

ARTICLE 1 – NAME AND PURPOSE

1.1 NAME: The name is the International Association of Packaging Research Institutes ("IAPRI"), a nonprofit corporation incorporated in the State of Michigan.

1.2 LOCATION: The principal office location shall be designated by the Board of Directors.

1.3 PURPOSE: The purpose of IAPRI is to foster global collaboration among packaging research institutes, facilitate knowledge exchange, and support innovation in the field of packaging science and technology. The Board of Directors shall establish a Statement of Purpose to include a Mission and Vision for IAPRI and shall review the Statement of Purpose on an annual basis.

1.4 RESTRICTIONS: All policies and activities of IAPRI are consistent with applicable country, regional, and local laws and any antitrust, trade regulation or other requirements; and applicable tax exemption requirements, including the requirements that IAPRI not be organized for profit and that no part of its net earnings inure to the benefit of any private company or individual.

ARTICLE 2 – MEMBERSHIP

2.1 MEMBERSHIP ELIGIBILITY: Membership is open to research and academic institutions, associations, and commercial entities engaged, involved, or interested in packaging science, research, or testing who meet eligibility criteria established by the Board of Directors.

2.2 MEMBERSHIP CATEGORIES AND TYPES: There shall be distinct categories of membership including Full Member, Affiliate Member, or Other Member. The Board of Directors may establish Membership Types as deemed necessary to accomplish the Vision and Mission of the organization. Qualifications for each are to be stated in a Membership Eligibility Policy.

2.3 MEMBERSHIP APPLICATIONS: Applications shall be reviewed and approved by the Board of Directors.

2.4 DUES: Members shall pay an annual membership fee.

2.5 REPRESENTATION OF MEMBERSHIP: Members shall designate a Delegate who is an individual authorized to represent them and vote for them on membership ballots. Members may designate an alternate Delegate in the absence of the primary Delegate, provided written notice is given to the Secretary General prior to any meeting or voting process.

2.6 VOTING RIGHTS: Only Full Members shall be entitled to vote, except in special ballots deemed by a two-thirds (2/3) vote of the Board of Directors.

2.7 ELIGIBILITY TO HOLD OFFICE: Any delegate or associate of a Full Member shall be eligible to hold elective and/or appointive positions in IAPRI.

2.8 TERMINATION: Membership may be terminated without action by the Board of Directors for failure to pay applicable dues or failure to meet the eligibility requirements for membership. A member may be terminated by the Board of Directors for other reasons if the member is provided with advance written notice including the reason for the proposed termination, an opportunity to contest the proposed termination in writing or in person before the Board of Directors, and final written notice of the Board's decision.

ARTICLE 3 – GOVERNANCE AND BOARD OF DIRECTORS

3.1 DIRECTORS: The governance of IAPRI is vested in the Board of Directors, the Executive Committee, and other designated committees. The Board establishes operating policies and monitors implementation of policy by IAPRI's Secretary General under the direction of the President. A variety of operating policies should cover the aims of the association, annual membership meetings, conferences, symposiums, and IAPRI awards.

3.2 COMPOSITION OF THE BOARD: The Board of Directors consists of a minimum of twelve (12) directors and a maximum of eighteen (18) who shall represent Full Members, but no more than four (4) of the directors, can be corporate type members. The Secretary General of IAPRI serves as an ex officio non-voting member of the Board of Directors.

3.3 ELECTION: The Board of Directors shall be responsible for seeking and identifying qualified nominees. The board shall decide how many vacant Board positions they want to fill and nominate a member-representative for election by a vote of the membership for each.

3.4 TERMS: Directors serve staggered three-year terms. No director may serve more than two (2) consecutive three (3) year terms unless elected to an office, in which case the director may continue service through the terms of the higher offices to which they are elected. Terms end after the conclusion of the annual member meeting of the third year.

3.5 VACANCIES: Vacancies among Directors are filled by the Board.

3.6 MEETINGS: The Board of Directors shall meet at least once per quarter, including one meeting at the annual conference. Other meetings of the board may be called by the President or upon request of at least one-third of the Full Members. Meetings of the Board of Directors may be held electronically if each Director can hear the others. The meeting held at the annual conference shall be in person, except in the case of force majeure where the conference would take place online or be cancelled (i.e. travel restriction).

3.7 QUORUM: A majority of Directors shall constitute a quorum. When a quorum is present, any matter before the Board is approved by a majority vote of the Directors in attendance.

3.8 BOARD RULES: Robert's Rules of Order shall govern conduct of meetings.

3.9 VOTING: Proxy voting is not permitted. Voting may occur during a formal meeting of the board when a quorum is present. Voting may also occur by postal or other delivery or by electronic means when all Directors unanimously consent in advance to vote in that manner on the matter.

3.10 REMOVAL: A Director may be removed with or without cause by a three-quarters vote of the Board for any of the reasons provided by law, with the Director proposed to be removed not voting, and if that Director is provided with advance written notice including the reason for the proposed removal, an opportunity to contest the proposed removal in writing or in person at a meeting of the Board, and final written notice of the Board's decision.

3.11 CONFLICT OF INTEREST: The Board of Directors shall establish a Conflict of Interest Policy that annually discloses any potential conflicts of interest, including financial interests or relationships with other organizations that may influence their decisions or actions to protect the integrity and credibility of the Association by ensuring its decisions and activities are conducted in a manner free from improper or personal gains.

3.12 COMPENSATION: Directors, other than the Secretary General, do not receive compensation for their services but may be reimbursed for expenses.

ARTICLE 4 – OFFICERS

4.1 PRESIDENT: The President is the Chief Elected Officer and chairs the Board of Directors and shall have general supervision of the activities of the Association. The President becomes the Immediate Past President at the conclusion of the President's term.

4.2 VICE PRESIDENT: The Vice President serves as Chair of the Board when the President is unable to serve. The Vice President becomes the President at the conclusion of the Vice President's term.

4.3 IMMEDIATE PAST PRESIDENT: The outgoing President serves one additional term on the board as Immediate Past President..

4.4 ELECTION OF THE OFFICERS: The officers are elected by the Board of Directors.

4.5 SECRETARY GENERAL: The Secretary General is an Ex-Officio Officer and is authorized, in conjunction with the with President to direct the day-to-day operations of the Association as the Chief Operating Officers and carry out policies established by the Board of Directors. The Secretary General also serves as the association's Secretary-Treasurer. The Secretary General is appointed by the Board of Directors. The dismissal of the Secretary General requires at least three (3) months' notice, except in cases of gross misconduct or fraudulent actions. During this notice period, the Board of Directors shall appoint an Acting Secretary General to ensure a smooth transition.

4.6 TERMS: Officers serve one three-year term. Terms end after the conclusion of the annual member meeting of the third year.

4.7 VACANCIES: The President, or the Vice President in the absence of the President shall fill any vacancy and receive confirmation of the appointment by majority vote of the Board. The person so appointed shall serve out the term of the vacancy.

4.8 COMPENSATION: Officers, other than the Secretary General, do not receive compensation for their services.

4.9 INDEMNIFICATION: Directors and Officers are indemnified by IAPRI to the full extent permitted by law.

ARTICLE 5 – MEMBERSHIP MEETINGS

5.1 ANNUAL MEETING: The meeting will be held in-person, in conjunction with the annual conference, except in the case of force majeure where the conference would take place online or be cancelled.

5.2 SPECIAL MEETINGS: Special meetings may be called by at least six (6) members of the Board of Directors or by a membership petition. A membership petition must be filed with the Secretary General and signed by a minimum of ten percent (10%) of the voting members of the Association, determined as of the date of filing the petition. Board members or petitioners shall indicate agenda items, which shall be listed on the meeting notice to members, and these shall be the only items considered at the special membership meeting. Such a meeting shall be held within 60 days after the board member request or after filing of the petition, at such time and place as may be designated by the Board of Directors, with appropriate notice to all members.

5.2.1 QUORUM: At any Annual or Special Meeting, those members in good standing who are present in person or by proxy shall constitute a quorum for the transaction of business.

5.2.2 ACTION WITHOUT MEETING: IAPRI members may act upon written proposals and motions by mail, or electronic mail after reasonable advance notice when requested by the board of directors. Such written proposals and motions shall, to the extent possible, provide full and complete reports of the issues and the arguments advanced both for and against each proposition. Those members in good standing who respond to the request of the board by voting by mail, or electronic mail shall be considered as having been present at a meeting of IAPRI and shall constitute a quorum.

ARTICLE 6 – COMMUNITIES OF PRACTICE, COMMITTEES, AND WORKING GROUPS

6.1 EXECUTIVE COMMITTEE: An Executive Committee consists of the Officers of IAPRI. It may act in the place of the Board of Directors when authority is designated by the Board or in emergency matters where Executive Committee action is temporary and subject to ratification by the Board.

6.2 COMMUNITIES OF PRACTICE: There may be various Communities of Practice (CoP) within the Association as deemed necessary by the Board of Directors. Composition, membership, operation, and management of these groups will be determined by the CoP with the approval of the Board of Directors.

6.3 OTHER WORKING GROUPS AND COMMITTEES: The Board of Directors may establish or eliminate Working Groups or other committees, as it deems necessary.

ARTICLE 7 – FINANCES

7.1 FISCAL YEAR: The fiscal year of IAPRI shall be from January 1 to December 31 of each year.

7.2 REVENUE SOURCES: IAPRI shall be funded through membership dues, grants, sponsorships, and other sources as deemed appropriate.

7.3 MEMBERSHIP DUES: IAPRI membership dues shall be determined by the Executive Committee and ratified by the Board of Directors.

7.4 ANNUAL FINANCIAL REPORT: The Secretary General serving in the capacity of treasurer shall oversee the financial management of IAPRI and present an annual report to the Board of Directors and the membership at the annual meeting of the membership. The annual financial report shall be made available to all members upon request within thirty (30) days of the annual meeting.

ARTICLE 8 – AMENDMENTS

8.1 Initiation: Proposed amendments to the bylaws may be made by a resolution of the board of directors at any duly called meeting of the board.

8.2 Reviewing: All Full Members and each director shall be given advanced electronic notice of the proposed changes at least thirty (30) days before the board vote. The notice must include the proposed amendment or a summary of the changes that will occur if the amendment is adopted.

8.3 Passage of amendments: Passage of Amendments requires a two-third (2/3) majority of the board at a duly called meeting of the board.

ARTICLE 9 – DISSOLUTION

9.1 DISSOLUTION: IAPRI may be dissolved by a resolution passed by a majority of at least three-quarters (75%) of the voting members of the Association.

9.1.1 Remaining Funds: Upon the dissolution of the Association, all remaining assets shall be distributed to scientific or educational nonprofit organizations chosen by the Board of Directors. No part of the said funds shall belong to or be distributed to any members of the Association.

ARTICLE 10 – MISCELLANEOUS PROVISION

10.1 OFFICIAL LANGUAGE: The official language shall be English.

10.2 OTHER MATTERS: Any matters not explicitly covered in these by-laws shall be resolved by the Board of Directors in accordance with the objectives of IAPRI.