

# Arizona Promotional Products Association (AzPPA) Bylaws

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## AzPPA Bylaws

These Bylaws (referred to as the "Bylaws") govern the affairs of Arizona Promotional Products Association (referred to as AzPPA), a non-profit corporation (referred to as the "Association" or the "Corporation") organized under the laws of the State of Arizona and the Arizona Non-Profit Corporation Act (referred to as the "Act").

### Article I: Name, Principal Office and Purpose

#### 1.1 Name

The name of this non-profit association shall be Arizona Promotional Products Association, Inc. (AzPPA)

#### 1.2 Principal Office and Registered Agent

The Board of Directors of AzPPA (the "Board") shall determine the location of the principal office of AzPPA. The Corporation may have such other offices, either in this State or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not, be identical with the Corporation's principal office in the State of AzPPA. The Board of Directors may change the registered office and the registered agent as provided in the Act.

#### 1.3 Purpose

The Corporation is organized for the purpose of performing one or more activities within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"). Specifically, the purpose of AzPPA is to achieve the highest level of professionalism in the promotional products industry and to foster growth within our membership through trade shows, networking, idea exchange and professional development, and to engage in such other activities designed to advance these core purposes of the Association.

### Article II: Membership

#### 2.1 Definition and Classifications

The Association shall have members. The members' rights and classifications are defined in these Bylaws. The membership is to be comprised of the following classes of members:

A. **Supplier Member:** A supplier is a company that manufactures, converts, warehouses or imprints promotional products for sale to promotional products

distributors or to a firm maintaining a division or affiliate devoted to reselling promotional products.

B. **Distributor Member:** A Distributor is a company (or a company that maintains a division, department, or affiliate) whose primary business includes developing ideas for the use of promotional products, buying such products from suppliers and reselling them to end buyers.

C. **Supplier Representative Member:** An independent company, contracted by one or more suppliers to market their products and services to distributors.

D. **Business Services Member:** A company that sells services, information, or products (other than promotional products) that support the normal conduct of business.

E. **Decorator:** A decorator is a company that is contracted to embroider, screen print, engrave, or other form of imprinting on product supplied by promotional product distributors.

Membership in any class of membership may be denied by the Association's Board of Directors or its designee, such as the Executive Director, if it is the determination and findings that a potential member is detrimental to the interests of the Association. The decision of the Board of Directors or its designee to admit or deny membership in the Association shall be conclusive, final and binding, except as provided in these Bylaws and unless the Board determines otherwise. The dues and qualifications for each member class and the benefits to be received by each class shall be determined in the sole discretion of the Board of Directors or its designee. Each member agrees to abide and be governed by these Bylaws, as may be amended, with respect to the corporate governance and operations of the Association.

## **2.2 Eligibility**

An email address is required for membership and it is the responsibility of the member to keep the organization aware of changes. At the discretion of the Board of Directors, as advised by the Membership Committee, the following qualifying factors may be considered.

To qualify for membership as a distributor, supplier or supplier representative, an applicant must fulfill one of the criteria numbered 1 - 4, and item #5 is required by all:

1. Be a member in good standing of PPAI, another regional association, or
2. Be a current subscriber to ASI, Sage, Distributor Central or any other relevant industry search site, or
3. Be sponsored by at least 1 member of AzPPA or PPAI. Sponsorships must be in writing and accompany application for membership, or
4. Provide the name of one (1) promotional products (PPAI or ASI) company that the applicant is doing business with or representing, and

5. Must have a physical presence within the United States or its possessions, Canada, or Mexico.

Business Services membership - an applicant must fulfill each of the following criteria:

1. Provide products and services (other than promotional products) that are used in or support the normal conduct of business, and
2. Provide references from a minimum of one (1) promotional products company that is a member in good standing of AzPPA or a recognized regional or international Association, who verify that the applying firm provides products or services to the companies in the promotional products industry.

Decorator membership - an applicant must fulfill each of the following criteria:

1. Provide decorating services for promotional product distributors
2. Provide references from one (1) promotional products company that is a member in good standing of AzPPA or a recognized regional or international Association, who verify that the applying firm provides decorating services to companies in the promotional products industry.

In the event these qualifications, for any classification, are unable to be met, an interview with the Board may qualify a company for membership.

### **2.3 Application**

Distributors, Suppliers, Supplier Representatives, Business Services, or Decorator companies who meet eligibility requirements are required to apply for membership. Applications for admission as a member shall be made electronically or on forms provided for that purpose. The applicant shall furnish all information necessary to determine eligibility for membership as stated in Article II, Section 2.2. Applicable membership dues must be submitted with application.

### **2.4 Admittance**

Distributors, Suppliers, Supplier Representatives, Business Services, and Decorator companies who meet eligibility requirements and have applied will have that application reviewed by the Executive Director or President or the Membership Committee. Membership is in effect once the Association processes payment for membership.

### **2.5 Representation**

Each member company must designate in writing the name and title of its representative and alternate representative, if any, who shall be entitled to act officially on behalf of the member company in all matters presented to the Association. Other associates may serve on the Board of Directors or committees, attend meetings and take part in Association discussions.

If such relationship between the representative and the company member ceases, the official relationship with the designated representative and the Association

ceases simultaneously. A company member may change its representative at will, or appoint a temporary substitute by written notice to the Executive Director. Each designated representative shall act on behalf of only one company member. Each member company shall have one vote in all matters presented by the Association.

Membership is not transferable or assignable. Each membership terminates on the dissolution of this Association and as otherwise provided herein. Membership is not a property right that may be transferred. In the event that the business of any member firm or corporation shall be sold, consolidated or the control thereof passed to any new firm or corporation, this Association shall be immediately notified.

## **2.6 Withdrawal/Resignation/Expulsion**

Membership in this Association shall terminate when a member is no longer engaged in business in the promotional products industry, when a member sends a written notice of resignation to the Executive Director, when a member becomes inactive for failure to pay dues or other charges owed the Association or otherwise abide by these Bylaws or the rules and regulations of the Association. The Board of Directors may establish reasonable procedures deemed appropriate or necessary to ensure appropriate due process when expulsion or other charge is under consideration for violation of the Bylaws or rules and regulations of the Association.

When membership is terminated for any reason, all rights of such member with respect to the Association and property of the Association shall cease immediately. Such member shall remain obligated to pay any debts owed to the Association at the termination of membership. Any dues paid shall be forfeited and deemed non-refundable.

## **2.7 Appeal**

Appeals for denial or expulsion of membership can be referred to the Executive Board of the Association.

## **2.8 Obligation to Follow Rules**

All rules listed in these Bylaws, Policy and Procedures Manual, stated rules for events and tradeshows must be followed. Failure to do so can result in expulsion or fines. Moreover, the Association and all its members recognize the vital importance of vigorous competition between members of the Association, as well as between others in the industry, whether members of this Association or not. This Association and its members shall not engage in any activities prohibited by law, and in this regard nothing in these Bylaws shall be construed or applied to in any way restrict or impair the sound and healthy competition between competitors required by applicable antitrust laws which are so necessary for the preservation of the free enterprise system which benefits the society of which we are all a part.

## **2.9 Financial Obligation**

Dues for Members of the Association will be determined annually by the Board of Directors.

Members who fail to pay their dues or other financial obligations within thirty (30) days after the due date shall be notified by the Association and if payment is not made within the next succeeding thirty (30) days shall be reported to the Board of Directors as in arrears, and, if so ordered, shall be dropped from the rolls, and thereupon forfeit all rights and privileges of membership.

If at any time the member company becomes active and pays its dues, it may be reinstated at the discretion of the Board. A reinstatement charge and/or prorated past dues may apply.

## **Article III: Membership Meetings**

### **3.1 Annual**

The Annual Membership Meeting will be held once each year as determined by the Board of Directors. At the annual meeting, the President of the Association shall preside, or if the President is unable or unwilling to preside, the President-Elect will preside, and the members shall transact any business that shall come before or be presented to the members at the meeting by the Board of Directors.

### **3.2 Regular Meetings**

Membership meetings may coincide with the time and place of any meeting of the Board of Directors

### **3.3 Special Meetings**

A special meeting of the members may only be called by the President, the Board of Directors, or members constituting not less than twenty percent (20%) of the total voting membership of the Association. Notice of any special meeting shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called. Notice of the date, time and place of each special meeting of the members of the Association shall be mailed, faxed, or emailed by the Executive Director/President or his or her designee to each member not more than twenty (20) days before the annual meeting, nor later than ten (10) days before any special meeting.

#### **A. Quorum**

10 current voting members shall constitute a quorum for any annual, special, or regular meeting.

## **Article IV – Annual Election**

- 4.1 The annual election shall be held in the 4<sup>th</sup> quarter of the current year.
- 4.2 A slate of nominees for open Board of Director positions shall be presented by the Nominating Committee to the membership at least two weeks prior to the election. All completed ballots must be returned by November 15th.

- 4.3 The incoming Officers and Directors shall assume their duties on January 1<sup>st</sup>.
- 4.4 A minimum of seven Members shall comprise the voting Board of Directors, and it shall consist of four officers and three or more Directors.
- 4.5 The term of office for the voting Board of Directors shall be two years. Any Director shall be eligible for re-election for up to a maximum of three consecutive terms, at which time such Director must be off the Board for one year before being eligible for election again.
- 4.6 The term of office for an Officer shall be one year with a limit of two consecutive terms in the same office.
- 4.7 No two association members from the same company can serve on the Board of Directors at one time.

## **Article V – Duties of Board of Directors**

### **5.1 Meetings**

The Board of Directors shall meet as often as necessary to perform the management, affairs, and business concerns of the Association. Meetings will be called by the President whenever necessary. Three Board members may call a special meeting by written request to the Secretary/Treasurer. Notice must be given five days prior to all Board Meetings.

#### **A. Quorum**

A majority of the voting Board constitutes a quorum. In the absence of the President, the President-Elect, then Vice President, shall preside. If they are absent, the Board may choose a chairperson for that meeting.

### **5.2 Constituency**

The four officers and three or more elected members shall be voting members of the Board. The Immediate Past President shall be a non-voting, ex-officio member of the Board. In the instance of a tie vote among the Board, the Immediate Past President will then be asked to cast his or her vote to decide the issue.

### **5.3 Vacancies**

The Board will select Members to fill any Board vacancies that may occur due to any cause. Those chosen to fill unexpected vacancies shall serve for the duration of that term.

## **Article VI – Nominating Committee**

The Nominating Committee is to be appointed by the President and shall consist of the Past President (as chair), the President-Elect and one to three members at large. In the

event that the Past President is unable to chair the Committee, the President will appoint a new Chairperson.

Nominations from Membership will be accepted by the Nominating Committee.

## **Article VII – Non Officers**

### **7.1 Past President**

The Past President shall act as a liaison between the Past Presidents and the current Board. The Past President shall act as the chairperson for the Nominating Committee and act as an advisor to the Officers and Board of Directors. In the instance of a tie vote among the Board and/or Executive Committee, the Past President will then be asked to cast his or her vote to decide the issue.

### **7.2 Executive Director**

The Board of Directors at its discretion may choose to hire an Executive Director to help manage the day-to-day activities of the Association. Responsibilities of this position are determined according to the needs of the Association and communicated via the President.

## **Article VIII – Officers**

### **8.1 President**

The President is the executive officer of the Association and Chairperson of the Board of Directors. The President shall preside at all Association and Board meetings, and is an ex-officio, voting member on all committees. The President is responsible for promoting the standards of the Association, for increasing its usefulness, and for reporting the progress of these matters. The President shall perform the duties incident to the Office as well as those duties prescribed by the Board of Directors. He or She will also be responsible for the monthly meeting agendas and for reviewing the previous meeting minutes for approval at the next Board meeting.

Further, the President shall appoint any standing committee as required for the proper operation of the Association.

### **8.2 President-Elect**

The President-Elect shall preside at the meetings in the President's absence, and shall perform duties as designated by the President. The President-Elect shall be elected with the understanding that with his/her consent and the approval of the Nominating Committee, he/she will be nominated for the office of the President in the coming year. The President Elect will preside and decide his/her slate of officers for the coming year.

### **8.3 Vice President**

The Vice President shall preside at meetings in the absence of both the President and President-Elect. The Vice President shall be elected with the understanding

that with his/her consent and the approval of the Nominating Committee, he/she will be nominated for the office of President-Elect in the coming year.

**8.4 Secretary/Treasurer**

The Secretary/Treasurer selected by the Board, will attend all Association meetings and record the proceedings, and conduct all correspondence, and maintain a list of all Members. The Secretary/Treasurer shall collect and distribute all monies, or supervise these tasks if performed by the Executive Director, and shall prepare and report at all meetings on the finances of the organization. He/She will also be responsible for reviewing and signing all payable checks.

**8.5 Eligibility**

Only Regular Members may be elected as Directors of the Association.

## **Article IX – Directors & Board Liaisons**

**9.1 AZPPA Delegate to RAC (Regional Association Council)**

The RAC delegate will be on the Board of Directors and selected by the nominating committee.

**9.2 Committees**

The Board will determine necessary committees to conduct the work of the association. Current Board members may serve as liaisons or chair of a committee.

## **Article X - Amendments**

Any article herein may be amended, repealed, or altered by an affirmative vote of a simple majority of the voting Members of the Association who participate in the vote. Notice of proposed changes will be mailed, faxed or emailed to the membership at least ten days prior to a vote. This action will take place after the Board of Directors has approved any changes by a simple majority vote.