



Promotional Products Association of Florida

BYLAWS

Updated December 2013

ARTICLE I

NAME

The name of this organization shall be the Promotional Products Association of Florida (PPAF).

ARTICLE II

PURPOSE

The purpose of this Association shall be the following: to raise the standards of the promotional products industry; to provide a friendly meeting ground for the establishment of closer relations and cordial cooperation among the members; and to promote and better the welfare of the members and the promotional products industry in general.

ARTICLE III

MEMBERSHIP

Section 1 – Eligibility

Any person, firm, or corporation engaged as a promotional products distributor, supplier, business services firm, or supplier representative shall be eligible for consideration for membership in this Association. To be eligible, a distributor or supplier must be a member of Promotional Products Association International (PPAI) or subscribe to Advertising Specialty Institute (ASI). If this PPAI membership or ASI subscription requirement is not met, a distributor must furnish invoices from at least ten recognized promotional products supplier firms. A supplier must furnish ten purchase orders from recognized promotional products distributor firms. Invoices/purchase orders submitted must be for an actual order, not samples, and must be dated within six months of date of application to PPAF. Alternately, any firm with a valid current UPIC number as assigned by PPAI may be accepted as a member of PPAF. Organizations or individuals that are primarily end users of promotional products are not eligible for membership in this association.

Section 2 – Definition

The term “promotional products” is to be construed as the generally accepted industry classification of which the main categories are advertising specialties, promotional products and business gifts in general.

Section 3 – Application and Admittance

Application for membership to this Association shall be made in writing, on the designated application form and signed by the applicant or via the online application available.

An applicant shall be admitted to membership in the Association if they adhere and qualify to the aforementioned eligibility requirements.

Applicants that apply for membership without a subscription to ASI or membership with PPAI must be approved by the Board of Directors.

Section 4 –Voting

Each member firm, through its designated representative, shall be entitled to one vote on all voting matters presented to the membership. There is only one (1) vote per member firm.

Section 5 – Classification

Active members shall be categorized as follows:

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.

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 promotional products.

Business Services Member:

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

Multi-Line Representative Member:

An independent company, contracted by one or more suppliers to market their products and services to distributors.

ARTICLE IV

DUES

Annual dues of the Association for each supplier, distributor firm or-multi-line representative shall be as set forth by the Board of Directors.

Dues shall be paid in full annually.

Members who fail to pay their dues or other financial obligations within thirty days after the due date shall be notified, and if payment is not made within the next succeeding thirty days, shall be reported to the Board of Directors as in arrears and shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, including participation in PPAF tradeshow as an exhibitor.

ARTICLE V
MEETINGS

Section 1 – Regular

The regular meetings of this Association shall be held at a time and place designated by the Board of Directors. Notice of the date, time and place of the regular meetings will be furnished to all members at least two (2) weeks in advance of the meeting date.

Section 2 – Special

Special meetings of this Association shall be called by the President or at the written request of five member firms and the special meeting shall be held within thirty (30) days of such request being made. The Secretary shall provide notification of date, time, place and business to be conducted to each member at least ten (10) days prior to each special meeting. No other business shall be transacted that for which the meeting has been called.

Section 3 – Meeting Quorum

Ten (10) member firms shall constitute a quorum – at least three (3) of the ten (10) shall be members of the Board of Directors.

Section 4 – Annual Corporate Meeting

The Association will hold an annual meeting as such time to be determined by the Board of Directors. The purpose of the meeting is providing members of the association with a reporting of the business of the association and to seek member input on goals, mission, direction and finance.

ARTICLE VI
PARLIAMENTARY AUTHORITY

Section 1 – Rules

Roberts Rules of Order Newly Revised, most current edition shall be followed at all meetings as they are consistent with the bylaws of the Association.

ARTICLE VII
ANNUAL ELECTION

Section 1 – Scope

The management, affairs, business and concerns of the Association shall be vested in the Board of Directors. The members of this Board shall, upon installation, immediately enter upon the performance of their duties and shall continue until duly succeeded.

Section 2 – Duties

The Board of Directors shall have control and management of the affairs of the Association with authority to engage and discharge agents and employees of the Association, admit, suspend or expel members as provided for in Article XI, Section 1 and to do everything necessary and desirable in the conduct of the business of the Association in accordance with the bylaws.

Section 3 – Meetings

A regular meeting of the Board of Directors shall be held at least 8 times per year. From time to time meetings may be held via phone, video or teleconference in addition to meeting at a determined physical location. In the event of the absence of the President and the President-Elect, the members present may choose a chairman for the meeting. The President may – when he deemed necessary – or the Secretary shall, at the request in writing of two (2) members of the Board, issue a call for a special meeting of the Board. Ten (10) days notice shall be required for such meetings. Board members will sign a confidentiality statement regarding Association business.

Board meetings shall be opened to the membership, and non-Board members may be recognized at the discretion of the President. The Board will convene in Executive session for all matters concerning personnel, contracts and membership.

Section 4 – Quorum

A majority of the Board shall constitute a quorum unless herein otherwise provided. All decisions shall be made by a majority vote of the quorum present at the meeting.

Section 5 – Constituency

The Board shall consist of the Immediate Past President (or the most recent Past President available to serve and meet the duties of Board service) President, President-Elect, Secretary, Treasurer, six members at large, and an Honorary Board Member designated by the Board for a two (2) year term. The Honorary Board Member must be a previous PPAF President and shall serve with voice but not vote unless needed to make a quorum. At least twenty-five percent (25%) of the Board shall be non-distributor members.

Section 6 – Eligibility

Any member shall be eligible for election to the Board of Directors or to an office; however, any member Association or subsidiary thereof having more than one member on the Board or as an officer shall be entitled to only one vote in accordance with Article III, Section 5. Any director shall be eligible for re-election.

Section 7 – Term

The term of office for a member of the Board shall be for two (2) years except in such cases as re-election to an office or as President-Elect who will serve additional years as President and “Past President”. The maximum consecutive term of office for a member of the Board shall be four (4) years unless serving the President-Elect, President/Past President cycle. Terms are effective January 1 and expire December 31.

Section 8 – Vacancies

Any vacancies that may occur on the Board by reason of death, resignation or otherwise, may be filled by the Board of Directors for the unexpired term. A Director elected to fill a vacancy by the Board of Directors shall hold office for the remainder of the unexpired term of the vacating Director.

Section 9 – Removal

Any elected or appointed Director may be removed with or without cause by a majority vote of the Board of Directors. The Board of Directors or any individual Director may be removed with or without cause by a majority vote by the eligible PPAF members at any meeting called expressly for that purpose.

A Director who fails to attend two (2) consecutive Board of Directors meetings or three (3) Board of Directors meetings during a consecutive twelve-month period of the Director's service may have his/her office declared vacant by the affirmative vote of a majority of the Board of Directors. The Secretary will give written notice to any Director who has missed two (2) consecutive meetings.

Section 10 – Compensation

Officers and Directors shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses incurred in the course of their duties as Directors or Officers as outlined in the association policies and procedures manual. There shall be no salary or fee paid for the attendance at regular, special or other types of meetings.

Section 11 – Interpretation of Bylaws

The Board of Directors shall determine the interpretation or construction of the bylaws or any part thereof, which may be in conflict or of doubtful meaning, and their decision shall be final and conclusive.

ARTICLE VIII

OFFICERS

Section 1 – Election

Each Officer position of the Board of Directors shall be elected by a majority vote by the Board of Directors.

Section 2 – Eligibility

Any elected member of the Board of Directors shall be eligible to serve as an officer of the Board of Directors.

Section 3 – Term

The term of office for a Board Officer shall be one (1) year with the option of a second term if voted on by the Board of Directors. Officers may serve two (2) consecutive one-year terms. Terms are effective January 1 and expire December 31.

Section 3 – President

The President shall be executive officer of the Association and shall preside at all meetings of the Association and shall be a member ex-officio with right to vote in all committees. The President shall also, at meetings of the Association and at such other time as he shall deem proper, communicate to the Association or the Board of Directors such matters as may in the President' opinion tend to promote the welfare and increase the usefulness of the association and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

Any Director on the Board of Directors shall be eligible for the office of President provided however, such member has served at least one term as a Board Member or has served as a Board Officer in a previous term. However, such member's status shall not conflict with Article VII, Section 6.

Section 4 – President-Elect

In case of death or absence of the President or of his inability from any cause to act, the President-Elect shall perform the duties of the President. The President-Elect shall preside at all meetings in the absence of the President and shall become familiar with the duties of the President. Any Director on the Board of Directors shall be eligible for the office of President-Elect. However, such members' status shall not conflict with Article VII, Section 6. The President-Elect shall perform such other duties as are necessarily incident to the office of the President-Elect or as may be prescribed by the Board of Directors.

Section 5 – Secretary

The Secretary shall give notice of and attend all meetings of the Association and keep a record of these proceedings; conduct all correspondence; keep a list of the members of the Association; act as Secretary of the Board of Directors; keep the property of the Association. The Secretary is a member of the Board. The Secretary shall perform such other duties as are necessarily incident to the office of the Secretary or as may be prescribed by the Board of Directors.

Section 6 – Treasurer

The Treasurer shall review and make recommendations concerning the budget for presentation to the Board of Directors on an annual basis.

The Treasurer and Association Manager shall work together to keep an account of all monies received and expended for the use of the Association and shall make only such disbursements as authorized by the Board. The Treasurer will facilitate payment according to procedures outlined in the Association Policies and Procedures Manual. All sums received shall be deposited in a bank or trust company within five (5) business days of receipt and a report shall be made at each regular Board and special meeting when called upon by the President. The Association Manager shall send bills to the members for annual dues and such other charges and assessments as authorized.

The funds, books and vouchers shall at all times be subject to verification and inspection by the Board of Directors. At the time of expiration of the Treasurer's term of office, all books, monies, and other properties of the Association shall be delivered to the Treasurer's successor and an itemized receipt will be signed by both the Treasurer and Treasurer-Elect. In the absence of a Treasurer-Elect, these properties shall be delivered to the President. The Treasurer shall be a member of the Board of Directors.

Any director on the Board of Directors shall be eligible for the office of Treasurer. However, such member's status shall not conflict with Article VII, Section 6, as amended.

The financial statements shall be audited by an independent Certified Public Accountant as deemed necessary by the Board of Directors

Section 7 – Association Management

Association Management may be hired and the Officers and Directors may delegate appropriate duties to the hired staff. However, the Board Officers and Directors remain primarily responsible for these duties.

ARTICLE IX
COMMITTEES

Section 1 - Committees

The President, with the approval of the Board, shall appoint standing committees as needed.

Section 2 – Duties

It shall be the duty of the various committees to perform their functions as prescribed by the President. Each committee shall act only as a committee and the individual members thereof shall not have power or authority. The chairperson of each committee may appoint such subcommittees as deemed desirable or necessary from the members of the chairperson’s committee. Such sub-committee shall report directly to the committee as a whole, which shall approve, amend or disapprove of the report of the sub-committee.

ARTICLE X
AMENDMENTS

These bylaws may be amended by a majority vote of the Board at any regular or special meeting of the Board as long as each Director casts a vote in person or by proxy. The entire Board need not be present at such meeting.

ARTICLE XI
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 – Contracts

The Board may authorize any Officer or Officers, agent or agents of the PPAF to enter into contract or execute and deliver any instrument in the name of an on behalf of the PPAF, and such authority may be general or confined to specific instances. The President is hereby authorized by the Board to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the PPAF, and such authority may be general or confined to specific instances. The contractual authority of the President is limited to \$2,000.

Section 2 – Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money or notes, withdrawals from savings or other accounts or other evidence of indebtedness issued in the name of PPAF shall be signed by any two of the following: the Past President, President, President-Elect Treasurer, and Association Management.

Section 3 – Deposits

All funds of the PPAF shall be deposited within five (5) business days of receipt to the credit of the PPAF in such banks, trust companies or other depositories as the Board may select.

Section 4 – Gifts

The Board may accept on behalf of PPAF any contribution, gift, bequest or device for the general purposes or any special purpose of the PPAF. Guidelines for accepting contributions shall be established by the Board.

ARTICLE XII
INDEMNIFICATION

Any person made a party to any legal action by reason of the fact that he, his testator or intestate, is or was a director, officer, or employee of the Association or of any corporation which he served at the Association's request, shall be indemnified by the Association against reasonable expenses, including attorney's fees, necessarily incurred by him in connection with the action or with any appeal therein. This indemnification does not apply if a court determines that the legal actions resulted because the officer, director, or employee was negligent or guilty of misconduct in the performance of his/her duty for the Association. The right of indemnification established in this article does not exclude any other rights to which such director, officer, or employee may be entitled.

ARTICLE XIII
MEMBERSHIP TERMINATION

Section 1 – Automatic Termination

Membership in the Association shall automatically terminate when a member no longer meets the criteria for membership, when a member sends a written notice of resignation to the President or fails to pay dues or other charges owed to the Association.

Section 2 - Expulsion

Any member may be expelled by a two-thirds vote of the Board of Directors for adequate reason, which may include conduct detrimental to the association or industry, failure to abide by these bylaws, or conduct contrary to the PPAF Code of Ethics. Any member propose for expulsion is to be given thirty (30) days written notice including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision.

When membership is terminated for any reason, all rights of such member with respect to the Association and property of the Association shall cease immediately. Such member shall remain obligated to pay any debts owned the Association at the termination of membership.

Section 2 – Appeal

An appeal from such expulsion or suspension may be made by written communication to the President of the Association not later than ten (10) days after the effective date of such expulsion or suspension at which time the President shall appoint a special committee consisting of not less than three nor more than five PPAF members to hear such appeal, at least two of which must be Board members. The vote on the expulsion or suspension by the special committee shall be upheld by an affirmative majority vote and their decision shall be final.

Article XIV

POLICIES & PROCEDURES MANUAL

The Association shall maintain a Governance Policies and Procedures Manual which shall contain rules implementing these Bylaws. The Governance Policies and Procedures Manual shall be approved by a majority vote of the Board of Directors, except as otherwise provided herein.

Article XV

REGIONAL ASSOCIATION COUNCIL (RAC) DELEGATE

Section 1 - RAC Delegate

The Regional Association Council (RAC) Delegate shall represent the association in all matters between the association and RAC. The RAC representative can be an officer or member of the Board of Directors of the Association or a member of the Association.

Section 2 - Term of Office

The RAC Delegate shall be elected by the Board of Directors and serve a two-year term.

Section 3 – Duties

The RAC Delegate is to represent the association at all RAC functions and to report back to the Board of Directors for the association. They shall attend all RAC meeting and training, currently two (2) per year.

Section 4 – Qualifications

The RAC delegate must have served on the Board of Directors of the association for a period of one year to be eligible.