

CLEVELAND DIGITAL PUBLISHING USERS GROUP
A NOT-FOR-PROFIT OHIO CORPORATION

ARTICLE 1 – NAME

The name of this corporation shall be Cleveland Digital Publishing Users Group, abbreviated (or a.k.a.) CDPUG.

ARTICLE 2 – PURPOSE

The purpose of this corporation shall be to provide education and develop educational materials relating to the graphic arts industries, including training in technical knowledge as well as in business practices and development and encourage interest in such educational activities and materials as allowed under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE 3 – MEMBERSHIP

Section 1. Membership shall be open to all persons.

Section 2. Annual dues shall be set by the Board of Directors. There shall be four (4) classes of membership in this corporation: a.) individual membership b.) honorary membership c.) corporate membership d.) life membership

(a) Individual Membership. A person shall be eligible for individual membership upon completion of the application and payment of annual dues. Each paid individual membership shall constitute one member and shall have one vote.

(b) Honorary Membership. The Board of Directors may confer the special status of honorary member. The honorary member shall be entitled to all privileges normally granted a regular member except the right to cast a vote. The honorary member shall be exempt from all responsibilities normally required of a regular member, including the payment of any fees or annual dues.

(c) Corporate Membership. Any corporation shall be eligible for Corporate membership upon completion of the application and payment of annual dues. A Corporate membership shall consist of at least three people at said corporation. Each of these three persons at said corporation shall constitute one member and shall have one vote, thereby giving each Corporate membership three votes. Additional persons at said corporation may be added to this Corporate membership by paying the required annual dues at the discounted Corporate rate as determined by the Board; each additional person is entitled to one vote.

(d) Life Membership. The Board of Directors may confer the special status of life member to any member who has held a Board position for ten or more consecutive years or held the position of President. The life member shall be entitled to all privileges and responsibilities of a regular member (including the right to cast a vote). A life member shall be exempt from any future fees or annual dues required of a regular voting member.

This corporation shall not discriminate on the basis of race, color, creed, religion, national origin, gender, sexual identity or sex in the selection or admission of members.

ARTICLE 4 – MEETINGS

Section 1. Places and Procedures. The location and time of Periodic Member Meetings and Board meetings shall be designated by the Board of Directors. Robert's Rules of Order shall be followed for all formal meeting procedures (such as Board of Directors meetings, nomination meetings, and annual meetings).

A special meeting may be called by the Board of Directors with at least one-week notice by regular mail or by email.

Section 2. Meeting Categories

(a) **Annual Meeting.** An annual meeting of members shall be held in the month of December, unless the Board of Directors fixes another date and notifies the members. Officers and Directors of CDPUG shall be elected during this Annual meeting.

(b) **Periodic Member Meeting.** Periodic member meetings are informal meetings intended to afford the membership opportunities to pursue interests concerning the graphic arts industries. Membership in CDPUG is not a requisite of meeting attendance. Periodic Member Meetings shall be held on the last Thursday of the month, or on an alternate regular day as may be designated by the Board of Directors, excluding November and December. Periodic member meetings held during November and December shall be held on dates agreed upon by the Board of Directors, with appropriate notification provided to members.

(c) **Board Meetings.** Board meetings shall be held monthly as agreed upon by the Board of Directors. The President shall provide an agenda to the Board of Directors one week prior to the date of the meeting, by electronic mail.

Section 3. Notice to Members of Meetings. Primary method of giving notice of any meeting shall be by e-mail. Notice of any meeting may alternatively be given either personally or by traditional mail. Notice shall also be deemed to have been given when published on the CDPUG website (www.cdpug.org). Execution of notice of the meeting shall be filed by the secretary and maintained in the minutes book of the corporation.

ARTICLE 5 — NOMINATIONS & ELECTIONS

Section 1. Nominations. The President shall appoint a chairperson from the current Board of Directors to head the nominating committee. The chairperson will choose at least two additional members in good standing and they shall serve as the nominating committee for the election of the Board of Directors.

Nominations for election shall be made at the second to the last scheduled regular meeting of the year. Nominations may be received by mail before the meeting or from the floor at the meeting.

Any voting member in good standing may be nominated. The nominating committee shall present a list of qualified candidates to be announced on the CDPUG website (www.cdpug.org) ten (10) days prior to the annual meeting.

On the day of elections, nominations will be accepted from the floor prior to the voting. It is the responsibility of the officer presiding at the meeting to ensure that the individual making such floor nomination is a voting member in good standing and that the proposed nominee is a qualified candidate.

Section 2. Eligibility and Voting. Members eligible to vote on business issues at any regular meeting shall include all members based on the master list of paid members maintained by the Treasurer of CDPUG as of the date of any meeting requiring a vote of the regular membership.

Voting at meetings may be by voice or secret ballot, provided that any election of directors or officers must be by secret ballot.

The election of directors shall take place during the Annual Meeting in December. Candidates receiving the highest number of votes shall be elected.

It is intended that the election of directors serve as the election of the corporate officers: president, vice-president, treasurer, and secretary. Any director who does not serve as a corporate officer shall be deemed a director-at-large.

ARTICLE 6 — GENERAL PROVISIONS

Section 1. Dedication of Assets. The property and assets of this nonprofit corporation are irrevocably dedicated to education, religious or charitable purposes. No part of the net earnings, properties, or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to the exempt purposes specified in Internal Revenue Code 501(c)(3).

Section 2. Quorums

a) At both the Periodic Member Meetings and the Annual Member Meeting, a quorum shall be defined as 25% of the members in good standing as recorded by the Secretary.

b) Any meeting of the Board shall have a quorum if a majority of the duly elected members are present in person or by proxy. In no event shall fewer than three Directors in person constitute a quorum for the transaction of business.

Section 3. Trustees and Statutory Agent. The trustees named in the original Articles of Incorporation shall remain as trustees of the corporation, and shall be reconfirmed by motion at each annual meeting until such time as a trustee chooses to resign, or is replaced by a majority vote of the Board as a trustee of CDPUG. Upon resignation or replacement of a trustee at an annual meeting, a new trustee shall be named from among the officers of the corporation.

The corporation must appoint and maintain a Statutory Agent upon whom process may be served. Upon the death or resignation of the Statutory Agent, a subsequent appointment must be filed with the Secretary of State designating a new Statutory Agent for the corporation. The trustees of the CDPUG corporation may, at any time, change the appointment of the Statutory Agent.

Section 4. Nonpartisan Activities. This corporation has been formed under the laws of the State of Ohio as a nonprofit corporation for the educational purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any

political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted for public vote.

ARTICLE 7 – DIRECTORS

Section 1. Powers

(a) The business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the Board of Directors subject to the provisions established by the state of Ohio Law and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members.

(b) Specific Powers. The directors shall have the power to:

(i) Select and remove all appointed officers, agents, and employees of the corporation; prescribe any duties or powers for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation.

(ii) Change the principal executive office or principal business office in the State of Ohio from one location to another, or the holding of members' meeting or meetings, including annual meetings.

(c) The Board of Directors shall not have the power to borrow money and incur indebtedness on behalf of the corporation nor cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

(d) The Board of Directors must approve by a majority vote expenditures made by or on behalf of CDPUG. Expenditures shall not be reimbursed without proper-receipted documentation.

Section 2. Number and Qualifications of Directors. The authorized number of directors shall be no less than 5 and no more than 9.

Each director shall be elected to a specific position as a corporate officer or director. Each Officer or Director shall hold only one position during a given year. The President and Vice President shall each serve a term of one year. All other Officers or Directors may serve an unlimited number of terms as Officer or Director. Any Director not elected to an officer's position shall be considered a Director-at-Large. Officers and Directors must be members in good standing. Officer and Director positions are further described in Section 4 of Article 7.

Section 3. Election and Term of Office of Directors

The term of office of a director shall be one year from January 1st to December 31st.

Section 4. Corporate Officers and Board of Directors Positions

(a) Corporate Officers:

(i) **President.** The President shall be the CDPUG chief executive officer; shall preside at all CDPUG meetings; shall appoint the committee chairs of the corporation, and, acting in accordance with requirements of these Bylaws, shall exercise the other normal tasks of such office. The President shall be an ex officio member of all CDPUG

committees. The President shall make all necessary appointments and shall set the dates for all regular Board Committee meetings for each month, and shall promptly notify the Board Committee of such appointments and dates.

(ii) Vice President. The Vice-President shall perform the duties of the President in the event of his/her inability to serve of the President; shall preside at meetings in the President's absence; shall perform other duties at the request of the President or the Board; and shall become interim President until the next scheduled CDPUG election in the event the office of President becomes vacant for any reason.

(iii) Secretary. The Secretary shall record all votes, resolutions and other proceedings of each Board meeting; shall be responsible for maintaining and preserving all minutes and other records; and shall maintain general correspondence. The Secretary shall perform such other duties as either the President or Board may from time to time establish.

(iv) Treasurer. The Treasurer shall be the chief financial officer of CDPUG, and shall be responsible for receiving, holding, investing and disbursing CDPUG funds as directed or approved by the Board Committee. The Treasurer shall submit monthly and an annual report to the corporation.

(b) Directors-At-Large:

(i) Membership Director. The Membership Director, working with the Treasurer's membership information, shall coordinate membership correspondence and invoices; recruit members; encourage membership retention; provide to the Board of Directors a monthly membership report.

(ii) Programming Director. The Programming Director shall be responsible for Periodic Member Meetings and Programs with the approval of the Board of Directors; provide Meeting and Program information to the appropriate Board Directors and/or Chairs; work with appropriate Board and Chair people.

(iii) Webmaster Director. The Webmaster Director shall oversee the creation and maintenance of the CDPUG website; shall provide website statistics to the Board on a timely basis; shall perform such other duties as either the President or Board of Directors may from time to time establish.

ARTICLE 8 – AMENDMENTS

These bylaws may be amended at the annual meeting by a quorum of the members present.

The President, Vice President, Treasurer or a simple majority of the Board or 2/3 of the membership may call for such a meeting to amend the Bylaws.

Prior notification of any changes to these bylaws will be published at least 14 days before the annual meeting is to take place.

Amended 2010.