

Regional Association Council Bylaws

(Revised January 15, 2008)

Article A - Name

The name of the organization shall be the Regional Association Council (RAC).

Article B - Mission

The Regional Association Council exists to foster cooperation and positive relationships among the regional and national not-for-profit trade associations engaged in the promotional products industry; provide a governance and administrative structure for the participating regional associations; coordinate planning and support for meetings, cooperative projects, and services and to develop and implement strategic programs and services that meet the common interests and needs of the industry.

Article C - RAC Membership

1. Qualifications

Any regional association whose members conduct business in the promotional products industry is qualified for membership in RAC.

The term "member" used in these bylaws refers to the regional association.

2. Removal

Any member which has not paid dues sixty (60) days after the due date may be removed.

3. Reinstatement

If a written statement is received from a member as to its failure to pay dues on time, at the discretion of the Board, that member may be reinstated. A reinstatement charge may apply.

4. Voluntary Resignation

Membership in the RAC may be terminated by voluntary withdrawal for any reason including inactive status. All rights, privileges and interest of a member in

or to the RAC shall cease on the termination of membership. Any member may, by giving written notice of such intent, withdraw from membership.

If at any time the member becomes active and pays its dues, it may be reinstated at the discretion of the board. A reinstatement charge may apply.

5. Suspension and expulsion

Any member may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of the bylaws or any lawful rule or practice duly adopted by the RAC, or any other conduct prejudicial to the interests of the RAC. Suspension or expulsion shall be by two-thirds (2/3) vote of the Board of Directors provided that a statement of the charges shall have been sent by verifiable service to the last recorded address of the member at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered.

6. Voting

Each member, duly qualified and in good standing under these bylaws, shall have one vote. Each such member shall appoint and certify to the secretary of the RAC a person to be its delegate in the RAC and who shall represent, vote and act for the member in all the affairs of the RAC.

7. Districts

RAC members are organized into districts, as proposed by the RAC Board of Directors and approved by the Delegate Assembly. Each member's delegate shall form the membership of the district governing body. From those bodies, two (2) delegates will be selected to serve on the RAC Board of Directors.

To remain eligible to represent a district as a delegate, an individual must be employed by a member company of that regional association. If that individual leaves the employment of the company, they must be re-employed within 60 days, by a company in the same regional association. The member that individual represents retains final authority over the selection of that individual as a delegate.

8. Quorum

For meeting purposes, a quorum shall be a majority of all members.

Article D - Dues

Regional associations shall pay annual dues according to the structure as determined by the Board of Directors. The dues structure may be changed by a vote of two-thirds (2/3) of the Board of Directors.

Article E - Meetings of the Membership

1. Delegate Assembly

The individual delegates representing the member associations shall meet in a delegate assembly no less than two times annually, at a location selected by the Board of Directors.

2. Notice

The notice of a delegate assembly meeting must be made at least 60 days prior to the meeting date by the President.

Article F - Board of Directors & Executive Committee

1. Authority

The affairs of the organization shall be managed by the Board of Directors.

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint an executive committee.

2. Composition

The number of Directors shall be eleven (11). The members of the Board of Directors shall be the President, the Vice President, the Secretary, the Treasurer, the RAC Delegate to the PPAI Board of Directors, the PPAI Board Delegate to the RAC, and five directors. The Immediate Past President shall serve one year in an ex-officio, non-voting capacity and is not a director of the board.

Any delegate in good standing is eligible to serve on the RAC Board, providing they give their consent to serve.

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and RAC Delegate to the PPAI Board of Directors.

3. Nomination and Election

A nominating committee shall be appointed by the President, to include the Immediate Past President, as chair, and two delegates from the delegate assembly. The nominating committee will determine the slate of officers for the Executive Committee.

To be eligible for nomination to the office of President, an individual must have served at least one year as a director or officer.

To be eligible for nomination to the office of the RAC Delegate to the PPAI Board of Directors, an individual must have served at least one year as a director or officer.

The nominating committee shall present their nominations to the Board of Directors. The election shall be by written ballot. Ballots will be collected, and the names of the incoming officers will be announced. New officers will assume their duties following the January Delegate Assembly Meeting.

4. Terms of Office and Re-election

The term of office for directors shall be two years. New directors will assume their duties following the January Delegate Assembly Meeting. Directors may serve two consecutive full terms and, following a minimum one-year absence from the board, be eligible for re-election in succeeding years.

The term of each elected officer shall be one year, except for the RAC Delegate to the PPAI Board, which shall be two years. Any person may be elected to serve in the same office for a maximum of two (2) consecutive terms. After sitting out of that office for one (1) term, that person is eligible to be re-elected to that office again.

Each Director shall hold office until the next annual meeting of the members or until his successor has been qualified and elected.

5. Meetings

At least two meetings each year shall be held at a location selected by the Board of Directors. Meetings may be conducted in person or by electronic means acceptable under applicable law.

6. Notice of meetings

Board meeting notice must be made at least thirty (30) days prior to the date of the meeting, as directed by the President of RAC, except in the case of special meetings or other bylaw provisions.

7. Special Meetings

The President may call a special meeting of the Board or Executive Committee as he/she deems necessary. The Secretary, at the written request of any two members of the Board of Directors, may convene a Special Meeting of the Board. Meeting notice, citing the purposes of the meeting, must be made to the Board no less than five (5) days prior to the date of the special meeting.

The Executive Committee will meet as needed to take action between Board meetings. Meeting notice must be made at least five (5) working days prior to the meeting. Any act of the committee must be by unanimous approval of all members present. All Executive Committee acts are subject to majority approval by the Board of Directors.

8. Quorum

A quorum will be at least 6 of the 11 members of the Board of Directors.

9. Voting procedure

Each member of the Board of Directors is entitled to one vote either in person or by other legal procedure.

10. Vacancy/removal

Any member of the Board of Directors may be removed by a two-third's (2/3) vote of the Board of Directors whenever in its judgment the best interest of the organization would be served thereby, but such removal shall be without prejudice.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled, for the balance of the term, by recommendation of the President and majority vote of the Board of Directors. The individual must have previously served a full term on the Board of Directors. An individual filling a vacancy will be eligible for service in his/her own full term in accordance with the provisions set forth in Article F Board of Directors & Executive Committee, Section 4 Terms of Office and Re-election.

Any Board member who misses two (2) consecutive meetings, unless excused by the President, shall be considered to have resigned from the Board of Directors.

11. Compensation

The Board of Directors shall receive no compensation for their services/time. They shall be compensated for all reasonable expenses incurred while doing business for the organization, as approved by the Board.

12. Indemnification

At the discretion of the BOD, the organization shall provide insurance to indemnify the Board of Directors and staff.

Article G - Duties of Officers

1. President

The President shall prepare and preside as chairman of all meetings of the Delegate Assembly and of the Board of Directors. The President shall also call for and determine the time and place of Board meetings. The President shall perform such duties as are necessarily incident to the office of President of the Board or as may be prescribed by the Board of Directors.

2. Vice President

The Vice President shall preside at meetings in the President's absence, and shall perform duties as 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 the President.

3. Secretary

The Secretary shall work with the administrative staff to record and report minutes of all organization meetings. The Secretary is also responsible for obtaining information and distributing information to the members of the Board and the delegate assembly, as prescribed by the President.

4. Treasurer

The Treasurer shall collect and distribute all monies and shall prepare and report at all meetings on the finances of the organization.

5. RAC Delegate to PPAI Board

The RAC Delegate to the PPAI Board is subject to the appointment and approval terms and procedures under the provisions of the PPAI Bylaws for the position. The RAC Delegate shall represent the RAC at all PPAI Board functions, and shall report back to the RAC. His/her duties on the PPAI Board will be determined by PPAI and the PPAI Chairman of the Board. He/she will be subject to all rules and regulations as are required of all PPAI Board members, as set forth in their policies. The RAC Delegate must be employed by a member of PPAI as a supplier, distributor or supplier rep member.

Article H - Special and standing committees

1. Creation and dissolution

Creation and dissolution of all special and standing committees shall be by appointment of the President, and approval by a majority of the Board of Directors.

Article I - Executive and Staff

1. Appointment

As deemed necessary to the ongoing function of RAC, an Executive Director position may be appointed by the President, with an approval by a majority of the Board of Directors.

2. Authority and responsibility

The executive director shall execute all duties as designated by the President. Compensation shall be established by the Board of Directors.

3. Staff

At the request of the Executive Director or President, and approval of a simple majority of the Board, additional staff may be hired to support the ongoing function of RAC.

Article J - Finance

1. Fiscal year

The fiscal year of RAC shall be the calendar year from January 1 through December 31.

2. Bonding

The Executive Director and any other person entrusted with the handling of funds or property of RAC shall furnish, at the expense of RAC, fidelity bonds in such form as the Board may deem proper.

3. Budget

The Board of Directors shall prepare a budget procedure to develop a budget for each fiscal year of RAC. The budget shall become final on approval of the Board of Directors.

4. Books and records.

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

Article K – PPAI Standing Committee Status

The Regional Association Council's (RAC) Board of Directors will serve as a standing committee of PPAI. The purpose and scope of the RAC are described within the RAC Bylaws and are subject to any conditions of the PPAI Bylaws or policies and procedures imposed on all standing committees.

Article L - Dissolution

A two third (2/3) majority vote of all members will be required to dissolve the organization. The RAC shall use its' funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the RAC. Upon dissolution, the balance of any assets or property of the organization which remains after all debts or obligations are paid will be distributed to one or more regularly organized and qualified charitable, educational, scientific organizations or another organization with similar purposes and activities to that of the organization, that is exempt from federal income taxation under section 501 (a) of the Internal Revenue Code.

Article M - Rules of Order

The rules contained in the current edition of *Robert's Rules of Order* shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Article N - Amendment Procedure

All bylaw changes must be approved by a majority vote of the Board of Directors, before being presented to the Delegate Assembly. Final approval will be by a two-thirds (2/3) vote of the Delegate Assembly.

Adopted February 5, 2001; Revised January 15, 2008