. The Chair of the Association, in appointing the Nominating Committee mentioned in this section, shall direct the Nominating Committee to continue its services for the election of Officers, and submit to the organization meeting of the Directors the names of one or more persons for each of the following officers of the Association –Chair, Vice Chair, Treasurer, and Secretary to be elected at that meeting.

SECTION 3 (b). The Chair of the Association, at least 120 days before the annual election, shall appoint a Bylaws Committee of at least three members, including at least one current board member. The Bylaws Committee shall meet and review the current bylaws, and report to the Annual Meeting, any recommended amendments to the bylaws, or that no amendments are recommended by the committee.

SECTION 4.(a) The Board of Directors, or by delegation thereto, the Executive Committee, shall have power to designate such standing or special committees as it deems necessary from time to time.

SECTION 4.(b) The Chair of the Board shall appoint a Chair of each such committee at the beginning of their term and designate the length of term for service.

SECTION 4(c). Members or Chairs of such committees need not be members of the Board of Directors. Such standing or special committees shall have no power or authority to contract for expenditures or disbursements unless such power is specifically given by the Board of Directors or Executive Committee.

ARTICLE X

INDEMNIFICATION

The Association shall indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that such person, the person's testator or intestate, is or was a Director or Officer of the Association, or, at the request of the Association served any other form of organization in any capacity, to the full extent and in such circumstances as is permitted under the New York Not-For-Profit Corporation Law. If the individual has not been wholly successful on the merits or otherwise in that individual's defense of the action or proceeding, and there are a sufficient number of Directors who were not parties to such action or proceeding to permit convening a quorum, then the Board of Directors shall be required to decide whether such individual has met the appropriate standard of conduct as specified in the New York Not-For-Profit Corporation Law. Nothing contained in this Article X shall affect any rights to indemnification to which corporate personnel other than Directors and Officers may be entitled by contract or otherwise by law.

ARTICLE XI

AMENDMENTS

These Bylaws may be altered, amended or repealed by a majority vote of the full membership of the Association or of the Board of Directors, provided that the notice of the Board or membership meeting shall include a description of the general character of the proposed alteration, amendment, or repeal.

ARTICLE XII

APPOINTMENT OF ACCOUNTANTS

The Board of Directors shall appoint certified public accountants to conduct an annual audit of the Corporation. The Board of Directors shall cause the books and accounts of the Association to be audited annually by an independent auditor of recognized responsibility and shall submit the report of said auditor to the Board of Directors at the next meeting thereof. In addition, the Board of Directors may authorize the President to appoint an accountant other than the auditors to assist the Association with its day-to-day accounting and other related activities as set out in these Bylaws or as otherwise authorized by the Board of Directors



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