

# **RETAIL PACKAGING CORPORATION, INC.**

## **PROPOSED BYLAWS – JULY 19, 2016**

### ***ARTICLE 1: NAME, PURPOSES AND POWERS***

The name of this Corporation shall be RETAIL PACKAGING ASSOCIATION, INC. This Corporation is organized under the Illinois General Not For Profit Corporation Act (“Act”) and shall be operated exclusively for the following purposes:

- a) To improve relationships and communications within the retail packaging industry.
- b) To develop and manage an annual conference and trade show where organizations involved in all aspects of the packaging industry can demonstrate and promote their goods and services to the industry, without exclusion.
- c) To undertake research and education activities to enhance the knowledge, skills, and professionalism of individuals and businesses in the industry served by the Corporation, and to offer related education, training and services to members and other organizations and individuals

All of the purposes and powers of this Corporation shall be exercised only so that this Corporation's operations shall be exclusively within the contemplation of Section 501(c)(6) of the Internal Revenue Code of 1986.

### ***ARTICLE 2: REGISTERED OFFICE***

The registered office of this Corporation, at which the general business of this Corporation shall be transacted and where the records of this Corporation shall be maintained, shall be at such place as fixed from time to time by duly adopted resolutions of the Board of Directors. The current registered office shall be at 105 Eastern Avenue, Suite 104, Annapolis, MD 21403.

### ***ARTICLE 3: MEMBERSHIP***

#### ***Section 3.1 Categories and Criteria***

There shall be four (4) categories of members: (A) Distributor Members; (B) Supplier Members; (C) Manufacturer Representative Members; and, (D) Service Provider Members.

The Corporation Board of Directors shall establish the criteria for each category of membership, which may be updated and/or modified from time to time.

#### ***Section 3.2 Voting Members***

Distributor, Supplier and Manufacturer Representative members will be voting members of this Corporation. Each Distributor, Supplier and Manufacturer Representative member company will designate the natural person who shall exercise the member's voting rights. The member may change the designated natural person who may exercise such voting rights on behalf of the member by filing with the Secretary of this Corporation a Change of Designation form, which form shall be available at the registered office of the Corporation. The Change of Designation form must be on file with the Secretary of this Corporation prior to the exercise of any voting rights by the person designated on the form. Service Provider Members shall not be entitled to vote.

#### ***Section 3.3 Admission of Members***

Any business entity that meets the membership criteria, currently in force, may apply for membership in the Corporation by completing a Membership Application Form, which form shall be available at the registered office of the Corporation and accessible on the Corporation's website. The completed Application Form, together with the applicable Application Fee shall be submitted to the Corporation office. The Corporation's Membership Committee will promptly review the Application Form to ensure compliance with the membership criteria. Upon acceptance of the applicant by the Corporation's Membership Committee, without a negative vote, and upon payment of the applicable Annual Membership

Dues, the applicant shall be duly admitted as a member of this Corporation. If there is a negative vote on the Membership Committee, the membership application shall be sent to the Board of Directors for consideration.

### ***Section 3.4 Application Fee and Annual Membership Dues***

The Board of Directors shall have the authority to determine the applicable Application Fee, the applicable Annual Membership Dues and any other payments to be made by the members of this Corporation, from time to time. The membership year for the members of this Corporation shall be the calendar year, January 1 through December 31.

### ***Section 3.5 Honorary Members***

The Board of Directors may confer honorary membership on any business entity or individual based upon such criteria, and with such voting rights, as the Board of Directors shall from time to time determine.

### ***Section 3.6 Interest in Property***

The members of this Corporation shall not have any right, title or interest in the real or personal property of this Corporation.

### ***Section 3.7 Resignation***

Any member may resign its membership at any time by giving written notice to the Secretary of the Corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns its membership shall pay any delinquent Application Fee, Membership Dues or other payments due this Corporation, and shall not be entitled to a refund of any fee, dues or other payments made to this Corporation.

### ***Section 3.8 Termination***

Any member may be terminated for (a) failure to meet the membership criteria hereinbefore specified, (b) for failure to pay Annual Membership Dues or other amounts assessed against members for a period of sixty days following the due date, or (c) for conduct by a member which is detrimental to the purposes and policies of this Corporation. The termination decision shall be made by a majority vote of a quorum of the Board of Directors. In the event of a termination under subsection (b), the termination shall take effect on the date specified by the Board of Directors. In the event of a termination under subsections (a) or (c), the member shall be provided with not less than sixty days prior written notice of the proposed termination, the reasons for it, and the procedure for appealing the proposed termination. The member shall have an opportunity to be heard by a quorum of the Membership Committee, orally or in writing, not less than thirty days prior to the effective date of the proposed termination. If the member avails itself of the opportunity to be heard by the Membership Committee, the Membership Committee shall review the termination decision and, by a majority of the quorum of the Membership Committee, shall either confirm the termination as of the effective date or bring the matter before the Board of Directors for reconsideration. The termination shall not take effect until confirmed by a majority vote of a quorum of the Membership Committee or by a majority vote of a quorum of the Board of Directors after reconsideration.

## **ARTICLE 4: MEETINGS OF MEMBERS**

### ***Section 4.1 Annual Meeting***

The Annual Meeting of the Members of this Corporation for the election or ratification of directors, the presentation of reports on the activities and financial condition of this Corporation, and the transaction of such other business as may properly come before the meeting, shall be held at such time and place each year as may be designated from time to time by the Board of Directors.

### ***Section 4.2 Special Meetings***

Special meetings of the members of this Corporation may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon written request of at least ten percent of the voting members of this Corporation. Any party entitled to call a special meeting of the members may make written request to the Secretary to call the meeting, and the Secretary

shall then give written notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than sixty days after receiving the request. If the Secretary fails to give notice of the meeting within thirty days from the date on which the request is received by the Secretary, the person or persons who requested the meeting may fix the time and place of the meeting and give written notice thereof in the manner provided in Section 4.3 of these Bylaws. If notice of a special meeting is given by the members, the meeting shall be held in the city where the registered office of the Corporation is located. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

#### ***Section 4.3 Notice***

Written notice of each meeting of the members, stating the time, place and purpose thereof, shall be mailed, postage prepaid, or emailed, not less than fifteen nor more than sixty days before the meeting, excluding the day of the meeting, to each member of this Corporation at its last known address. Notice of any meeting at which members may vote by proxy shall so inform the members and shall describe the procedure for appointing proxies. Any member may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting.

#### ***Section 4.4 Voting Quorum***

At all meetings of the members, each member with voting rights shall be entitled to cast one vote on any question coming before the meeting. Voting members may vote by proxy. Cumulative voting for the election of directors or otherwise is prohibited. The presence of at least ten percent of the members entitled to vote in person or by proxy shall constitute a quorum at any meeting thereof. The members present and entitled to vote at any meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact any business, unless otherwise required by the Act or these Bylaws. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

#### ***Section 4.5 Electronic Meetings and Voting***

The Corporation may elect to conduct certain meetings, as determined by the Board, via teleconference or other electronic means, whereby all participants may concurrently hear and communicate with each other. Likewise, voting on certain actions may be conducted via online polling services or other electronic means, whereby all eligible voting members will have the opportunity to cast their vote on each matter and each such vote will be verified by the Corporation office, with the results of all such voting communicated to all members.

### ***ARTICLE 5: DIRECTORS***

#### ***Section 5.1 Number and Method of Election***

The Board of Directors shall consist of no less than three and no more than six natural persons, in addition to four Officers who will serve as voting, ex-officio members of the Board. Only the natural persons employed by a Distributor, Supplier or Manufacturer Representative Member company may be a director or officer of this Corporation. The members of the Board of Directors, not to include the four officers, shall be elected by the members entitled to vote at each annual meeting, or electronically prior to each annual meeting, with the results then ratified at the annual meeting.

#### ***Section 5.2 Terms***

Except as otherwise provided in Section 5.1, each director of this Corporation shall be elected to serve for a term of up to three years. Directors may serve a maximum of two consecutive three-year terms. To the extent possible, the members of the Board of Directors shall be divided into three classes, so that the terms of office of one class shall expire each year. A director shall hold office for the term for which they were elected and until the end of the meeting at which their successor has been elected and until such successor has qualified, or until the director's prior death, resignation, removal or election to other officership. Any director may at any time be removed with or without cause by the voting members in accordance with the Act. Any vacancy occurring because of the death, resignation, removal or election to other officership of a director

or officer may be filled by the Board of Directors for the unexpired term of such director. Any vacancy occurring because of an increase in the number of members of the Board of Directors shall be filled by the voting members.

### ***Section 5.3 Compensation***

The Board of Directors may, from time to time, fix, by resolution, reimbursement for reasonable travel expenses for board meetings. Directors shall receive no other fixed salary or compensation for their services as Directors, without approval of two-thirds of the members entitled to vote.

## **ARTICLE 6: MEETINGS OF THE BOARD OF DIRECTORS**

### ***Section 6.1 Annual Meetings***

The annual meeting of the Board of Directors for the purpose of electing officers and transacting such other business as may properly come before the meeting shall be held immediately prior to the annual meeting of the members of this Corporation at the time and place designated from time to time by the Board of Directors.

### ***Section 6.2 Other Meetings***

Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the President, (b) by the Board of Directors, and (c) upon the written request of three or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided. Such meetings may be held electronically, as described in Article 4, Section 4.5.

### ***Section 6.3 Notice of Meeting***

Written notice of each meeting of the Board of Directors for which written notice is required, and of each annual meeting, stating the time, place, and purpose thereof shall be mailed, postage prepaid, not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each director at his address according to the last available records of this Corporation. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

### ***Section 6.4 Quorum and Voting***

The presence of a majority of the members of the Board of Directors shall constitute a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there is a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by the Act or these Bylaws. A director shall not appoint a proxy for himself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the director votes against the action, abstains from voting or is prohibited from voting on the action.

### ***Section 6.5 Adjourned Meeting***

When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

## **Section 6.6 Written Action**

Any action that could be taken at a meeting of the Board of Directors may be taken by written action, signed or emailed to the Corporation office by all of the directors.

## **Section 6.7 Director Conflicts of Interest**

This Corporation shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or (c) an organization in or of which a director is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (without counting the interested director), at a meeting at which there is a quorum without counting the interested director. Failure to comply with the provisions of this Section 6.7 shall not invalidate any contract or transaction to which this Corporation is a party.

## **ARTICLE 7: OFFICERS**

### **Section 7.1 Tenure of Office**

The officers of this Corporation shall be a President, a Vice President, a Treasurer, an Immediate Past President and such other officers as the Board of Directors may from time to time designate. Officers shall be elected by the Board of Directors from the group of existing directors to serve for terms of one year and until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Directors with or without cause. Only the natural persons employed by a Distributor, Supplier or Manufacturer Representative Member company may be officers of the Corporation.

### **Section 7.2 Succession of Officers**

At the annual meeting of the Board of Directors, the Board will elect members from their ranks to be Treasurer, Vice President, and President for the following year. Terms are for one year, but may be renewed for one additional year at the discretion of the Board. The outgoing President will become the Immediate Past President. If an officer vacancy develops, the Board will call a special vote of the Board to elect a new Officer to fill the vacated position.

### **Section 7.3 President**

The President shall be the chief elected officer of this Corporation, presiding at all meetings of the Board of Directors and responsible for the general supervision, direction and management of the affairs of this Corporation. The President may execute on behalf of this Corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this Corporation.

### **Section 7.4 Vice President**

The Vice President shall perform the duties of the President in case of the latter's absence or disability. Provided that the President has delegated specific authority to the Vice President, the execution by the Vice President on the behalf of this Corporation of any instrument shall have the same force and effect as if it were executed on behalf of this Corporation by the President.

### **Section 7.5 Treasurer**

The Treasurer shall be responsible for maintaining accurate financial records for this Corporation and safeguarding the assets of this Corporation. The Treasurer shall present a report of this Corporation's financial transactions and status to the Board of Directors at its annual meeting and shall, from time to time, make such other reports to the Board of Directors as it may require. The Treasurer shall perform such other duties as may be assigned, from time to time, by the Board of Directors.

### **Section 7.6 Immediate Past President**

The Immediate Past President shall be responsible for guiding the Board's Leadership Development efforts, related to identifying, vetting and recommending candidates for consideration to serve as future Board members.

### **Section 7.7 Executive Director**

The Executive Director shall perform such duties and have such powers as shall be specified, from time to time, by Resolution of the Board of Directors, which may include, but not be limited to: attending all meetings of the Board of Directors and all meetings of the Members; recording all the proceedings of such meetings of the Board to be kept for that purpose; having custody of the Corporation's funds and securities donated to the Corporation; keeping full and accurate accounts of receipts and disbursements and books belonging to the Corporation; depositing all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors, disbursing the funds of the Corporation subject to the approval of the Treasurer and as may be ordered by the Board of Directors; taking proper vouchers for such disbursements and rendering to the President and the Board of Directors an account of all such transactions of the financial condition of the Corporation when so requested by the Board.

The Executive Director shall serve as the Secretary of the Corporation for all purposes set forth under these Bylaws and the laws of the State of Illinois.

The Executive Director shall be appointed by the Board of Directors, and shall serve at the pleasure of the Board, and will serve as an ex officio, non-voting member of the Corporation Board of Directors. The Executive Director will oversee and manage any other staff members who may serve the Corporation.

### **Section 7.8 Additional Powers**

Any officer of this Corporation, in addition to the powers conferred upon him by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

## **ARTICLE 8: COMMITTEES & TASK GROUPS**

### **Section 8.1 Committee & Task Group Formation**

The Board of Directors may form standing committees and/or Task Groups to oversee and perform the work of the Corporation as may be appropriate. The Board may approve the charter for any such committees or groups, including designation of size of the committee or group; qualifications, term and appointment process for the chairperson and members; and scope of the committee's or group's responsibility and authority. In addition, the Board of Directors may, from time-to-time, form committees or task groups at its discretion that are assigned specific tasks or activities and whose existence will terminate when those tasks are completed.

### **Section 8.2 Authority**

The Board of Directors may act by and through such other committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be Directors.

### **Section 8.3 Meetings and Voting**

Meetings of each committee may be held at such time and place as are announced at a previous meeting of the committee. Meetings of any committee may also be called at any time by the chairperson of the committee or by the President, on at least five days' notice by mail, or two days' oral notice by telephone or in person. Appearance at a meeting is deemed to be a waiver of notice unless the committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the committee member does not participate in the meeting. At all meetings of a committee of this Corporation each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee of

this Corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee of this Corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a committee meeting may be taken by written action signed by all members of the committee. Such meetings may be held electronically, as described in Article 4, Section 4.5.

## **ARTICLE 9: INDEMNIFICATION**

To the full extent permitted by any applicable law, this Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this Corporation, by reason of the former or present capacity of the person as:

- A director, officer, employee or member of a committee of this Corporation or,
- A director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer, or employee of this Corporation, is or was serving the other Corporation at the request of this Corporation or whose duties as a director, officer or employee of this Corporation involve or involved such service to the other Corporation, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorney's fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of the matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This Corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of this Corporation against any liability asserted against such person as incurred by such person in any such capacity.

Indemnification under this Article 9 shall be secondary to all insurance coverages.

## **ARTICLE 10: MISCELLANEOUS**

### **Section 10.1 Fiscal Year**

Unless otherwise fixed by the Board of Directors, the fiscal year of this Corporation shall begin on June 1 and end on the succeeding May 31.

### **Section 10.2 Corporate Seal**

This Corporation shall have no seal.

### **Section 10.3 Electronic Communications.**

A member, director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among members, directors, or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the members, Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient in a meeting by that means constitutes presence

in person at the meeting.

#### ***Section 10.4 Amendments to Bylaws***

Both the Board of Directors and the members entitled to vote shall have the power to amend these Bylaws. The power of the Board of Directors shall be subject to the powers of the voting members. The Board of Directors may amend the Bylaws by adopting a resolution setting forth the amendment. The Board of Directors may not adopt, amend, or repeal a bylaw fixing voting rights of members, fixing a quorum for meetings of members, prescribing procedures for removing directors or filling vacancies in the Board of Directors, or fixing the number of directors or their classifications, qualifications, or terms of office. An amendment for adoption by the members entitled to vote must be proposed by at least twenty (20) voting members, or ten percent of the voting members, whichever is less. The membership entitled to vote may amend the Bylaws by adopting a resolution setting forth the amendments by the affirmative vote of a majority of all members who are entitled to vote.

#### ***Section 10.5 Authority to Borrow, Encumber Assets***

No director, officer, agent or employee of this Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property, except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

#### ***Section 10.6 Deposit of Funds***

All funds of this Corporation shall be deposited from time to time to the credit of this Corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

#### ***Section 10.7 Dissolution***

The Corporation may be dissolved upon the vote of two-thirds of the Board of Directors and two-thirds of the members entitled to vote in accordance with the Act. In the event that the Corporation is dissolved for any reason, all liabilities of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made thereof. All remaining assets shall be disbursed to one or more 501(C)(6) or 501(C)(3) organizations with a preference to a 501(C)(6) or 501(C)(3) organization that will promote the exchange of ideas and developments in the retail packaging industry and promote higher business standards and better business methods by the retail packaging industry. The allocation of funds available for distribution following dissolution of the Corporation may not be altered without approval of two-thirds of the members entitled to vote.

END OF BYLAWS