

# THE CHICAGO PRINT PRODUCTION CLUB

## CONSTITUTION AND BYLAWS

As Amended November 9, 2009

### **ARTICLE I. NAME, PRINCIPAL OFFICE, AND FISCAL YEAR**

- SECTION 1. The name of this organization shall be The Chicago Print Production Club.
- SECTION 2. The principal office of the Corporation shall be located at the place set forth in the Articles of Incorporation. The Board of Directors may change the location of the principal office and establish such other offices as it deems appropriate.
- SECTION 3. The fiscal year of the Corporation shall end December 31, unless otherwise determined by the Board of Directors.

### **ARTICLE II. PURPOSES AND OBJECTIVES**

This organization shall be a not-for-profit professional and educational organization for people in all phases of print production.

The purposes of this organization shall be:

- A. To be a source of information important to anyone in any phase of print production and to make this information available to all members through regularly scheduled meetings with expert speakers, special seminars, special committees, educational tours of printing and printing related facilities;
- B. To serve as a network of contacts so members may exchange ideas and information, which would be beneficial to one another;
- C. To aid members and non-members in finding and securing employment in the field of print production through a special employment committee that actively seeks job openings to publicize for members and non-members;
- D. To encourage people to pursue a career in print production by speaking at career seminars and being available to speak with anyone regarding production as a career; and
- E. To promote and maintain the highest professional standards in the field of print production.

**ARTICLE III.  
MEMBERSHIP**

SECTION 1. Classes of Membership. There shall be three classes of membership, Regular, Junior, and Supplier.

SECTION 2. Requirements for Regular membership. The term "Regular Member" shall be defined as a non-supplier person thirty years or older, involved in all phases of print production, including production managers, traffic managers, art buyers or other related jobs.

Requirements for Junior membership. The term "Junior Member" shall be defined as a person who is a non-supplier less than thirty years old, involved in all phases of print production, including advertising production managers, traffic managers, art buyers, or other related jobs.

Requirements for Supplier membership. The term "Supplier Member" shall be defined as a person who is employed in print-related vending and selling, print manufacturing, service, and supplier companies.

SECTION 3. Applications for membership must be submitted to the Club office. The application, if eligible (per Article 3, Section 2), will then be submitted to the Membership Advisory Group for review and then to the Board of Directors for final acceptance. When approved, and if the dues payment was not submitted along with the membership application, a dues invoice will be forwarded to him or her, and upon receipt of payment, a membership certificate will be issued to the new member, who can then engage in Club activities.

**ARTICLE IV.  
BOARD OF  
DIRECTORS**

SECTION 1. The incumbent President and the Immediate Past President shall automatically become members of the Board of Directors for two years. In addition, six Regular and/or Junior members and two Supplier members of the Club shall be elected to serve on the Board of Directors for two years. To be eligible, a candidate must be a member in good standing. The members of the Board of Directors shall counsel on policy for the Club.

SECTION 2. The properties, business, and activities of the Club shall be managed by the Board of Directors.

SECTION 3. The Board of Directors shall consist of (a) the President, who shall serve as the Chair, the Vice-President, Treasurer, Secretary, and the Immediate Past President, and (b) six Regular members and/or Junior members and two Supplier members.

With the exception of the Executive Director, the term of office for Officers and members of the Board of Directors shall be two years. This term of office shall begin at the first regular meeting held in January, following their election in November of alternate years.

SECTION 4. In the event of a vacancy in any office, the President and the Board of Directors will appoint a member to fill the term.

- SECTION 5. The quorum for regular Board meetings shall be fifty percent plus one Regular member, and the act of the Directors present at any meeting at which time a quorum is present shall be the act of the Board of Directors.
- SECTION 6. The Board of Directors shall hold regular meetings on the fourth Tuesday of each month or as determined by the Board. There shall be no fewer than six meetings during each twelve-month period.
- SECTION 7. An Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, Immediate Past President, and the Executive Director. The Executive Committee may meet and act on behalf of the Board of Directors without formal notice. Actions of the Executive Committee are expressly limited to those granted by the Board of Directors and all such actions must be ratified by a majority of the Board at their next meeting.
- SECTION 8. The Board of Directors may engage professional management to assist with Club operations. One of the managers shall be appointed to serve as the Executive Director and also serve as an ex-officio, non-voting member of the Executive Committee.

## **ARTICLE V. OFFICERS**

- SECTION 1. The Officers shall include a President, Vice President, Secretary, Treasurer, and the ex-officio, non-voting Executive Director.
- SECTION 2. President. The President shall preside at all meetings of The Chicago Print Production Club; shall prepare agendas for meetings; be empowered to appoint standing and special advisory groups with the approval of the Board of Directors; serve as an ex-officio member of all advisory groups; and carry out other duties customary to the office.
- SECTION 3. Vice President. The Vice President shall assist the President in coordinating the work of the various standing and special advisory groups; in the event of a vacancy in the Presidency, the Vice President shall assume the President's duties until a new President is installed.
- SECTION 4. Treasurer. The Treasurer shall manage the finances of The Chicago Print Production Club, including all financial records; oversee all expenditures and income; reconcile attendance and payment per event; keep records and make payment of outside venues/supplier costs; maintain membership payment records with Membership Advisory Group Chair; works with accountant to create monthly treasury report; file annual taxes; and general tax information.
- SECTION 5. Secretary. The Secretary shall be responsible for recording the Minutes of meetings of the Board of Directors and call the roll and record the Minutes of business meetings of the Club; prepare an agenda of any unfinished business; fulfill the duties of historian; and notify members of all regular meetings. All correspondence pertaining to special meetings, elections, new members and amendments shall be conducted through this Officer. The Secretary shall prepare the Club stationary and printed forms, and maintain the Club mailing list.
- SECTION 6. Executive Director. The Executive Director shall be responsible for the day-to-day operations of the Club. The Executive Director is appointed by the Board of Directors and serves in an ex-officio, non-voting capacity. All powers and duties

of the Executive Director shall be prescribed by resolution of the Board of Directors.

SECTION 7. Vacancies in any office shall be filled by vote of the Board of Directors for the remainder of the unexpired term.

**ARTICLE VI.  
DUES**

The Board of Directors shall determine the rates of Annual Membership Dues from time to time and shall be payable on or before the 15<sup>th</sup> day of January of each year, until changed by the Board of Directors. A member, whose membership dues have not been received by March 15, after receiving a letter of intent, will be terminated from the Club.

**ARTICLE VII.  
ADVISORY  
GROUPS**

SECTION 1. There shall be five standing Advisory Groups: Education, Career Resources, Marketing, Membership, and Special Events. In addition, there may be such additional Advisory Groups as the Board of Directors may from time to time determine.

Each Standing Advisory Group shall consist of a Chair who has been nominated by the Nominating Committee and approved by the Board members and a Vice Chair, who will serve as the Chair's representative in the event he or she cannot attend a Board meeting.

SECTION 2. Education shall be responsible for all education seminars and other educational sessions offered and the Student Membership initiative.

SECTION 3. Career Resources shall be responsible for sharing information regarding job opportunities in the industry.

SECTION 4. Marketing shall be responsible for Club communications, including news releases and newsworthy information regarding the Club for publication, periodic newsletters, and developing content for the Club Web site, including timely updates.

SECTION 5. Membership shall review all applications for membership; validate the information on the applications and nominate applicants for membership; arrange for newly slated members to attend their first meeting and introduce them to the membership. The Advisory Group shall maintain membership data and update the Secretary with new member status and the Treasurer with membership payments. They shall also direct all activities to increase membership.

SECTION 6. Special Events shall be responsible for planning social and other special events.

**ARTICLE VIII.  
MEETINGS**

SECTION 1. The Annual Meeting shall be held no later than in November of each alternate year with proper notice given to all members at least two weeks prior to the meeting date.

SECTION 2. Business meetings of the Club shall be held at the discretion of the Board of Directors upon proper notice given to all members at least five days prior to the

meeting date. When instructed by written application signed by ten percent of the members of the Club and filed with the Secretary, the Board of Directors shall hold a meeting of the Club within three weeks from the date of the filing of the application.

SECTION 3. The members of the Club present in person or by proxy at any meeting properly called for which proper notice was given, shall constitute a quorum for the transaction of business, except as otherwise provided by law or the Articles of Incorporation of the Club.

SECTION 4. Each member present in person or by proxy shall be entitled to one vote on each matter submitted to vote of the members. Action shall be taken by the affirmative vote of a majority of the members present in person or by proxy.

#### **ARTICLE IX. NOMINATIONS AND ELECTIONS**

SECTION 1. At the August Board of Directors meeting each alternate year , it shall be the duty of the Board of Directors to appoint a Nominating Committee. The Immediate Past President shall serve as Chair. The Nominating Committee may be composed of any combination of Officers, Directors, and members in good standing. The Nominations will be solicited via email and on the website. The proposed Slate of Nominees shall be presented for approval at the September Board of Directors meeting.

SECTION 2. Officers and members of the Board of Directors, with the exception of the Executive Director, shall be elected in November in alternate years by membership vote to serve for a period of two years. Voting of the membership will take place via a survey link emailed to all members in good standing. Announcement of the new Board of Directors will take place at the Annual Holiday Party.

SECTION 3. Officers shall be nominated from Regular or Junior members in good standing. Directors shall be nominated from Regular, Junior, and Supplier members in good standing and shall include two Supplier members, six Regular and/or Junior members, and the Immediate Past President.

SECTION 4. Twenty-five members may make nominations for any of the Officers described in Article 4, Section 3 and Article 5, Section 1 above and shall announce the same to the Secretary not less than one week prior to the Annual Meeting. It shall be the duty of the Secretary to notify each member of such nominations as may be made either by the Nominating Committee or by petition, as provided for in this Section 4.

SECTION 5. A majority of all votes cast shall be necessary to constitute an election.

#### **ARTICLE X. COMPENSATION AND EXPENSES**

With the exception the Executive Director, no Officer or Director shall be entitled to receive any salary or other compensation by reason of his or her office. Officers and Directors may be reimbursed for ordinary and necessary expenses incurred in the discharge of their duties and responsibilities.

**ARTICLE XI.  
FINANCIAL  
REPORTING,  
AUTHORITY, AND  
FISCAL RECORDS**

- SECTION 1. The Officers of the Club, in a group session, shall have the authority to make any single expenditure. The President, the Treasurer, or the Executive Director shall be authorized to sign checks.
- SECTION 2. The President, Treasurer, or Executive Director shall maintain the financial records.
- SECTION 3. A written financial report shall be made available after each quarter end at a meeting of the Officers and Board of Directors on the second Tuesday of the following month or as previously notified. Interim reports shall be made as required.
- SECTION 4. The financial records shall be available for review by any dues-paid member, upon request.

**ARTICLE XII.  
INDEMNIFICATION  
AND INSURANCE**

- SECTION 1. The Club shall indemnify any person or entity to the extent required by law, and may otherwise indemnify any person or entity to the extent permitted by law. The provisions of the Illinois General Not For Profit Corporation Act of 1986 related to indemnification (Section 108.75), as such provisions may be amended from time to time, are incorporated by reference into these Bylaws.
- SECTION 2. The Club may purchase and maintain insurance on behalf of any person or entity to the extent permitted by law, whether or not the Club would have the authority to indemnify such person or entity against such liability under the provisions of this Article.

**ARTICLE XIII.  
DISSOLUTION**

In the event of dissolution of the Club, and after discharge of all debts, liabilities and other obligations, the remaining assets of the Club shall be applied, dedicated, or transferred only in furtherance of the purposes set forth in these Bylaws, as directed by the vote of 2/3 of all Regular members and Junior members in good standing.

**ARTICLE XIV.  
INTERNAL RULES  
AND REGULATIONS**

SECTION 1. Career Resources benefits shall be available to all members and non-members.

SECTION 2. All effort will be made to ensure that topics of presenters at meetings will be of general interest to the members. It is not intended to provide a platform for sales or marketing presentations that benefit any company.

**ARTICLE XV.  
RULES OF  
ORDER**

The rules of order as contained in "Robert's Rules of Order, Newly Revised" shall be the authority for deciding all matters or procedures not specifically set forth in these Bylaws.

**ARTICLE XVI.  
AMENDMENT**

SECTION 1. Amendments to the Constitution and Bylaws may be proposed either by the Board of Directors, or by ten percent of the members in good standing through written application to the Secretary. Each proposed amendment shall be published and distributed to all members along with notice of the date of the meeting at which the amendment is to be considered.

SECTION 2. The affirmative vote of a majority of the membership present in person or by proxy at the submission of the amendment to vote shall be necessary to pass each amendment.

SECTION 3. These Bylaws shall take effect November 9, 2009 and supersede the Bylaws effective October 8, 2002 and all amendments through November 8, 2009. These Bylaws shall be effective as to present and future members.