

BYLAWS

Effective Date: January 31, 2019

TABLE OF CONTENTS

Article I	The Association	2
Article II	Purpose.....	2
Article III	Members	2-4
Article IV	Special Interest Groups	4
Article V	Dues	4
Article VI	Directors.....	5
Article VII	Officers	5-6
Article VIII	Executive Committee.....	7
Article IX	President.....	7-8
Article X	Nominating Committee.....	8
Article XI	Membership Meetings	8-9
Article XII	Advisory Councils and Task Forces	9
Article XIII	Printing Industries of America.....	9
Article XIV	Indemnification	10
Article XV	Amendment.....	10
Article XVI	Miscellaneous	10-11

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Article I – The Association

Section 1. Name. The name of the association is the Printing & Imaging Association of Georgia, Inc., a Georgia nonprofit corporation, hereinafter referred to as “PIAG” or “the Association.”

Section 2. Location. The location of the principal office of the Association shall be within the state of Georgia as determined from time to time by the Board of Directors.

Section 3. Affiliation. The Printing & Imaging Association of Georgia, Inc., is an affiliate of Printing Industries of America (PIA).

Article II – Purpose

Section 1. Purpose. The Association is a nonprofit corporation and is organized to deliver products and services that enhance the growth, efficiency, and profitability of its members and industry through advocacy, education, research, networking, and exchange of business and technical information.

Section 2. Restrictions. All policies and activities of the Association shall be consistent with applicable tax exemption requirements including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefits of any private individual.

Article III – Members

Section 1. Classes of Membership. The membership of PIAG shall consist of the following classes: Active Members, Associate Members, Educational Institutions, and Honorary Members.

Section 2. Active Members. An active member is a member engaged in any facet of graphic imaging and printing, including but not limited to pre-press, press and post press functions. Examples: printers, graphic designers, advertising agencies, binders, envelope and stationery manufacturers, printing brokers, and producers of various specialized printed products. These members may vote and serve as Directors and Officers of the Association.

Section 3. Associate Members. An associate member is a member who provides a support function or sells a product or service to members. Examples: paper providers, ink providers, equipment dealers and manufacturers, printing supplies dealers, consultants, tax and legal services, banks or other financial institutions, etc. These members may vote and serve as Directors, but cannot serve as Officers of the Association.

Section 4. Educational Institution Members. Educational institution members are graphic arts schools and universities.

Section 5. Honorary Members. Individuals who have rendered distinguished service to PIAG or to the industry that it represents may be named PIAG honorary members by 2/3 vote of the entire Board of Directors. Honorary members will receive all member mailings and announcements. They will be eligible to participate in PIAG educational and meeting functions at a member price. Honorary members are not members of PIA and are not eligible to vote and cannot serve as Directors or Officers of the Association.

Section 6. Admission of Members. Any company qualifying for membership in this Association under these *Bylaws* shall become a member of the Association after complying with the application procedures established by the Board of Directors. Admission to membership is subject to approval by the Board of Directors. Such approval may be delegated to the Association staff.

Section 7. Duration of Membership and Resignation. Membership in this Association may terminate by voluntary withdrawal at any time as herein provided, or otherwise pursuant to these *Bylaws*. All rights and privileges of membership in the Association shall cease upon termination of membership. Any member may, by giving written notice of such intention, withdraw from membership.

Section 8. Suspension or Expulsion. Any member, except an Officer or Director (see Article VI Section 6 and Article VII Section 6), may be suspended or terminated by the Board for good cause. "Good cause" for this purpose shall mean any of the following by or on behalf of a member: i) a member's violation of these *Bylaws*; ii) nonpayment of dues by a member; or iii) conduct of a member that the Board of Directors, in its sole discretion, determines is prejudicial to the interest of PIAG. Any such suspension or expulsion (with the exception of the case of nonpayment of dues) shall be made by action of a majority of the Board of Directors. Any member proposed for expulsion is given not less than 15 days prior written notice of the proposed expulsion including the reason for the proposed expulsion, and an opportunity to be heard, orally or in writing, not less than five days before the effective date of the proposed expulsion, before the Board of Directors. Any written notice given by mail is given by first-class or certified mail sent to the last address of the member shown on the Association's records. Upon final action by the Board of Directors, such member subject to this Section shall be given notice of the Board's decision.

Section 9. Rules. In applying for membership in this Association, members shall be deemed to have subscribed to all principles and policies as set forth in the *Bylaws*, and to have agreed to observe all rules and policies duly adopted by the Association.

Article IV – Special Interest Groups

Section 1. Special Interest Groups. Subject to the approval of the Board of Directors, members who share special interests may unite for common action. Such groups shall elect

their own Chairperson and other Officers. A staff member of PIAG shall be the ex-officio secretary of all such groups.

Section 2. Special Interest Group Dues. Each group may levy upon its members such additional dues or assessments as it deems necessary. No group shall in any way obligate the Association for any expenditure of funds without first obtaining authority from the Board of Directors of the Association.

Article V – Dues

Section 1. Dues. Dues are established by the Board of Directors. The Board of Directors has authority to establish different categories of dues based on membership category.

Section 2. Delinquency. Any member of the Association who is delinquent in dues for a period of 60 days is notified of the delinquency and suspended from membership. Should the outstanding balance not be paid by 90 days from the original due date, membership will be terminated.

Article VI – Directors

Section 1. Board of Directors. The governing body of the Association is the Board of Directors. All corporate powers shall be exercised by or under the authority of the Board of Directors. The business and affairs of the Association shall be managed under the direction of the Board of Directors.

Section 2. Composition of the Board. The Board of Directors shall determine the number of Directors to serve on the Association's Board of Directors for any year subject to the following requirements. The Board of Directors shall be comprised of not less than nine (9) Active Members, including the seven (7) Officers specified in Section 1 of Article VII plus at least two (2) additional Directors who have a proprietary or management position in an Active Member company. In addition, five (5) Associate members (with a suggested mix of two (2) print, one (1) paper, one (1) ink, and one (1) at-large) and one (1) education member (professor, teacher, or student) may fill additional Directors' positions, but such members cannot serve as Officers. No more than two (2) individuals from the same company may serve as directors.

Section 3. Election and Term of Office. An election is held at each annual meeting of the Association to choose new Officers and Directors. Officers serve two-year terms. Directors serve staggered terms of three years. Officers' and Directors' terms run concurrent with the calendar year.

Section 4. Vacancies. If, for any reason, a vacancy occurs of a Director on the Board of Directors, the Board of Directors may fill the vacancy for the unexpired term of the vacant position. Should the Board of Directors decide not to fill the vacancy immediately, the position may be filled during the next election cycle, and the term would start again per the Term of Office language in these bylaws.

Section 5. Resignation. Any Director who is unavailable to adequately fulfill their responsibilities to the Board should resign through written notice to the Chairperson of the Board. Any Director unable to attend a meeting shall provide notice to the Chairperson of the Board stating the reason for absence, and the Director will adhere to the attendance policy approved by the Board.

Section 6. Removal. A Director may be removed by a two-thirds vote of the membership in attendance at a meeting of the members of the Association, which has been called by prior written notice to all members.

Section 7. Meetings. The Board of Directors shall meet at least four times each year, at such time and place as it designates. A quorum of the Board of Directors consists of one-half of the number of then serving Directors, plus one Director. Proxy voting is not permitted. Voting by mail ballot or by electronic means is permitted.

Section 8. Actions of the Board. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the action of the Board of Directors.

Section 9. Mail or Electronic Vote. Whenever, in the judgment of the Chairperson of the Board, the Executive Committee, or the Board of Directors, any question shall arise which requires expedient action, such matter may be submitted to the Board of Directors in writing by mail, e-mail, facsimile or other electronic mechanism for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail, e-mail, facsimile or other electronic mechanism within the timeframe requested. Any and all actions taken in pursuance of a majority mail, e-mail, facsimile or other electronic mechanism vote in each case shall be binding upon the Association.

Section 10. Compensation. Elected Directors do not receive compensation for their service on the Board of Directors. They may be reimbursed for expenses reasonably incurred on behalf of the Association in performance of such duties.

Section 11. Qualifications for Director. The Directors of this Association all must have and retain, during their respective terms of office, a proprietary or a management position in their member company establishments with the exception of education members. In the event that any Director fails to retain said proprietary or management position in a member establishment during his term, he will be deemed to have resigned his position as Director of the Association and his position as Director shall be deemed vacant.

Article VII – Officers

Section 1. Officers. The Officers of the Association are: Chairperson of the Board, Chairperson Elect – who serves as Chairman of the Finance and Investment Committee, First Vice Chairman, Two Vice Chairpersons, the PIA Board Representative, and the Immediate Past Chairperson. No more than one (1) individual from the same company may serve as an officer.

Section 2. Election and Term of Service. Officers are elected at the annual meeting of the members of the Association. The term of office is two years and runs concurrent with the calendar year.

Section 3. Duties.

A. The Chairperson of the Board shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee. The Chairperson shall enforce order and shall appoint all advisory councils, committees, and task forces necessary to sustain the purposes of this Association. The Chairperson shall transact such business as may be set forth herein or as usually pertains to the office. He shall exercise a general supervision over the affairs of the Association, subject to any direction he may receive from a majority vote of the Association members or the Board of Directors. He shall call special meetings at his discretion or upon written request of 10 percent of the members of the Association. The Chairperson shall be responsible for the Association's strategic planning initiatives. The Chairperson shall instruct the President on the directives of the Board and the Executive Committee.

B. The Chairperson Elect shall assist the Chairperson of the Board, and in his absence preside and perform the duties of the Chairperson of the Board. The Chairperson Elect shall be the liaison to the Board for finance and investments.

C. The Vice Chairpersons will carry out duties as assigned by the Chairperson.

D. The Immediate Past Chairperson shall serve as Chairperson of the Nominating Committee and advisor to the Chairperson of the Board of Directors.

Section 4. Vacancies. If, for any reason, a vacancy occurs among the Officers, the Board of Directors may fill the vacancy for the unexpired term of the vacant position. Should the Board of Directors decide not to fill the vacancy immediately, the position may be filled during the next election cycle, and the term would start again per the Term of Office language in these bylaws.

Section 5. Resignation. An Officer who is unavailable to adequately fulfill their responsibilities to the Board should resign through written notice to the Chairperson of the Board. Any Officer unable to attend a meeting shall provide notice to the Chairperson of the Board stating the reason for absence, and the Board may grant an excused absence for the meeting. If an Officer has three consecutive unexcused absences from meetings for reasons which the Board has failed to assess as sufficient, such Officer shall be deemed to have tendered their resignation, and such resignation shall be deemed to have been accepted effective as of the close of the meeting wherein the Officer incurred the third consecutive unexcused absence.

Section 6. Removal. An Officer may be removed by a two-thirds vote of the membership in attendance at a meeting of the members of the Association, which has been called by prior written notice to all members.

Section 7. Compensation. Elected Officers do not receive compensation for their service on the Board of Directors. They may be reimbursed for expenses reasonably incurred on behalf of the Association in performance of such duties.

Article VIII – Executive Committee

Section 1. Composition of the Executive Committee. There shall be an Executive Committee consisting of the Officers of the Association and the PIA Director.

Section 2. Advisory Body. The Executive Committee is a governing body empowered by the Board of Directors. The Executive Committee shall review the progress of the Association’s strategic initiatives and programs, and recommend action to the Board of Directors. The Executive Committee has the authority to take action ordered by the Board of Directors. The Executive Committee will act in an advisory capacity to the Chairperson on the general supervision of the affairs of the Association.

Section 3. Meetings. The Executive Committee shall meet at the call of the Chairperson of the Board.

Article IX – President

Section 1. Appointment. The President shall be appointed by the Board of Directors to serve at the pleasure of the Board and to function as the Chief Executive Officer of the Association. The President shall be salaried and shall be directly responsible to the Chairperson of the Board. The President shall serve as an ex-officio member of the Board, without vote, and shall not be counted in determining the total number of authorized Directors.

Section 2. Duties.

A. The President shall have charge of the finances of the Association and deposit same in the bank or banks selected by the Board of Directors. The President shall keep a strict account of all money received and disbursed as determined by PIAG’s *Internal Control Manual* as approved by the Executive Committee. The President has authorization to sign all vouchers and instruments to be made for, or on behalf of, the Association as determined by the Board of Directors. The President shall present, whenever required by the majority of the Board of Directors or by these *Bylaws*, a detailed statement of the finances, which shall be audited by a firm of certified public accountants selected and approved by the Board of Directors.

B. The President shall keep a record of the proceedings of meetings of the Association and of the Board of Directors, and shall authenticate records of the corporation.

C. The President is in charge of the administration of this Association. Employment of the Association employees is the responsibility of the President, with oversight by the Executive Committee. The fixing of salaries and other means of remuneration will be determined by the

President, with oversight by the Finance and Investment Advisory Council and approval by the Executive Committee. The President shall operate the Association within the budget approved by the Board of Directors and carry out other duties as may be designated by the Board of Directors.

Article X – Nominating Committee

Section 1. Composition of the Nominating Committee. There shall be a Nominating Committee appointed for a 12-month term. It shall be comprised of five Past Chairpersons of the Board of the Association, four of whom are to be appointed by the Chairperson of the Board with the approval of the Board of Directors. The fifth member shall automatically be the Immediate Past Chairperson of the Board, who shall serve as Chairperson of the Committee. The President shall perform as ex-officio Secretary if so desired by the Committee. Members of the Committee must have and retain during their term of service on said committee a proprietary or management position in an Active Member establishment. In the event any of the aforementioned individuals fails to retain said proprietary or management position in an active member establishment during his term of service, his position as a member of the Nominating Committee shall be deemed vacant and the Chairperson of the Board shall appoint a qualified Past Chairperson of the Board to fill the vacancy.

Section 2. Nominations. The Nominating Committee shall report nominations for all elective Officers and Directors to the membership at least 10 days before the date of the election. This report can be made at a regular or a special meeting of the membership or it may be made in writing and mailed to each member. The President shall furnish to the Committee a list of the members eligible for election. The Committee shall obtain commitments from proposed nominees that they will make every best effort to attend meetings of the Board of Directors and otherwise carry out the duties of their office.

Article XI – Membership Meetings

Section 1. Annual Meeting. The annual meeting of the membership shall be held at such location and time determined by the Board of Directors. The agenda for the annual meeting shall include the election of Directors and Officers as well as other business that shall properly come before the meeting. The President or a current Officer shall report on the activities and financial condition of the Association.

Section 2. Special Meetings. Special meetings of the members may be called by the Chairperson of the Board, by the Board, or shall be called by the Chairperson of the Board upon the written request of 10 percent of the members of the Association addressed to the Chairperson. Notice of any special meeting shall be mailed to each member at his or her last recorded address with a statement as to the subject or subjects to be considered.

Section 3. Voting. The presence of 11 Active Members or 20% or more of voting members constitutes a quorum for any annual or regular meeting. The only matters that may be voted on at such meeting are those matters described in the notice of such meeting. Whenever a

quorum is present, a majority of the quorum is required in order for a vote/decision to carry — except where some other number is required by law or by these *Bylaws*.

Section 4. Voting Representative. All member companies in good standing shall be entitled to one vote (with the exception of Educational Members and Honorary Members). Each voting member firm shall appoint a voting representative. Such representative must be an individual having a proprietary or a management position in the member firm. Attendance records of the meeting will serve as a validation of which members voted.

Section 5. Notice. Members eligible to vote will be given notice of the place, date, and time of each annual meeting or special meeting of members no fewer than 10 days nor more than 60 days before the meeting.

Section 6. Proxies. Proxy voting is not permitted at meetings of the members.

Section 7. Mail or Electronic Vote. Whenever, in the judgment of the Chairperson of the Board, the Executive Committee, or the Board of Directors, any question shall arise which requires expedient action, such matter may be submitted to the membership in writing by mail, e-mail, facsimile or other electronic mechanism for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail, e-mail, facsimile or other electronic mechanism within the timeframe requested. Any and all actions taken in pursuance of a majority mail, e-mail, facsimile or other electronic mechanism vote in each case shall be binding upon the Association.

Article XII – Advisory Councils, Task Forces, and Committees

Section 1. Approved by the Board of Directors. Advisory councils, task forces, and committees shall be recommended by the Chairperson of the Board and approved by the Board of Directors.

Section 2. Standing Committees. The standing committees of the association shall be governance, strategic, and finance.

Section 3. Chairpersons of Advisory Councils, Task Forces, and Committees. Advisory Council, Task Force, and Committee Chairpersons shall be appointed by the Chairperson of the Board and shall be a member of the Board. All advisory council, task force, and committee chairpersons shall make regular reports of their group's activities to the Board of Directors.

Section 4. Members of Advisory Councils, Task Forces, and Committees. Members of Advisory Councils, Task Forces, and Committees shall be appointed by the respective Chairperson of each advisory council. Finance committee members must be members of the Board, but members any other advisory council, task force, or committee may be any member of the association as defined in these bylaws, unless otherwise mandated by the Board.

Article XIII – Printing Industries of America

The Board of Directors shall elect from the Active membership a representative to serve on the Board of Directors of the Printing Industries of America in conformance with PIA bylaws. This representative shall be a member of the Executive Committee.

Article XIV – Indemnification

The Association shall indemnify its Directors, Officers, employees and agents, and former Directors, Officers, employees and agents, against liability for their acts and omissions to the fullest extent authorized by Part 5 of Article 8 of the Georgia Nonprofit Association Code, the provisions of which Part are hereby incorporated by reference, as fully and with the same effect as though such language were set forth verbatim herein. Such incorporation by reference shall be deemed to include future amendments to the said Part 5, and these *Bylaws* shall be deemed to be amended from time to time to the extent permitted by law to conform to any amendments to the said Part 5. The corporation may purchase insurance for such indemnification.

Article XV – Amendment

These *Bylaws* may be amended at any regular meeting of the Association by a majority vote of the members present and at any special called meeting by a two-thirds vote of the membership present provided: 1) a quorum is present, and 2) a written notice of a desire to amend the *Bylaws* shall be given to the membership at least 10 days prior to the meeting at which such amendments are to be voted upon; or by a two-thirds affirmative vote of the membership by mail or other electronic means upon the authority of the Board of Directors.

Article XVI – Miscellaneous

Section 1. Policies. The Board may establish policies that are consistent with these *Bylaws* for the efficient operation of the Association.

Section 2. Parliamentary Authority. The rules contained in the most recent edition of *Robert's Rules of Order Newly Revised* shall be used as a guide for procedure at all meetings of the Association and the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these *Bylaws*, any special rules or order the Association may adopt, or state law. The order of business may be altered or suspended at any meeting by a majority of votes cast by the members present.

Section 3. Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 4. Budget. The Board of Directors shall approve a budget before the beginning of each fiscal year.

Section 5. Bonds. The Board of Directors shall provide adequate protection to the corporation against infidelity on the part of all Officers and employees who handle funds of

the corporation by such bond or surety and indemnity, procured at the expense of the corporation, as the Board of Directors shall deem necessary and proper.

Section 6. Special. Any new positions for Officer or Director, created as a result of adoption of these *Bylaws*, shall be initially appointed by the Board of Directors. The initial term of office for such Officers and Directors shall extend until the next meeting of the members. An election will be held at the meeting to fill the positions. After the initial appointed term, the term of office for such Officers and Directors shall be the term of office established in these *Bylaws* for Officers and Directors.