



BYLAWS

Mid-Atlantic Promotional Products Association

(DBA)

Virginia Promotional Products Association

Updated June 2014

Article I

Name

Section 1. The Name of this non-profit Association of promotional products distributors, suppliers, service and marketing firms and supplier representatives shall be the Mid-Atlantic Promotional Products Association (MAPPA), a regional affiliate organization to the Promotional Products Association International. As of January 2013 MAPPA will be operating under a false alias as filed with the appropriate firms and will be DBA Virginia Promotional Products Association.

Article II

Purposes of the Association

Section 1. The Mid-Atlantic Promotional Products Association is formed to advance the image of promotional products and their use in Virginia. MAPPA fosters the development of professionalism and business ethics through education, certification and the exchange of ideas in a variety of business and social environments.

Section 2. At no time shall meetings, shows or events be used as a place to solicit employees of another firm. Such conduct, when reported to an officer, and verified, will be grounds for removal from the event of the person or persons doing the recruiting.

Article III

Membership

Section 1. **Eligibility.** Any person, firm or corporation engaged as a promotional product supplier, distributor, industry specific business services firm, supplier representative or international supplier shall be eligible for consideration for membership. The Criteria for membership shall be set, maintained and reviewed by the Board of Directors on an annual basis. Any Changes require a 2/3 vote by the Board of Directors.

Section 2. **Promotional Products.** The definition used for the purposes of this association shall be: imprinted merchandise with a company's name, logo or message, are useful or decorative articles of merchandise that are used in marketing and communication programs.

Section 3. **Classification of membership.**

Distributor Member: is a company (or company that has a division, department, affiliate or rep) that operates under a unique business name and/or tax identification number, whose primary business includes developing ideas for the use of promotional products, buying such products from suppliers and reselling them to end buyers.

Supplier Member: is a company within the United States, Canada or Mexico, that manufactures, converts, warehouses or decorates promotional products for sale to promotional products distributors or to a firm maintaining a division or affiliate devoted to reselling promotional products. (Should we add the word imports above?)

Multi-line Representative Member: is an independent company, contracted by one or more suppliers to market their product and services to distributors.

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

Probationary Member: A company that applies for membership without a PPAI or ASI number yet provides other criteria necessary to be approved by the MAPPA Board of Directors. This membership is designed for newcomers to the industry in any category of membership and lasts 120 days in length and can be revoked at any time by the MAPPA Board of Directors. Upon completion of the 120 days a review of membership practice may be completed to ensure that the company is operating accordingly within the MAPPA membership community. At which point the membership will either be transitioned to a non-probationary member of the association or the membership will be revoked

Section 4. **Application.** Application for membership in the Association shall be made in writing addressed to the association. The applicant shall furnish all information necessary to determine eligibility for membership as stated in the policies and procedures manual. The application must be accompanied with payment.

Section 5. **Representation.** Each Member Company shall designate in writing the name and title of its representative. In the event the representative ceases to be connected with the appointing member firm,

said member firm shall designate in writing a new official representative. Other officers or employees may serve on committees, attend meetings and take place in the association discussions, but only in an unofficial capacity. Each company, individual and associate member representative shall have one vote. Each of these shall have all voting rights, and be eligible for nomination to the Board of Directors and/or for an Officer Position.

Section 6. **Withdrawal.** Membership in the association may be terminated by voluntary action of the member, upon written notice to the treasurer. The rights and privileges of a member shall immediately terminate upon such notice. Withdrawals shall be final effective upon fulfillment of all obligations of the member to the date of the withdrawal.

Section 7. **Expulsion and Suspension.** Any member may be suspended or expelled from the association for due cause. Sufficient cause for suspension or termination of membership shall be violation of the bylaws or any agreement, rule or practice properly adopted by the association, or any other conduct prejudicial to the interests of the association. Such suspension or expulsion shall be by 2/3 vote of the entire board of directors provided that a statement of the charge shall have been mailed by registered mail to the last recorded address of the member at least 20 days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting, at which time, the charges shall be considered and the member shall have the opportunity to appear in person, or by his representative, and present any defense to such charges before action is taken thereon. Such termination of membership shall not release the member from any liability for dues accrued prior that date of final determination.

Article IV

Dues

Section 1. **Member's dues and other fees.** Dues shall be payable annually due by January 31st of the current year. Dues and other fees may, from time to time, be increased/decreased by the board of directors upon approval of 2/3 vote. Dues and other fees are non-refundable.

Section 2. **Forfeiture.** Members who fail to pay their full amount of dues and other fees within 30 days after the due date, shall be notified, and if payment is not made within the next succeeding 30 days, shall be reported to the Board of Directors as an arrears and, if so ordered, shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

Article V

Meetings

Section 1. **Annual.** The annual business meeting of this association shall be held the once a year, at which time all the appropriate business shall come before those assembled and the results of the annual election will be announced, if applicable. Officers and Directors elected to office will take over their office January of the following year.

Section 2. **Regular.** The regular meetings of this association shall be held at a time and place designated by the board of directors. Notice of the date, time and place of the regular meetings will be furnished to all members at least 2 weeks in advance of the meeting date.

Section 3. **Special.** The president may call special meetings of the association at any time upon the request of 10 members. Notice of date, time, place and business to be conducted shall be mailed to all members at least 10 days prior to the meeting.

Article VI

Order of Business

Section 1. All meeting shall follow Robert Rules of Order insofar as they are consistent with the bylaws of this association.

Article VII

Annual Election

Section 1. At each annual business meeting the elected officers and directors will be announced (as defined in article IX-nominations).

Section 2. Ten (10) members shall comprise the board of directors: President, Vice President, Immediate Past President, Secretary and 6 directors. The Executive Director will serve as secretary unless a volunteer at large member is willing to assume the duties and a finance committee is comprised of at least four contributing board members.

Article VIII

Nominations

Section 1. **Nominating Committee.** A nominating committee chaired by the immediate past president shall be named by the president and announced by the president at the appropriate time. This committee shall report to the Board of Directors.

Section 2. **Other Nominations.** Any member may submit, in writing or association form, to run for a director position. The Board must approve the nominee in order to be placed on the ballot. No candidates will be accepted for Board Officers unless nominated by the board.

Section 3. **Election.** The election shall be by majority vote of members present at the predetermined

election meeting or via online ballot.

Article IX

Board of Directors

Section 1. **Government.** The management affairs, business and concerns of the association shall be vested in the board of directors. The members of the board shall, upon installation, immediately enter upon the performance of their duties, as covered in Section 2, and shall continue until duly succeeded.

Section 2. **Duties.** The board of directors shall have authority to engage and discharge employees and agents of the association, fix salaries, admit, suspend or expel members, and do everything necessary and desirable in the conduct of the business of the association, and in accordance with the bylaws.

Section 3. **Meetings.** Regular meetings of the Board of Directors shall be held at the discretion of the President, not less than quarterly, at the time and place to be designated by the President. Emergency meetings of the Board of Directors may be called at the discretion of the President or three (3) Board members.

Meetings will be open to members of the Board, staff, legal counsel, and individuals who have been invited or have permission from the President.

Section 4. **Quorum.** A majority of the voting Board members shall constitute a quorum for transaction of business. Action by Board of Directors shall be by simple majority of those in attendance unless otherwise provided by law or by these bylaws.

Section 5. **Term of Office.** Directors shall be elected for a term of three (3) years. Directors may serve two consecutive three-year terms. A Director having served two (2) three-year terms shall not be eligible for re-election until after the expiration of a period of one year. If a Director leaves the employment of a member firm and is not re-employed within sixty (60) days, his/her directorship shall automatically terminate. If a Director is in the employ of a member who is not a member in good standing, his/her directorship shall automatically terminate. (Unless they hold an individual membership.) In the event of death, resignation, incapacity or disqualification of an elected Director, the President shall appoint a replacement for the unexpired term with a majority approval of the Board of Directors. Any Board member who misses three(3) consecutive Board meetings, unless excused by the President, will be asked by the President with majority Board approval to resign from the Board of Directors. After two unexcused absences the President will inform the Board member that one more will result in their removal from the Board.

Article X

Officers

Section 1. **President.** The President shall be the executive officer of the association and shall preside at the meetings of the Board of Directors and the membership. The President shall be an ex-officio member of all committees with the right to vote (except at nominating committee) on all matters before the committee.

He/She shall also, at the annual meeting of the association and at such other times as he/she deem proper, communicate to the association or the Board of Directors such matters and make suggestions as may, in his/her opinion, tend to promote the welfare and increase the usefulness of the association, and shall perform such duties as are necessarily incident to the office of the President of the association or as may be prescribed by the board of Directors.

Section 2. **Vice President.** In the case of death of absence of the President, or of his inability from any cause to act, the Vice President shall assume the duties of the President. Further, the duties of the Vice President shall be designated by the President.

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.

Section 3. **Secretary.** The secretary shall be responsible for keeping the meeting minutes. The Executive Director will serve as secretary unless a volunteer at large member is willing to assume the duties.

Section 4. **Finance Committee.** The President and Vice President shall co-chair the budget and finance committees. The Budget and Finance Committees shall review and make recommendations concerning the budget for presentation to the Board of Directors at the annual planning meeting. Those recommendations with any additions or deletions deemed necessary by the Board of Directors shall be adopted at the annual Board meeting.

It shall be the duty of a designee to give notice of and attend all meetings of the association, keep record of proceedings, to conduct correspondence, to maintain a current roster of membership and safeguard the records of the Association. A report of the prior meeting's minutes shall be provided at each Board of Directors meeting and then annual meeting. The Executive Director shall keep an account of all monies received and expended for the use of the Association, shall collect dues and fees and shall make disbursements authorized by the Board of Directors. All sums received shall be deposited in the bank or trust company approved by the Board of Directors and shall make a report at the annual meeting or when called upon by the President. Funds may be drawn upon two (2) signatures one being the executive Director and the other being a designated member of the Board. A financial report shall be given at each Board of Directors meeting and annual meeting.

The financial statements shall be audited by an independent Certified Public Accountant as deemed necessary by the Board of Directors.

Section 5. **Term of Office.** Officers shall be elected for a term of one year. Officers may serve two (2) consecutive two(one)-year terms. An officer having served two (2) consecutive terms shall not be eligible for re-election until after the expiration of a period of one year.

Article XI

Regional Association Council (RAC) Delegate

Section 1. **RAC Delegate** The regional Association Council (RAC) Delegate shall represent the association in

all matters between the association and RAC. The RAC representative can be an officer or member of the Board of Directors of the Association or a volunteer Association member.

Section 2. **Term of Office.** RAC representative shall be elected by the Board of Directors and serve a two-year term.

Section 3. **Duties.** The RAC Delegate is to represent the association at all RAC functions and to report back to the Board of Directors for the association. They shall attend all RAC meeting and training, currently two (2) per year.

Section 4. **Qualifications.** The RAC delegate must have served on the Board of Directors of the association for a period of one year to be eligible. (Please see article IX section 5)

Article XII

Committees

Section 1. The following Committees will be standing committees: Budget and Finance, Membership, Education and Professional Development, Communications & Marketing and The Show Committee. Committee chairs will be appointed at the Presidents discretion. The term of the committee chair is one year or until a successor is appointed.

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Article XV

Amendments

Section 1. These bylaws may be amended, replaced or altered, in whole or in part, by two-thirds (2/3) vote of the Board of Directors, providing the proposed change is then submitted to the membership of the association in writing thirty (30) days prior to the vote.

Article XIII

Policies & Procedures Manual

The Association shall maintain a Governance Policies and Procedures Manual which shall contain rules implementing these Bylaws. The Governance Policies and Procedures Manual shall be approved by a majority vote of the Board of Directors, except as otherwise provided herein.

Article XIV

Indemnity

Any person made a party to any legal action by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of The Mid-Atlantic Promotional Products Association or any corporation which he served at the association's request, shall be indemnified by the association against reasonable expenses, including attorney's fees, necessarily incurred by him in connection with the action or with any appeal therein. This Indemnification does not apply if a court determines that the legal action resulted because the officer, director, or employee was negligent or guilty of misconduct in the performance of his/her duty for the association. The right of indemnification established in this article does not exclude any other rights to which such director, officer, or employee may be entitled.

Article XV

Ethics & Code of Conduct

On conduct MAPPA members shall:

Maintain the highest standards of professionalism, ethics, and integrity in business, civic and personal activities. Commit to offering the highest quality products and services. Strive to assure complete satisfaction of all customers.

Honor all career commitments and be dedicated to enhancing the image and knowledge of industry professionals.

On Commitment MAPPA members shall:

Support, promote and enhance the membership, policies, programs and activities of the association. Pursue continuing education to achieve personal and career growth. Share knowledge, expertise and skills for the advancement and betterment of the promotional products industry.

Article XVI

Dissolution or merger

The Association may be dissolved or merged with another association with the approval of two-thirds(2/3) the members having voting rights, present and voting or voting by proxy at a meeting called for the purpose of considering dissolution or merger. At least ten days notice must be given of the holding of such a meeting and the notice shall state the question of dissolution or merger will be considered at the meeting. On dissolution or merger, assets remaining after all outstanding financial obligations are met, shall be distributed in a manner to be determined by the Board of Directors and in accordance with applicable Internal Revenue Services regulations.

Association organized in 1986. These bylaws changes proposed June 2014.