

Georgia Association of Promotional Products Professionals (GAPPP)
Policy and Procedures Manual
July 1, 2015

I. Board of Directors

The governing body of GAPPP is the Board of Directors. The Board of Directors shall adopt such policies, rules, and regulations for the conduct of the Association and for the conduct of the Board as it shall determine are in the best interests of the membership. The Board of Directors shall have authority to engage and discharge employees and agents of GAPPP, fix salaries, admit, suspend, or expel members, and to take any other actions necessary to conduct the business of GAPPP in accordance with the Bylaws. The Board of Directors shall be responsible for electing four (4) officers who will serve for the term of their office as established in the Bylaws. The President shall preside at all meetings of the Board of Directors. In the absence of the President, the President-elect shall preside. In the absence of both, the Board of Directors shall elect a member of the Board to preside at the meeting. Note the absence of the President and President-elect does not meet quorum requirements for a meeting.

A. Meetings

1. Antitrust Statement and Code of Conduct

Every year the voting members of the Board of Directors will review and sign a Code of Conduct agreement, and the Antitrust Statement will be read at the beginning of every meeting.

2. Schedule

The annual business meeting of GAPPP shall be held once a year at which time the results of annual elections will be announced plus other business deemed appropriate by the Board of Directors. It is recommended this meeting be held near the end of the calendar year.

Regular board meetings should be held monthly. These meetings may include conference calls or in person meetings.

3. Documents

Agenda, financial reports and minutes from previous meeting shall be distributed to the Board of Directors three (3) days prior to the meeting.

4. Quorum

Ten members plus the President or President-elect and one Director shall constitute a quorum at any annual or special meeting of general membership.

The President or President-elect and four (4) Directors constitute a quorum for a regular board meeting. This may be comprised of Executive Committee members and/or Directors at Large.

5. Absences

Any Board member who has two (2) unexcused absences from board meetings within twelve months will be contacted by the President, and unless good cause is shown, the Executive Committee (President, Vice President, Secretary, and Treasurer) will replace this Director. Any Board member with three (3) unexcused absences within twelve months (beginning with the first absence) may be considered unable to continue service and may be replaced by the Executive Committee. These attendance policies apply to conference calls, regularly scheduled meetings and special call meetings of the Board of Directors and any scheduled event or annual, regular or special meeting of the general membership. Board Meetings will not be rescheduled more than two (2) times to accommodate any board member.

B. Election

1. Nominating Committee

The Nominating Committee for Directors shall be composed of two (2) Executive Committee members that must include the Immediate Past President as chairman and one other currently seated Executive Committee director, and two (2) At Large Board of Directors. The President cannot serve on this committee.

2. Nominations

The Nominating Committee will announce the election to the general membership no later than August 1. Members may submit, in writing, qualified candidates to the Nominating Committee **by September 1** to be on the ballot. The Nominating Committee will present at least one more Supplier nominee and one more Distributor nominee than the number needed for the board structure below. Nominees shall have expressed an interest to serve prior to being presented to the board. The Executive Committee may add up to two (2) additional nominees.

3. Ballot

The election shall be by secret ballot containing the names of nominees proposed by the Nominating Committee, General Membership and Executive Committee. Voting may be by written ballot, faxed ballot or via electronic poll or a combination provided each primary representative is permitted to vote only once.

Ballots will have supplier and distributor nominees separated and instruct members on the number to vote for each classification. Ballots will be distributed to all of the members no later than **October 1**. The balloting will close **October 20** at which time all ballots must have been returned to the Executive Director. In the event of a tie for the final classification seat, there will be a runoff election for that final classification seat within one week with voting allowed for ten (10) days. The election results will be made known to the Board within seven (7) days and to the general membership email notification following the election, through the GAPPP website and at the annual meeting. The Board of Directors will be introduced at the end of the year meeting.

C. Structure

1. Composition

The Board of Directors will consist of seven (7) members including four (4) Officers, two (2) Directors at Large, and the RAC Delegate. The Executive Director and the Immediate Past President will serve as non-voting ex officio members of the Board of Directors. The Board of Directors shall be made up of four (4) supplier members and three (3) distributor members on odd years and three (3) distributor members and four (4) supplier members on even years.

2. Terms of Office

Directors shall be elected for a **term of three (3) years**. Terms begin January 1. Directors may serve two (2) consecutive terms. A director having served two (2) consecutive three year terms shall not be eligible for reelection for a period of one year. In no case may a Director serve more than seven (7) years in a row. A member is not eligible to be elected to a term if they are not eligible to serve the entire three (3) year term. If a Director leaves the employ of a member firm and is not re-employed in the promotional products industry within sixty (60) days, his/her directorship shall automatically terminate. If a Director is in the employ of a member who ceases to be a member in good standing, his/her directorship shall automatically terminate. In the event of death, resignation, incapacity or disqualification of an elected Director, the Executive Committee shall appoint a replacement to fill the unexpired term.

D. Officers

1. Nominating Committee for Officers

Nominating Committee for Officers will consist of three (3) members to include the Immediate Past President who will serve as chairman, the President-elect and a recent past President who is in good standing.

Recommendations will consist of one (1) candidate for each office; President-elect, Treasurer (recommend candidate have QuickBooks experience) and Secretary. Others may be nominated if another Director places their name in nomination and a Director, other than the proposed nominee, seconds the nomination.

2. Election of Officers

The Board of Directors shall elect officers for the next year at the **November** meeting of the current year.

3. President

The President shall preside at meetings of the Board of Directors and the general membership. The President shall be an ex-officio member of all committees (except the nominating committee) with the rights to vote on all matters before the committee. At the annual meetings and at such other times as the President shall deem proper, he/she will communicate to the membership and/ or the Board of Directors such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of GAPPP. The President shall perform such other duties as are necessary to the office of President or as may be prescribed by the Board of Directors that are consistent with the Bylaws.

The President's term shall be one (1) year.

4. President-elect

The President-elect shall serve to assist the President in any capacity necessary to benefit members of GAPPP.

President-elect shall preside over any meetings President is unable to attend. In case of death or absence of the President or his/her inability from any cause to act, the President-elect shall assume the duties of the President.

The President-elect's term shall be for one (1) year.

5. Secretary

The Secretary shall be responsible for taking minutes for all Board of Directors, Executive Committee and General Membership meetings and distribute these minutes to the Board of Directors or any member that requests a copy.

The Secretary's term shall be for one (1) year.

6. Treasurer

Treasurer shall supervise the collection of all dues and fees from the members, account for all moneys received and expended for the use of GAPPP, and supervise disbursements authorized by the Board of Directors. Shall ensure all funds of GAPPP are deposited in a federally insured saving institution, trust company, or other federally insured investment. Treasurer shall report at each meeting of the Board of Directors, and to the membership at the annual meeting, on the financial position of GAPPP. The funds and books shall be subject to verification and inspection by the Board of Directors at any time. When appropriate, all reports to the Board shall include Annual Budget numbers and past year's budget/actual numbers. At the expiration of his/her term of office, shall deliver to his/her successor all books, moneys, and other property. Treasurer shall be responsible for ensuring the maintaining all financial documentation and the surrender of said documents to an outside accounting firm for annual tax preparation.

Treasurer's term shall be for one (1) year.

E. RAC Delegate

The Immediate Past President shall serve as RAC Delegate.

In the event the Immediate Past President is unable to serve, the President shall appoint a Director to serve as RAC Delegate.

F. Committees

1. Executive Committee

The Executive Committee will be composed of the four (4) officers, President, Vice President, Secretary, and Treasurer. The Executive Committee will meet as required to conduct the business affairs of GAPPP and have the full authority to act for the Board of Directors when the Board of Directors is not in session. The Executive Director will serve as an ex-officio non-voting member of the Executive Committee. The Executive Committee will be responsible for interviewing candidates for Executive Director, providing resumes, application, and comparison for at least the top two candidates to the Board of Directors along with their first and second choice for the Board of Directors review and vote.

The Executive Committee shall conduct an annual performance evaluation of the Executive Director and recommend an annual compensation package for the Board of Directors to approve.

2. Standing Committees

The following committees will be standing committees:

- o **Marketing, Membership, Professional Development, Legislative Action and Social.**
- o Committees will be advisory to the President and Board of Directors.
- o Committee chairpersons will be appointed by the President.
- o The term of the committee chairs is one (1) year.
- o Chairpersons may be appointed for consecutive terms by the President.
- o Committee chairpersons will recommend committee members to the President.
- o Committee members will be selected from those recommended.
- o Committee members must be employees of members in good standing with GAPPP.

The Membership Committee will consist of the Supplier Board members and the Chair will be the longest serving Supplier Board member.

The President is empowered to establish such other committees as may from time to time become necessary. Committees other than standing committees are dissolved at the end of each year. The President may re-establish the committees as necessary.

3. Advisory Council

There will be an Advisory Council made up of all Past Presidents in good standing. The Advisory Council will be available when requested by the President and/or Board of Directors for advice and help on special projects requiring the knowledge and experience of the Past Presidents. The Immediate Past President shall be the Chairperson of the Advisory Council.

II. Executive Director (ED)

The ED will report to the President as his/her immediate supervisor. The ED shall head administration of GAPPP and in that capacity, cooperate with all members of GAPPP, and shall be responsible for, but not limited to the following duties:

- o attend to all necessary administrative duties of GAPPP;
- o assist the Treasurer in preparing and administering the budget and work with the Treasurer and President in overseeing financial investments;

- o be responsible and accountable for assisting in all aspects of GAPPP and cooperating with all members of GAPPP;
- o serve as ex-officio non-voting member of all committees.

III. Finances

A. Annual Dues

The Board of Directors has established the annual dues as follows:

- Distributor Memberships:
 - o 1-2 Employees: \$75 annually
 - o 3-5 Employees: \$150 annually
 - o 6 + Employees: \$250 annually
- Supplier and Multi Line Representative:
 - o \$150 annually

Membership dues established by the Board of Directors may be changed at any time by a vote of two-thirds (2/3) of Board of Directors.

No Dues, Fees or assessments will be refunded. The Board, at its discretion, may establish a policy to prorate dues.

B. Annual Budget

Treasurer and Executive Director shall prepare an annual budget to be presented to the Board of Directors at the December board meeting.

C. Financial Review

The Board of Directors requires a review at least every two (2) years. The review shall be conducted by an independent accounting firm agreed to by the President and Treasurer.

D. Tax Preparation

Executive Director and Treasurer shall work together to provide necessary documents to accounting firm on a timely basis for preparation of annual taxes.

F. Insurance

1. Directors and Officers Liability Insurance

GAPPP will maintain Directors and Officers liability insurance with the following minimums:

- o \$1,000,000 Liability & Medical
- o \$5,000 per person Medical
- o \$50,000 for premises rented
- o \$10,000 "bad" employee
- o \$500 deductible

2. Event Cancellation Insurance

GAPPP will purchase Event Cancellation Insurance for major tradeshow events.

G. Handling Money and Credit Card Information

Board of Directors and/or volunteers shall not take payments. Credit card information will not be kept in any format. Cash payments accepted by Executive Director shall be confirmed with a receipt.

IV. Events

A. Leadership Development Workshop (LDW)

The LDW program is designed to provide comprehensive training and networking opportunities for the regional association board of directors. PPAI covers the registration costs for up to five members from each Regional Affiliate. Two of the five must be first-time attendees and the other three may be repeat participants as long as one of them is the regional Executive Director. PPAI recommends the following should attend:

- o Incoming President
- o New board officers
- o Current committee chairs
- o RAC Delegates
- o Future regional volunteers
- o Board members interested in advancing their leadership roles
- o Any enthusiastic, qualified volunteer leader

B. Lunch and Learns

Lunch and Learns are local meetings of distributors (GAPPP membership is not required) hosted by supplier representatives (GAPPP membership required). Each Lunch and Learn will have a local coordinator (GAPPP membership required) responsible to schedule presenters, to coordinate the location, and to promote to local distributors. Coordinators shall review antitrust statement at beginning of each meeting.

C. Alcoholic Beverages

A maximum of two alcoholic beverages may be provided free of charge to members at any GAPPP event.

V. Membership

A. Application

Application for membership in GAPPP will be managed online through a secure website. The applicant must furnish all information necessary to determine eligibility for membership as outlined in bylaws. Annual membership dues must accompany application. All applications for membership must be approved by the Executive Director or the Membership Committee Chairman.

B. Representation

Each member firm shall have one vote on matters under consideration by the general membership of GAPPP. Upon application for membership, it is the responsibility of the member to specify in writing the name and title of its representative who shall be entitled to act officially on behalf of the member in all matters presented to general membership of GAPPP. Only designated representative may serve on Board of Directors. In the event that a representative ceases to be employed by the member, their official position with GAPPP ceases simultaneously. The member may change representative at any time with a written notice on the appropriate form and presented to the Executive Director or President of GAPPP. Officers or employees of members other than appointed representative are eligible to serve on committees and attend GAPPP events at member prices.

C. Withdrawal

Membership in GAPPP may be terminated by voluntary action of the member upon written notice to the Membership Committee Chairman or Executive Director. The rights and privileges of members terminate immediately upon withdrawal or cancellation. Membership will automatically cease upon no longer being engaged in business in the promotional products industry. Annual membership dues are nonrefundable.

D. Termination for Non Payment

Any member of GAPPP who is delinquent in dues, fees or assessments may be suspended or have their membership terminated. Reinstatement requires payment of all past due fees, dues, late fees and any other sum due to GAPPP. In the event GAPPP is required to hire an attorney for collection of past due amounts, such defaulting member shall be liable for payment of all costs of collection, including but not limited to attorney's fees and expenses and court costs.

E. Membership Lists

1. Distributor List

GAPPP will provide its list of Distributor members only to Supplier members when requested.

2. Supplier List

GAPPP will maintain its Supplier member list on the GAPPP website.

VI. Amendment of Policy and Procedures Manual

Policy and Procedures Manual may be amended by a majority vote of the Board of Directors.