



# BY-LAWS

Adopted: 11/06/2021

## ARTICLE I – GENERAL

1. **NAME:** The name is the International Association of Packaging Research Institutes (“IAPRI”), a nonprofit corporation incorporated in the State of Michigan.
2. **LOCATION:** The principal office shall be designated by the Board of Directors.
3. **PURPOSES:** 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.

The purposes are:

Vision: We provide IAPRI members organizations and their representatives with networking opportunities that establish and advance professional and personal relations in their efforts to improve packaging performance along the value chain while optimizing the economic, social and environmental impact of the packaging systems used in countries throughout the world.

Mission: IAPRI’s mandate is to enhance the effectiveness of packaging research, design and performance testing. We accomplish this by developing and delivering networking opportunities and educational programs.

4. **RESTRICTIONS:** All policies and activities of IAPRI are consistent with:
  - a. applicable federal, state and local antitrust, trade regulation or other requirements; and
  - b. 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 II – MEMBERSHIP

1. **MEMBERSHIP ELIGIBILITY:** Membership is composed of research and educational institutions, associations and commercial entities engaged, involved or interested in packaging research and testing standards who meet eligibility criteria established by the Board of Directors.
2. **MEMBERSHIP CATEGORIES AND TYPES:** Membership status shall be categorized either as a 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 described in the Operating Policies.
3. **DUES:** Members shall be required to pay such annual membership fee as proposed by the Board of Directors and approved by the General Members.
4. **REPRESENTATION OF MEMBERSHIP:** Members shall designate a Delegate to represent them and vote on general membership ballots.
5. **VOTING RIGHTS:** Only Full Members shall be entitled to vote, except in special ballots so deemed by a two-thirds (2/3) vote of the Board of Directors. Votes are cast by the Member’s Delegate.
6. **ELIGIBILITY TO HOLD OFFICE:** Any employee of a Full Member shall be eligible to hold elective and/or appointive positions in IAPRI.



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7. **TERMINATION:** A member is automatically terminated without action of 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 III –BOARD OF DIRECTORS**

- 1) **DIRECTORS:** The governing body is the Board of Directors, which has authority and is responsible for governance of IAPRI. The Board establishes operating policy and monitors implementation of policy by IAPRI's Secretary General under the direction of the President. Operating policies should cover the aims of the association, annual membership meetings, conferences, symposiums, and IAPRI awards.
- 2) **COMPOSITION OF THE BOARD:** The Board of Directors consists of a minimum of twelve (12) directors and a maximum of sixteen (16) who shall represent Full Members, but no more than four (4) of the directors maybe from corporate type members.

The Secretary General of IAPRI serves as an ex officio non-voting member of the Board of Directors.

- 3) **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 of the Board, in which case the director may continue service through the terms of the higher offices to which elected.
- 5) **ELECTION:** The Board of Directors shall be responsible for seeking and identifying qualified nominees. The board shall then nominate a member representative for each expiring term or vacancy on the Board of Directors for election by a vote of the membership.
- 6) **VACANCIES:** Vacancies among Directors are filled by the Board based on past nominations by the Leadership Committee.
- 7) **MEETINGS:** Meetings of the Board of Directors are called by the President. Meetings may be held electronically if each Director can hear the others.
- 8) **QUORUM:** A majority of Directors forms a quorum; a majority of votes is required to carry a matter where a quorum is present.
- 9) **BOARD RULES:** Robert's Rules of Order shall govern conduct of meetings.
- 10) **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 a matter.
- 11) **REMOVAL:** A member of the Board of Directors 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.



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

## **ARTICLE IV -- OFFICERS**

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 is elected by the Board of Directors.
2. **VICE PRESIDENT:** The Vice President serves as Chair of the Board when the President is unable to serve. The Vice President is elected by the Board of Directors.
3. **IMMEDIATE PAST PRESIDENT:** The outgoing President serves one additional term on the board
4. **SECRETARY GENERAL:** The Secretary General is authorized, in conjunction with the with President to direct the 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 and may be removed by the Board of Directors.

The core responsibilities are:

1. To coordinate and contribute to the functions of the IAPRI Office
  2. To maintain and develop effective working practices that support good internal administration of IAPRI
  3. To provide a central point of contact for all persons interested in IAPRI, that can convey meaningful responses in a timely fashion
  4. To support the development of opportunities for collaboration between members and with external groups
5. **QUALIFICATIONS:** The President and Vice President shall have served at least one (1) year as a member of the Board of Directors at any time prior to election as an Officer.
  6. **TERMS:** Officers serve one three-year term. The Secretary General may serve additional terms. Terms coincide with the fiscal year.
  7. **VACANCIES:** Vacancies among the Officers and the Secretary General are filled by the Board.
  8. **COMPENSATION:** Officers, other than the Secretary General, do not receive compensation for their services.

## **ARTICLE V – MEMBERSHIP MEETINGS**

1. **ANNUAL MEETING:** An annual meeting of the members shall be held each year between four (4) and six (6) months after the last day of the fiscal year. The Board of Directors shall determine the time and place and the Members shall be notified by mail or electronic communications or by publication in an official publication of the Association at least forty (40) days prior to the designated date.
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 meeting shall be held within 60 days after 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.



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3. **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.
4. **ACTION WITHOUT MEETING:** IAPRI members may act upon written proposals and motions by mail, FAX, 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 responds to the request of the board by voting by mail, FAX, or electronic mail shall be considered as having been present at a meeting of IAPRI and shall constitute a quorum.

## **ARTICLE VI – COMMITTEES, WORKING GROUPS, AND MISCELLANEOUS**

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.
2. **COMMUNITES 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.
3. **OTHER COMMITTEES:** The Board of Directors may establish or eliminate other committees, as it deems necessary.
4. **INDEMNIFICATION:** Directors and Officers are indemnified by IAPRI to the full extent permitted by law.

## **ARTICLE VII – AMENDMENTS**

1. **INITIATION.** The membership may by petition or any member of the Board may propose an amendment to the bylaws at any regular meeting of the Board. 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. All Full Members in good standing shall be given a vote and shall be notified in writing of the proposed changes. Ballots will be submitted within sixty (60) days of distribution. Passage of Amendments requires a two-thirds (2/3) majority of the responding voters.

## **ARTICLE VIII – DISSOLUTION**

1. The Association shall use its funds to accomplish the purpose and objectives of the Association and upon dissolution of the Association; no part of said funds shall belong to or be distributed to members of the Association.
2. The dissolution of the Association must be affected by a resolution passed by a majority of at least three-quarters (75%) of the Voting Members of the Association.
3. Notice of the ballot and full details of the proposal must be given to each Member not less than four weeks in advance of the declared closing date for the return of the voting papers. Members not returning their voting papers by the required date shall be deemed to have voted for dissolution of the Association.
4. Upon dissolution of the Association, all remaining assets shall be distributed to scientific or educational organizations chosen by the Board of Directors.