



# Bylaws and Standing Rules

Revised September 2016 ~~August 2010~~

## ARTICLE I

### Members

*Section 1.* The objects and purpose of this Association shall be to continually achieve the highest standards of professionalism and foster opportunity for growth in the promotional products industry. UMAPP provides a meeting ground and educational opportunities for the members ~~and to do all other things~~ to promote and better the welfare of their businesses and the ~~members and the Promotional Products~~ Industry in general as stated in the Articles of Incorporation.

*Section 2.* Any distributor, business services member, multiline rep. or supplier ~~or supplier representative~~ member that is actively involved in the Promotional Products Industry shall be eligible for membership. Qualification for membership includes (1) a completed membership application; (2) plus proof of membership with PPAI, SAGE, or ASI (membership number); or (3) in lieu of requirement #2, presentation of five (5) ~~ten (10)~~ invoices or five (5) purchase orders ~~to/~~from five (5) ~~ten (10)~~ separate ~~and known~~ industry practitioners. Said industry practitioners must have a current ASI, PPAI, or SAGE membership number. Random sample invoices do not qualify. Membership is to be renewed annually via membership dues.

*Section 3.* The annual dues structure shall be determined by the Board of Directors. Dues shall be billed by ~~on~~ December 15 and payable on or before January 30 of each year. The Executive Director ~~Administrator~~ shall notify those in arrears, and those whose dues are not paid within 45 days or a date specifically set by the current Board of Directors shall automatically be dropped from membership in UMAPP.

*Section 4.* Any member desiring to resign from UMAPP can do so through the non-payment of annual dues.

*Section 5.* Upon the recommendation of one member, seconded by another member, and by a majority vote of members attending the annual meeting, honorary life membership can be conferred upon a member who shall have rendered notable service to UMAPP. Any honorary member shall have none of the obligations of membership in UMAPP, but shall be entitled to all of the privileges except those of making motions, of voting, and of holding office.

*Section 6.* UMAPP adheres to the definition of the terms supplier, distributor, business services, ~~member~~, and multiline supplier ~~representative member~~ as defined in the directory of the Promotional Products Association International (PPAI).

*Section 7.* Each UMAPP membership shall entitle the holder thereof to one (1) vote at general membership meetings.

*Section 8.* The financial records of UMAPP shall be reviewed on an annual basis by the accounting firm on retainer with UMAPP. The association fiscal year begins on January 1<sup>st</sup> and ends on December 31<sup>st</sup>. UMAPP is a not-for-profit organization.

## ARTICLE II

### Officers

*Section 1.* The voting Board of UMAPP consists of four (4) Officers and four (4) Directors. The Officers of UMAPP shall be a President, Vice President/Treasurer, Secretary and Immediate Past President (the “Executive Committee”). The four (4) Director positions shall be filled by two (2) suppliers and two (2) distributors. Officer and Director terms are for one (1) and two (2) years, respectively, and are voting positions. Term of office is January 1 to December 31. The Officers and Directors shall perform the duties prescribed by these Bylaws and the parliamentary authority adopted by UMAPP. *Note: The Immediate Past President was added back in as an Executive Committee Board member in this paragraph instead of being included as a director. The IPP was moved to a director’s position status years ago and is being moved back to the executive board now.*

*Section 2.* A Nominating Committee consisting of the current President, Vice President/Treasurer, current Secretary, and Immediate Past President shall ~~offer~~ provide a slate of candidates annually to fill the Officer positions. These positions do not require a vote of the general membership and would not appear on the annual ballot. The requirement for an individual to be on the ballot for a voting Director ~~board~~-position is a minimum of two (2) years work experience with a UMAPP member in good standing. The membership shall vote for the ~~Officer and~~ Director candidates via electronic methods or any method as determined by the Board of Directors which is in compliance with Minnesota State law. The candidates with the largest number of votes will be the directors for the upcoming term. — Note to Board: Recommendation by my legal handbook is to have officers selected by the board and the directors selected by the membership.

*Section 3.* No member shall hold more than one (1) Officer or Director position at a time. No member shall serve more than two (2) consecutive terms in the same position.

*Section 4.* Once the Director positions have been filled by a vote of the membership, the ballots shall be tallied for the person receiving the next highest number of votes. This person shall be designated the “Alternate Director” and will be considered as a replacement ~~act as an interim Board member~~ in the event of a resignation or removal. If the position of an Officer is vacated, the President, Vice President/Treasurer, Secretary and Immediate Past President -shall appoint a person to fill the vacancy who has current or previous UMAPP Board or committee experience. ~~from the Board.~~

Section 5. The Executive Board has authority to act during the interim between meetings of the Board and is required to report any such activities or decisions made to the full board at the next meeting.

Section 5. The Board of Directors ~~Officer or Board Member on a Committee~~ shall oversee the expenditures of the each ~~C~~committee based on an approved annual budget. ~~Expenditures must be approved by the Board of Directors.~~ In the event that an unexpected expenditure approval is needed before the next scheduled Board meeting, the committee chair ~~Officer or Board Member~~ may authorize the transaction with the concurrence of the President and/or Vice President/Treasurer. The Immediate Past President, President, Vice President/Treasurer ~~and Treasurer are~~ to be granted check-signing privileges on behalf of the Aassociation.

Section 6. Board Members of UMAPP must be employed by a company that is a ~~be~~ members in good standing of the Association. ~~and must be an employee or principal of the member firm.~~ A one-membership dues paying company may not have more than one person serving as an Officer or Director without a majority vote of the Board of UMAPP. A majority vote is defined as a presence of over fifty percent (50%) of the voting Board.

Section 7. Voting Board members are expected to attend seventy-five percent (75%) of all Board Meetings in a calendar year in order to maintain voting privileges. In the event that a Voting Board member does not fulfill the meeting attendance requirement, leaves the industry, or is not employed by an industry firm for three (3) consecutive months, that Officer or Director is subject to replacement.

## ARTICLE III

### Meetings

Section 1. Regular meetings of UMAPP shall be set each year by the Board of Directors. The Board is the governing body of the Association and acts as a group. No individual person has any additional authority as a member of the board unless the Board specifically delegates additional authority. All authority to act must come from the Bylaws, the Board, or the approved Policy Manual.

Section 2. Minnesota Statutes requires that associations and corporations with voting members hold an annual meeting. The annual meeting shall be held for the purpose of introducing the elected Officers and Board Members for the year, receiving reports of Officers and Committees, and for any other business that may arise.

Section 3. Special meetings can be called by the President or by the Board of Directors and shall be called upon the written request of ten (10) members of UMAPP. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three (3) days' notice shall be given.

## ARTICLE IV

### The Board of Directors

*Section 1.* The Officers of UMAPP, including the Directors, shall constitute the Board of Directors.

*Section 2.* Subject to the restrictions imposed by law, by the Articles of Incorporation, or by these Bylaws, the Board of Directors shall have full power and authority over the affairs of UMAPP.

*Section 3.* The Officers and Board of Directors shall serve without compensation.

*Section 4.* Board meetings of UMAPP shall be set each year by the Board of Directors.

*Section 5.* At any meeting of the Board of Directors, a quorum is defined as over 50% of the elected ~~a majority of the~~ Officers and Directors present. ~~shall constitute a quorum.~~ Minutes will be recorded at any Board of Directors meeting.

*Section 6.* No member of the Board of Directors shall be held personally liable for any of the debts, liabilities and/or obligations of UMAPP unless incurred through unlawful acts by a Board member. The laws and regulations of the State of Minnesota govern the association.

## ARTICLE V

### Committees

*Section 1.* Standing and Special Committees shall be appointed by the President with the consent of a majority of the Board of Directors. These committees may be revised with the approval of a majority of the Board of Directors. Special Committees may be appointed by the President with the consent of a majority of Board Members for a period of time not to exceed six months or to continue past December 31 of any calendar year.

*Section 2.* Chairpersons of Committees, standing or special, shall be appointed by the President with the consent of a majority of the Board of Directors. Chairpersons shall appoint their own committee members and in turn, make every attempt to secure their successor as chair. ~~in turn nominate to the Board for their approval, Committee members. The Vice President is ex-officio a member of all Committees.~~

*Section 3.* At any Committee meeting, a majority of members present shall constitute a quorum.

## ARTICLE VI

### Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern UMAPP in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that UMAPP may adopt.

## ARTICLE VII

### Amendment of Bylaws

The Bylaws may be amended by an affirmative vote of the current membership. The Board of Directors will present the proposed Bylaws to the general membership by posting said changes/amendments on the Association's website two (2) weeks prior to voting. Voting may take place electronically, at a meeting of the membership, via mail, or any method as determined by the Board of Directors and in compliance with Minnesota State Law. Any staff of a member company in good standing may vote. ~~The regular members, by affirmative vote of the majority of the eligible members present, may amend or alter any of these Bylaws, provided that the substance of the proposed amendment shall have been so stated in the notice of the meeting and shall have been submitted in writing two (2) months prior to such meeting.~~

### Standing Rules

Section 1. Regular meetings shall convene at the request of the President of the Association. The meeting place and time will be determined by a consensus of the Board of Directors, and said meeting date will be published on the Association's website. Staff of member companies are invited to be guests at any board meeting. ~~time and location will be published in the Association Newsletter.~~

Section 2. The Association is subject to federal, state, and local laws as well as anti-trust laws. The Board of Directors must ensure that effective policies are in place to implement compliance programs such as antitrust statements, harassment and whistleblower policies and any other policies as directed by law.

Section 3. The Bylaws constitute a legally-binding agreement between the Association and the members. Members are bound by subsequent amendments to the Bylaws or board action.

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