

# **International Bylaws**

Revised 1982  
Revised 1984  
Revised 1986  
Revised 1990  
Revised 1993  
Revised 1996  
Revised 1998  
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Revised 2001  
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## **IPMA BYLAWS**

### **ARTICLE ONE-ORGANIZATION**

#### **Section 1 – Name**

In accordance with the official charter of the organization, this body shall be known as the “In-Plant Printing and Mailing Association.”

#### **Section 2 - Objectives**

The following objectives are to be pursued in accordance with applicable law:

- A. To provide publishing professionals the resources to attain greater productivity and cost effectiveness.
- B. To provide a forum for education, networking and professional development.
- C. To embrace and promote technological innovations in the industry, and resulting environmental and safety controls.
- D. To promote and recognize excellence within the in-house publishing industry.
- E. To promote high ethical standards.

END OF ARTICLE ONE

### **ARTICLE TWO - MEMBERSHIP**

#### **Section 1 - Classes of Membership**

Membership in the association is divided into the following categories:

Primary membership

- A. Individual
- B. Company

Auxiliary membership

- C. Affiliate
- D. Retired
- E. Student
- F. Associate
- G. Associate Corporate

Special membership

- H. Fellow
- I. Honorary

## **Section 2 – Eligibility**

### **A. Individual members are:**

Any in-house publishing facility professional (see in-house publishing facility definition in appendix) or in-house publishing curriculum teacher who is interested in furthering the objectives of the Association shall be eligible to become an individual member. Multiple individual members employed by the same employer and assigned to a single chapter can receive a dues discount to be set by the International Board of Directors.

### **B. Company Members are:**

Any employees of an in-house/corporate publishing and distribution facility who are interested in furthering the objectives of the Association, and who already qualify as regular (individual) members, shall be eligible to become company members. The membership shall include up to five persons who shall receive the same benefits and privileges as regular members. All persons shall be employed at the same physical location (i.e., the same mailing address). Multiple branches of the same company shall be considered separate companies.

### **C. Affiliate members are:**

Individuals who have left the field of in-house publishing, have been prior members of the Association for five consecutive years in some other category, and do not qualify for membership under the provisions of any other category. The dues for affiliate members shall be the same as for individual members. Affiliate members may not vote or hold office in the Association, but may serve on committees at the chapter level.

### **D. Retired members are:**

Individuals who have retired completely from employment and have been members in good standing for five consecutive years or charter members of a chapter. Dues for retired members shall be less than individual members' dues as determined by the International Board of Directors. Retired members may not vote or hold office at the International Level, but may serve on committees at all levels and vote and hold office at the chapter level.

### **E. Student members are:**

Full time students in publishing who are sponsored as student members by a chapter. The dues shall be less than individual members' dues as determined by the International Board of Directors. Student members may not vote or hold office, but may serve on committees at the chapter level.

### **F. Associate members are:**

Individuals employed by a company that produces or sells supplies, equipment or services to in-house publishing facilities, and who are directly or indirectly responsible for developing, planning, marketing or selling those materials or services. Associate membership in any chapter shall be limited according to individual chapter bylaws. Multiple individual members employed by the same employer can receive a dues discount to be set by the International Board of Directors. Associate members may not vote or hold office, but may serve on committees at the chapter level.

### **G. Associate Corporate Members are:**

Any employees of a company that produces or sells supplies, equipment or services to in-house publishing facilities; who are directly or indirectly responsible for developing, planning, marketing or selling those materials or services; who are interested in furthering the objectives of the Association; and who already qualify as an Associate Member. The membership shall include up to five persons, worldwide, who shall be named at

the time of the application. Associate Corporate members may not vote or hold office, but may serve on committees at the chapter level.

#### H. Fellow members are:

Association members in good standing who, by their actions or achievements, have supported the goals of the Association in some extraordinary manner. A nomination for evaluation to the rank of Fellow may be submitted to the International Board of Directors by a chapter or International Board officer, and shall be accompanied by a biographical statement describing the action or achievement which warrants Fellowship and a petition signed by a minimum of ten current Association members. Fellowship nominations shall close each year on September 1, and an individual granted Fellowship by vote of the International Board of Directors where there is no more than one dissenting vote shall be presented an award which explains the reason for such designation, at the first annual meeting following nomination. Fellows may not vote or hold office in the Association, except as provided by their maintenance of eligibility for individual membership. Fellowship shall be maintained only in combination with membership in some other category. No additional dues shall be assessed for Fellowship.

#### I. Honorary members are:

Individuals not qualified for membership under any other category who, by their actions or achievements, have supported the goals of the Association in some extraordinary manner. A nomination for an honorary member may be submitted to the International Board of Directors by a chapter or International Board officer, and shall be accompanied by a biographical statement describing the action or achievement which warrants honorary membership and a petition, signed by a minimum of five current Association members. Honorary member nominations shall close each year on January 1, and an individual granted honorary membership by unanimous vote of the International Board of Directors shall be presented an award which explains the reason for such designations at the first annual meeting following nomination. Not more than two honorary members may be designated in a single year. A perpetual record of all honorary members shall be maintained at the Association's headquarters. Honorary members may not vote, hold office or serve on committees, and shall not pay dues.

### **Section 3 – Admission**

Membership shall be open to all qualified applicants regardless of age, sex, creed, race, color or national origin.

### **Section 4 - Transfer of Membership**

The Association will amend its record of membership for individuals and associates paid by an employer upon written notice from an authorized representative of the employer. The Association will also amend its records for membership paid by an individual if he/she continues to meet qualifications for membership. Who pays for membership will determine ownership for the purpose of membership transfer. Membership in Affiliate, Retired, Fellow, and Honorary categories is not transferable.

### **Section 5 – Voting**

Only individual or company members, as defined in Article Two, Section 2, shall be entitled to vote. Voting privileges shall be restricted to one vote for each member in good standing whose name appears on the current

membership roster maintained at the Association's headquarters. Voting can be done in person or by mail-in (or electronic) ballot.

## **Section 6 - Termination of Membership**

A. A member whose annual dues, assessments or other monies owed the Association, its chapters or regions, become more than ninety days in arrears, shall be automatically terminated by reason of delinquency, provided at least two notices of delinquency have been sent. Such members may be reinstated as determined by the International Board of Directors upon payment of delinquent amounts plus currently applicable dues. When reinstatement is requested, current membership requirements must be fulfilled.

B. A member who wishes to resign from the Association may do so by advising the Association's headquarters of this intent. Such members may be reinstated without penalty upon payment of current dues and fulfillment of any currently applicable requirements of membership.

C. Membership in the Association may be suspended or terminated for cause. Sufficient cause shall be violation of the Bylaws, or any lawful rule of practice duly adopted by the Association or any other conduct prejudicial to the interests of the Association. Suspension or expulsion shall be by a majority vote of the International Board of Directors, provided that a statement of the charges has been mailed by certified or registered mail to the last recorded address of the member at least fifteen days before the final action is taken by the International Board of Directors. This statement shall be accompanied by a notice of time and place of the meeting at which the charges shall be considered. The member shall have the opportunity to appear in person, and/or be represented by counsel, and to present any defense against such charges before action is taken by the International Board of Directors.

END OF ARTICLE TWO

## **ARTICLE THREE - DIRECTORS AND OFFICERS**

### **Section 1 - International Board of Directors**

The voting members of the International Board of Directors shall consist of the International President, International President Elect, Past President, Board Member at Large and Secretary/Treasurer. This group of individuals shall be responsible for the management of the Association's business and the establishment of all programs and policies deemed necessary or desirable in the pursuit of the objectives of the Association as set forth in Article One, Section 2. Directors and officers shall not receive any compensation for their services, but the International Board of Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Association. Nothing herein shall preclude a director or officer from serving the Association in any other capacity and receiving compensation for such services, if applicable. International Board members may not hold office at the chapter level, but may serve on committees.

### **Section 2 – International President Elect**

Candidates placed under consideration for the office of International President Elect must be active individual or company members, as defined in Article Two, Section 2, and shall be elected by the voting members of the Association. The candidate receiving the majority of votes cast by the voting members will be selected International President Elect. The International President Elect serves as presiding officer in the absence of the International President and, in the event of the incapacity of the International President, serves in his or her place. The International President Elect is to be given assignments, by the International President, which will prepare him/her for assuming the office of the International President. The term of office for the International President Elect is one year and until a successor has been selected and qualified, or until the earlier death, resignation, removal or succession to the office of International President. The International President Elect is retained for a second term if the International President serves a second term.

Nominations for candidates to the office of International President Elect shall be made by a nominations committee appointed by the International Board of Directors and consisting of three members, no one of whom shall be a member of the International Board of Directors. The nominations committee shall propose to the International Board of Directors at least two candidates, no one of whom shall be a member of the nominations committee, for consideration and ratification.

Additional nominations may be made by petition signed by at least 20 active members, no more than 10 of who may be members of the same region. All petitions and nominations shall be filed at the Association's headquarters not later than September 30 and shall be accompanied by the candidate's resume and written statement of intent to serve as well as written support from the candidate's company.

### **Section 3 - Successive Officers**

#### **A. International President**

The International President shall be the chief executive officer of the Association. He or she shall preside at all meetings of the general membership, and the International Board of Directors, and shall call such meetings as deemed necessary. The President shall direct the preparation of agendas for all International Board of Directors meetings and shall see that the International Board of Directors is informed of all matters. The International President's term of office is one year and until a successor has been selected and qualified, or until the earlier death, resignation or removal. The International President Elect shall succeed automatically to the office of International President at the completion of the International President's term in office. In the event that the International President Elect is not available to accept the office of the International Presidency, a Past President or an active member in good standing, shall be selected by a majority vote of the International Board of Directors to serve as International President. If the International President desires to serve for one additional year (maximum service is two one-year terms), he/she must notify the International Board of Directors of his or her intention by the regularly scheduled fall board meeting that occurs before the expiration of the International President's first term. The International President's desire to seek a second one-year term will become an agenda item at the board meeting and will be voted on by the Board, with a simple majority necessary to retain the International President for a second term.

#### **B. Past President.**

Upon completion of his or her term of office, the International President shall succeed to the office of Past President for a one year term and until a successor has been selected and qualified, or until the earlier death, resignation or removal. In the event of the incapacity of both the International President and the International President Elect, the Past President shall temporarily serve as International President until further necessary

action can be taken by the Board. The Past President is retained for a second term if the International President serves a second term.

#### **Section 4 - Appointed Officers**

##### **A. Secretary/Treasurer**

The Secretary/Treasurer shall be appointed by the International President annually. He/she shall keep minutes of the meetings of the membership and of the International Board of Directors, execute general supervision over the finances of the Association, assure the adequacy of financial safeguards and assist in the preparation of budgets and financial statements. He/she shall perform such other duties as assigned by the President and the International Board of Directors. He/she shall be bonded in such an amount as may be fixed by the International Board of Directors, the cost thereof to be borne by the Association.

##### **B. Member Representative**

The Member Representative shall be appointed by the International President and shall serve a two-year term. He/she shall be appointed from the general membership and shall be a voting member of the Board of Directors. He/she shall be the liaison between the Board of Directors and the chapters and members-at-large.

#### **Section 5 – Vacancies**

All vacancies shall be filled by a majority vote of the remaining members of the International Board of Directors. An International Board officer chosen by the International Board of Directors in the event of a vacancy shall fulfill the unexpired term of his or her predecessor.

##### **A. Elected Officers**

Any duly qualified member may be selected by the International Board of Directors to fulfill the unexpired term of the International President Elect. The International President may call for a special election to fill the unexpired term.

##### **B. Successive Officers**

In the event that the International President's office is vacated, the International President Elect shall assume the responsibilities of the International President for the unexpired portion of the International President's term, and then serve his or her own term as International President.

In the event a vacancy occurs in the office of the Past President, the International Board of Directors shall appoint an interim Past President, from among the Past Presidents of the Association, to assume the responsibilities of that office for the unexpired portion of the Past President's term. If no past president is available to accept the office of the Past President, or none is acceptable to a majority of the International Board of Directors remaining, any duly qualified member may be selected by the International Board of Directors to fulfill the unexpired term of a Past President.

##### **C. Appointed Officers**

In the event a vacancy occurs in the office of Secretary/Treasurer or Member Representative, the International President shall appoint a qualified individual from the Association's membership to assume those offices.

#### **Section 6 - Resignation or Removal**

Any member of the International Board of Directors may resign at any time by giving written notice to the International President or the International Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof, as determined by the International President or the International Board of Directors. Any member of the International Board of Directors elected or appointed by the International Board of Directors may be removed from the office by the International Board of Directors, whenever, in its judgment, the Association will benefit from such actions. Such action requires a majority vote of the International Board of Directors. The International Board of Directors is empowered to relieve any member of the International Board of Directors of duties, responsibilities and authority effective upon delivery of notice. Any person so removed may appeal the decision: the International Board of Directors shall hold an appropriate hearing, provided the appeal is submitted in writing within thirty days following the removal action.

### **Section 7 - Term of Office**

The term of office of elected, successive and appointed officers begins April 1 and ends on March 31. The ceremonial installation of Officers shall take place at the first annual meeting of the Association following April 1.

END OF ARTICLE THREE

## **ARTICLE FOUR – STAFF REQUIREMENTS**

The International Board of Directors will determine the staffing levels needed to match the business requirements of the Association. The IPMA staff will report to the International Board of Directors through the International President. The staff will administer the affairs of the Association within the terms outlined in the employment agreement and under the supervision of the International President.

END OF ARTICLE FOUR

## **ARTICLE FIVE - COUNCILS AND COMMITTEES**

### **Section 1 - Industry Advisory Council**

The Industry Advisory Council shall consist of members holding leadership positions in companies and organizations serving or related to the in-house publishing field. Appointments shall be made by the International President upon recommendations from the International Board of Directors. A chairperson will be named by the International President. The council shall serve in an advisory capacity to the International Board of Directors in matters of common interest. Members of the council may convene in person, by conference call or via electronic conferencing as deemed necessary to attain its objectives. The International President shall keep the International Board of Directors informed of all matters acted upon by the council.

### **Section 2 - Standing Committees and Councils**

Such committees and councils may be identified to perform a specific function, forming part of the basic Association structure. The International Board of Directors must approve the establishment of such committees and councils and their objectives. A list of standing committees and councils and their respective chairpersons shall be published each year, immediately following their appointment by the International President and approval by a majority vote of the International Board of Directors. The International President shall identify a chairperson for each committee and council. Each chairperson of each committee or council shall continue as such for two years, or until his or her successor is appointed, unless the committee or council is terminated or unless the chairperson is removed from the committee or council. A chairperson may serve a maximum of two terms (total of four years). The International President may remove any committee or council chairperson if the Association will benefit from such action. Each committee or council chairperson is responsible for staffing the committee or council, shall take the lead role in managing the responsibilities of the committee or council, and which shall perform only those functions authorized by the International Board of Directors. Standing Committees and Councils may include, but are not limited to:

- A. Bylaws
- B. Certification
- C. Training
- D. Honors and Awards
- E. International Conference Liaison
- F. Market Research
- G. Vendor Council
- H. Mailers' Council
- I. Communications
- J. Technology
- K. Recruitment

### **Section 3 - Special (Ad hoc) Committees and Councils**

Special committees or councils may be created and appointed by the International President at any time for the purpose of fulfilling specific needs. Such committees or council shall continue to exist until they have completed their assignments and have been discharged by the International President.

### **Section 4 - Reporting**

All councils and committees shall be required to submit reports of their activities to the International Board. Such reports may be requested, on behalf of the International President, at least thirty days prior to their submission date.

END OF ARTICLE FIVE

## **ARTICLE SIX - CHAPTERS**

### **Section 1 – Authorization**

Upon petition by ten individual members in good standing, the International Board of Directors may authorize the formation of local units to be designated as “chapters.” The International Board of Directors may grant

privileges to, or impose limitations upon, such units. Chapter privileges and limitations may be amended, or a chapter may be dissolved, based upon the majority vote of the International Board of Directors.

## **Section 2 – Bylaws**

Prior to its acceptance as a chapter, local groups shall adopt and file Bylaws with the Association, which are based upon the program set provided. Subsequent amendments to chapter Bylaws shall, when approved by the chapter, be submitted to the Association and shall not become effective unless approved by the International Board of Directors.

## **Section 3 – Finances**

The Association shall have no official jurisdiction over chapter funds and no responsibility for chapter obligations, but chapter financial reports must be submitted to headquarters for consolidating and filing group tax returns, and for other purposes. However, in the case of a chapter's dissolution, assets of the former chapter shall be distributed to the Association.

## **Section 4 - Inter-Chapter Relations**

In case of a dispute between chapters, the International Board of Directors shall exercise final authority.

END OF ARTICLE SIX

## **ARTICLE SEVEN - REGIONS**

A region is an administrative unit of the Association, and consists of a geographical area containing one or more chapters. Assignment of chapters to regions, and the subsequent and continuing realignment of regional territories, is the responsibility of the International Board of Directors.

END OF ARTICLE SEVEN

## **ARTICLE EIGHT - MEETINGS**

### **Section 1 - General Membership Meetings**

There shall be one regular business meeting of the members of the Association during each fiscal year. The exact time and place of such a meeting is to be determined by the International Board of Directors and announced to the members at least three months in advance.

### **Section 2 - Special Membership Meetings**

Special meetings of the membership may be called at any time by a majority vote of the International Board of Directors or at the written request of ten percent of the membership. Notice of a special meeting shall specify

the purpose or purposes for which the meeting is to be convened, the time and place of the meeting, and shall be mailed at least thirty days prior to the date of the meeting.

### **Section 3 - International Board of Directors Meetings**

The International Board of Directors shall have at least two regular meetings each year in person; one in conjunction with the annual international conference and the other to be determined by the International President; the exact time and place to be announced to the International Board of Directors thirty days in advance of the meeting. A special meeting of the International Board of Directors may be called at any time by the International President, or at the written request of three members of the Board. The request is to be sent to the International President and must state the specific purpose of the meeting. Notices of a special meeting shall be sent to each member of the International Board of Directors at least fifteen days prior to the date of the meeting. Other than the two previously outlined in person meetings, board meetings may be conducted in person at one site, or via conference call or other electronic conferencing techniques.

### **Section 4 – Committee and Council Meetings**

A committee or council shall communicate as often as it deems necessary to meet its objectives. Committee or council meetings may be conducted in person at one site, at the approval of the International President, or via conference call or other electronic conferencing techniques. The chairperson of each committee or council will attend board meetings at the annual international conference upon invitation of the International President.

### **Section 5 - Quorums**

A quorum for the transaction of business at any general or special membership meeting is five percent of the voting members present in person or by proxy. A majority of the International Board Officers in office shall constitute a quorum of the International Board of Directors.

### **Section 6 - Proxies**

At any meeting of the membership, a member entitled to vote may vote only in person for the election of officers in the Association. A member entitled to vote may vote by proxy, executed in writing by the member or a duly authorized attorney and filed with the Secretary/Treasurer of the Association on specific matters of policy submitted to the membership for consideration at any membership meeting. A proxy shall be revocable at will, notwithstanding any other agreement or any provisions in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary/Treasurer of the Association. A proxy shall only be valid if granted for a specific meeting or any adjournment thereof, but in no event shall it be valid for a period of more than eleven months after its date. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority exercised, written notice of such death or incapacity is given to the Secretary/Treasurer of the Association.

END OF ARTICLE EIGHT

## **ARTICLE NINE - FISCAL CONSIDERATIONS**

### **Section 1 - Fiscal Year**

The fiscal or administrative year shall begin on April 1 and end on March 31 of the following year.

### **Section 2 - Financial Audit**

The official books and accounts of the Association shall be audited at least once annually by a certified public accountant agreed upon by the Chief Operating Officer and the Secretary/Treasurer. The Secretary/Treasurer shall report all audits, through the International President, to the International Board of Directors. These books and accounts shall be available for review upon request from the International Board of Directors.

### **Section 3 - Dues**

Dues rates shall be determined by the International Board of Directors, and dues shall be payable annually on such dates as may be designated by the International Board of Directors.

END OF ARTICLE NINE

## **ARTICLE TEN - AMENDMENTS**

These Bylaws may be amended at any regular or special meeting of the members at which a quorum is present or by mail ballot, by the affirmative vote of a majority of the members entitled to vote on the proposed amendment or of two-thirds of the votes cast, whichever is less. Each class of members will be entitled to vote separately on a proposed amendment to these Bylaws only if required by applicable law. If the proposed amendment is to be approved at a meeting of the members, the members shall be give notice of the meeting in accordance with these Bylaws, stating that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and containing a copy or summary of the proposed amendment. If the proposed amendment is to be approved by mail ballot, the material soliciting the approval shall contain a copy or summary of the proposed amendment.

END OF ARTICLE TEN

## **ARTICLE ELEVEN - PARLIAMENTARY PROCEDURE**

Except when it conflicts with these Bylaws or the Missouri statutes, the most current edition of Robert's Rules of Order (Revised) shall be the authority for the conduct of all meetings of the Association.

END OF ARTICLE ELEVEN

## **ARTICLE TWELVE - INDEMNIFICATION**

## Section 1 - Definitions

In this Article 12:

(a) **“Association”** includes any domestic or foreign predecessor entity of the Association in a merger or other transaction in which the predecessor’s existence ceased upon consummation of the transaction.

(b) **“Director or Officer”** means an individual who is or was a director or officer of the Association or an individual who, while a director or officer of the Association, is or was serving at the Association’s request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. “Director or Officer” includes, unless the context requires otherwise, the estate or personal representative of the director or officer.

(c) **“Expenses”** include counsel fees.

(d) **“Liability”** means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(e) **“Official capacity”** means: (1) when used with respect to a director, the office of director in a corporation; and (2) when used with respect to an individual other than a director, the office in a corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the corporation. “Official capacity” does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise.

(f) **“Party”** includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(g) **“Proceeding”** means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

## Section 2 - Right to Indemnification

Except as provided below, the Association shall indemnify an individual made a party to a proceeding because he or she is or was a Director or Officer against liability incurred in the proceeding if:

(a) he or she conducted him or herself in good faith;

(b) he or she reasonably believed that his or her conduct was in the Association’s its best interests or not opposed to its best interests; and

(c) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director or Officer did not meet the standard of conduct

described in this section. The Association may not indemnify a Director or Officer under this section in respect of any claim, issue or matter as to which such person shall be been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association. Indemnification permitted under this section in connection with a proceeding by or in the right of the Association is limited to reasonable expenses, including attorney's fees, incurred in connection with the proceeding.

### **Section 3 - Mandatory Indemnification**

The Association shall indemnify a Director or Officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was party because he or she is or was a Director or Officer of the Association against reasonable expenses incurred by him or her in connection with the proceeding.

### **Section 4 - Advance for Expenses**

The Association shall pay for or reimburse the reasonable expenses incurred by a Director or Officer who is a party to a proceeding in advance or final disposition of the proceeding if:

- (a) the Director or Officer furnishes the Association a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in Article 12, Section 2;
- (b) the Director or Officer furnishes the Association a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct; and
- (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article 12.

The undertaking required by subsection (b) must be an unlimited general obligation of the Director or Officer, but need not be secured and may be accepted without reference to financial ability to make repayment. Determinations and authorizations of payments under this section shall be made in the manner specified in Section 6 of this Article 12.

### **Section 5 - Court-Ordered Indemnification**

A Director or Officer of the Association who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice the court considers necessary may order indemnification if it determines:

- (a) the Director or Officer is entitled to mandatory indemnification under Article 12, Section 3, in which case the court shall also order the Association to pay the Director's or Officer's reasonable expenses incurred to obtain court-ordered indemnification; or
- (b) the Director or Officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she met the standard of conduct set forth in Article 12, Section 2 or was adjudged liable as described Article 12, Section 2, but if he or she was adjudged so liable his or her indemnification is limited to reasonable expenses incurred.

## **Section 6 - Determination and Authorization of Indemnification**

The Association may not indemnify a Director or Officer under Article 12, Section 2 unless authorized in the specific case after a determination has been made that indemnification of the Director or Officer is permissible in the circumstances because he or she has met the standard of conduct set forth in Article 12, Section 2. The determination shall be made:

- (a) by the International Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;
- (b) if a quorum cannot be obtained under subdivision (1), by majority vote of a committee duly designated by the International Board of Directors (in which designation directors who are parties my participate), consisting solely of two or more members of the International Board of Directors not at the time parties to the proceeding;  
or
- (c) by the voting members.

## **Section 7 - Indemnification of Employees and Agents**

The Association may indemnify and advance expenses under this subchapter to an employee or agent of the Association who is not a director or officer to the same extent as to a director or officer. The Association may also indemnify and advance expenses to an employee or agent who is not a director or officer to the extent, consistent with public policy, that may be provided by general or specific action of its International Board of Directors, or by contract.

## **Section 8 - Insurance**

The Association may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Association, or who, while a director, officer, employee, or agent of the Association, is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee or agent , whether or not the Association would have power to indemnify him or her against the same liability under Article 12, Section 2 or 3.

## **Section 9 - Witness Fees**

This Article 12 does not limit the Association's power to pay or reimburse expenses incurred by a Director or Officer in connection with his or her appearance as a witness in a proceeding at a time when he or she has not been made a named defendant or respondent to the proceeding.

## **Section 10 - Amendment**

This Article 12 may be hereafter amended or repealed; provided, however, that no amendment or repeal shall reduce, terminate, or otherwise adversely affect the right of a person entitled to obtain indemnification hereunder with respect to acts or omissions of such person occurring prior to the effective date of such amendment or repeal.

END OF ARTICLE TWELVE

### **ARTICLE THIRTEEN - DISSOLUTION**

Upon the dissolution of the Association, and after payment of all its indebtedness, any remaining funds and other assets shall be distributed to such organization or organizations that are then qualified as exempt within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Revenue laws, and whose purposes are consistent with the purposes of incorporation, as may be determined by a majority vote of the International Board of Directors. In the event the International Board of Directors cannot elect a suitable recipient by the scheduled adjournment of its fiscal meeting, the assets of the Association shall be given over to the United Fund in the city in which the Association's headquarters office is located.

END OF ARTICLE THIRTEEN

### **APPENDIX**

Definitions:

**In-house Publishing Facility:** A department of a company whose primary responsibility (51%) is to provide publishing services to that company. Employees of the department are employed by the company and the company is liable for them.

**Company:** A business, government agency, or educational institution.

**Publishing:** The creation, production, and dissemination of information. Publishing functions are creation (desktop publishing, page layout, imaging); production (offset printing, electronic printing, xerographic printing, CD publishing); dissemination (mailing, express service delivery, electronic mail).