

**BYLAWS
OF
GEORGIA ASSOCIATION OF PROMOTIONAL PRODUCT PROFESSIONALS, INC.
A Georgia Non-Profit Corporation, 501 (C) 6
(GAPPP)
Revision date: 10/27/14**

MISSION STATEMENT:

To lead a vital and growing promotional products industry by assisting our members in education, professionalism, supplier/distributor relations, and providing a sense of community to our membership.

ARTICLE I

NAME, PRINCIPLE OFFICE, PURPOSE, RESTRICTIONS

- 1.01 Name.** The name of the Corporation is Georgia Association of Promotional Product Professionals, Inc., a Georgia non-profit corporation (“GAPPP”).
- 1.02 Principal Office.** The Board of Directors of GAPPP (the “Board”) shall determine the location of the principal office of GAPPP.
- 1.03 Purpose.** The purpose of GAPPP is to advance the profession of the Promotional Products Industry (the “Profession”).
- 1.04 Restrictions.** All policies and activities of GAPPP shall be consistent with:
- a. Applicable federal, state and local antitrust and trade regulations laws;
 - b. Applicable tax-exemption requirements including that no part of GAPPP’s net earnings inure to the benefit of any private individual; and
 - c. All other legal requirements including the Georgia Nonprofit Corporation Code, O.C.G.A. §14-3-101 *et seq.*, as amended from time-to-time (the “Code”) under which GAPPP is incorporated and to which its operations are subject.

**ARTICLE II
MEMBERS**

- 2.01 Membership Qualifications.** Membership in GAPPP is extended to persons or firms involved in, or associated with the Profession who has a place of business in the United States of America.
- 2.02 Regular Membership.** Regular voting membership in GAPPP is extended to (i) an individual or entity duly licensed and active in the State in which such individual or entity conducts its business, and (ii) an individual or entity actively engaged in the Profession. GAPPP’s Membership Lists, considered to be

proprietary information will be made available upon request to members in good standing. The Supplier and Multi Line Rep membership list will be maintained on the GAPPP website.

2.03 Membership List. After fixing a record date for a meeting, the Board shall prepare an alphabetical list of the names of all its members who are entitled to notice of the meeting. The list must show the address of and number of votes each member is entitled to vote at the meeting. The list of members shall be available before the meeting for inspection by any member, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at GAPPP's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. The list of members shall be available at the meeting, and any member, a member's agent, or member's attorney is entitled to inspect the list at any time during the meeting or any adjournment.

2.04 Membership Definitions

2.041 Distributor Member – A Distributor is a company (or a company that maintains a division, department or affiliate) located within the United States or its possessions, Canada or Mexico, whose primary business includes developing ideas for the use of promotional products, buying such products from suppliers and reselling them to end buyers.

2.042 Supplier Member – A supplier is a company within the United States or its possessions, 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 them to end buyers.

2.043 Supplier Representative Members – An independent company, contracted by one or more suppliers to market their products and services to distributors.

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

2.05 Member in Good Standing. A member in good standing is one who has paid all dues, fees and assessments.

2.06 Expulsion / Suspension. A Member may be suspended or expelled from GAPPP for due cause including non-payment of dues, violation of the By-laws, or any lawful agreement, or practice properly adopted by GAPPP. Suspension or expulsion must be approved by at least two-thirds of the entire Board of Directors. A statement of the charges against the member must be mailed by registered mail to the last recorded address of the member firm at least twenty (20) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting and an invitation to appear before the Board of Directors at that meeting to present any defense against the charges. Termination of membership shall not release the member from any liability for dues or fees accrued prior to the date of final determination.

2.07 Member Obligation to Follow GAPPP Rules. These Bylaws constitute a binding legal agreement between GAPPP and its members that may be supplemented by amendments and actions of the Board. Each member of GAPPP shall be bound by these Bylaws and any amendments thereto, and by the lawful actions of the Board or voting members of GAPPP.

- 2.08 Member Liability.** No member of GAPPP shall be personally or otherwise liable for any of the acts, debts, liabilities or obligations of GAPPP.
- 2.09 General Membership Meetings.** GAPPP shall conduct and hold a minimum of 4 General Membership meetings. These include but are not limited to: Holiday Event; Lunch and Learns; Social Events; GAPPP University / Expo.
- 2.10 Dues.** Board shall, in its sole discretion, set dues and fees, make assessments and set the terms of payment therefor.
- 2.11 Refunds.** No dues, fees or assessments will be refunded.

ARTICLE IV

MEMBERSHIP MEETINGS

- 4.01. Annual Membership Meeting.** GAPPP shall hold its annual meeting of the regular membership once each year at the Holiday Event. At the annual meeting, members of the Board of Directors shall be announced, the Board or the officers of GAPPP shall report to the members on the activities and financial condition of GAPPP, and such other business as may be properly brought before the meeting. Failure to hold the annual meeting at the time stated in these Bylaws shall not affect the validity of any action taken at the meeting.
- 4.02. Special Meetings.** Special meetings of GAPPP's regular membership may be called by the President, the Board or by one or more written requests delivered to the Board or an officer of GAPPP by five percent (5%) or more of the regular members. Such notices or written requests shall describe the purpose or purposes of the meeting. The record date for determining the membership shall be established in accordance with the Code.
- 4.03. Notice; Record Date.** The Board shall give GAPPP members reasonable notice of all annual and special meetings. The notice must include a description of the business to be discussed and must be given at least 10 days via e-mail, but not more than 45 days before the meeting. When giving notice, the notice shall include a matter that a member intends to raise at the meeting if requested in writing by a person authorized to call a special meeting and such request is received by the President or Secretary at least ten days prior to sending out notice of the meeting.
- 4.04. Quorum, Voting.** The presence of twenty percent of the regular members shall constitute a quorum. A majority of regular members where a quorum is present is necessary to make a decision except where some other number is required by law. Each regular member is entitled to one vote on each matter voted on by the members. Proxy voting is permitted, and an appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. There shall be no cumulative voting at any meeting unless the notice specifically authorizes cumulative voting. E-mail or postal mail voting is permitted as specified in the Code.

Quorum for board meeting will be met if two thirds of the board members are present. A member may waive any notice required by this chapter, the articles, or bylaws before or after the date and time

stated in the notice. The waiver must be in writing, be signed by the member entitled to the notice, and be delivered to GAPPP for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

ARTICLE V

BOARD OF DIRECTORS

- 5.01. Management.** The management of the affairs, business and concerns of GAPPP, shall be vested in, and all corporate powers of GAPPP shall be exercised by or under the authority of, the Board of Directors. The Board shall have the authority to establish further policies and procedures as are necessary to carry out the business and objectives of GAPPP.
- 5.02. Composition and Terms of Office.** The Board shall have seven members/directors to be elected as set forth in these Bylaws. Directors shall be elected for two-year terms. The terms shall be staggered so that replacement Directors are elected at each annual election. The Board may fix or change the number of directors. The term of office shall be for a calendar year to match the fiscal year. A Director may not serve more than 2 consecutive terms, and must wait a period of 1 year before becoming eligible to be elected to the Board of Directors
- 5.03. Company Representation on the Board of Directors.** Each member company may have only one member on the Board of Directors at one time.
- 5.04. Meetings.** The Board may hold meetings in or out of Georgia. The Board shall conduct a minimum of 10 Board Meetings per year. The Board, or any committee designated by the Board, may participate in a meeting of such Board or committee by means of computer or telephone conference, in which all Directors participating in the meeting can hear each other and such a meeting shall constitute presence in person at such meeting.
- 5.05. Action without a Meeting.** Any action required by law or permitted to be taken at any meeting of the Board may be taken if 2/3 of the voting Directors are present, and would include the Vote by Proxy provision as specified in Article V, Section 5.05. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors and shall be filed with the Secretary and recorded in the Minute Book of GAPPP.
- 5.06. Voting.** At all meetings of the Board, each director shall have one vote and, except as otherwise provided herein or provided by law, all questions shall be determined by a majority vote of the directors present if a quorum exists. Voting by Proxy is permitted should a Director be unable to attend in person, and proxy is given to another Director to vote on their behalf.
- 5.07. Resignation and Removal of Directors.** A director may resign at any time by delivering written notice to the Board or to the President or Secretary, giving the effective date of the resignation. The

members may remove, with just cause, by majority vote, one or more directors elected by them if, only at a meeting called for such purpose.

A director elected by the Board may be removed with just cause by the vote of two-thirds of the directors then in office; provided, however, that a director elected by the Board to fill a vacancy of a director elected by the members may be removed without cause by the members only. If a Director misses more than 4 meetings during the course of the year, they shall be removed and replaced by a new Director, by appointment of the Executive Committee, to fulfill the excused Directors' term.

ARTICLE VI

OFFICERS

6.01. Election and Term of Office. At each annual meeting, the Board shall elect four officers by written ballot of the Board. Each officer shall hold office for a term of one year. The officers to be elected shall be:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer

In the event that an Officer should need to run for election, and be re-elected, they shall remain on the Executive Committee and continue in the progression to the higher seats of office.

All Directors and the RAC Delegate have an equal vote when deciding policy and changes to GAPPP Bylaws and other decisions made by the Board of Directors.

6.02. Duties. The officers perform those duties that are usual to their positions (refer to position description for clarity) and that are assigned to them by the Board, including those duties that are set forth in the position descriptions of each officer as adopted by the Board from time-to-time, including in any rules and regulations or policies adopted by the Board, which descriptions are incorporated herein by reference.

- The President acts as Chairman of the Board;
- The Vice-President acts in place of the President when the President is not available;
- The Treasurer is the Chief Financial Officer of GAPPP.
- The Secretary shall maintain a written account (minutes) of the Board Meetings.

An officer shall discharge his or her duties as an officer in accordance with the standards set by Roberts Rules of Order, and shall be personally liable for the breach of his or her duties as set forth in the same.

6.02. Vacancies/Removal. An officer may resign at any time by delivering written notice to the Board or to the President or Secretary, giving the effective date of the resignation. The Board may remove any officer at any time, with just cause. If a vacancy occurs for any reason among the officers, other than the President, the unexpired term of such office shall be filled by appointment by the Board. If the President's position becomes vacant the current Vice President shall assume the position of President.

ARTICLE VII

COMMITTEES

- 7.01. Committees.** In the discretion of the Board, the Board from time-to-time may elect or appoint, from its own members, such committees as said Board may see fit to establish. Each such committee shall consist of a chair, appointed by the Board of Directors, and each shall have and may exercise such authority and perform such functions as the Board may prescribe within the limitations imposed by law. The rules described in these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, shall apply to committees and their members. The Board shall issue to each committee a specific mission statement with a definition of the committee's authority, as communicated in writing.
- 7.02. Executive Committee.** The Executive Committee shall act in place and stead of the Board between Board meetings on all matters except those specifically reserved to the Board by these Bylaws and Georgia's Nonprofit Corporation Law. The Executive Committee shall report its actions to the Board by email or at the next Board meeting. The Executive Committee consists of the four officers.

ARTICLE VIII

INDEMNIFICATION AND INSURANCE

- 8.01. Indemnification.** To the fullest extent permitted by the law, GAPPP shall indemnify and hold harmless all officers, directors, employees and agents acting in the name of and on behalf of GAPPP against claims arising out of any alleged or actual action. GAPPP shall also indemnify such individuals who are successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the individual was an officer, director employee or agent of GAPPP against reasonable expenses incurred by such individual in connection with the proceeding. The Board, within the sole discretion of the Board and in accordance with Roberts Rules of Order, advances funds to pay for, or reimburse an officer, director, employee or agent for reasonable expenses in such a proceeding.
- 8.02. Insurance.** GAPPP shall purchase and maintain insurance to the full extent permitted by law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

ARTICLE IX

MISCELLANEOUS PROVISIONS

- 9.01. Fiscal Year.** The fiscal year of GAPPP shall begin on January 1st and end on December 31st of each year.
- 9.02. Contracts, etc.** All contracts and other written instruments binding upon GAPPP shall be executed on behalf of the Corporation by the President or any Vice President (if any are elected), or by such other officers or agents as the Board may designate from time to time. Any such instrument required to be given under the seal of GAPPP may be attested by the Secretary or other officer acting as Secretary of GAPPP. Checks and drafts of GAPPP shall be signed by such officer or officers or such other employees or persons as the Board may from time to time designate.

ARTICLE X
AMENDMENT OF BYLAWS

10.01. Amendment. These Bylaws may be amended, repealed, or altered, in whole or in part by a 2/3 vote of the Board of Directors of GAPPP. In addition, these Bylaws may be amended, repealed or altered by the Board provided that that any amendments that materially and adversely affect the rights of members or change the authorized number of Directors, must be approved by the members.

Adopted by the Board of Directors of GAPPP on the 27th day of October, 2014

By: _____
Printed name: Lewis Carter
President

Attest: By: _____
Keith Lofton, CAS
Secretary