



WESTERN REPROGRAPHIC ASSOCIATION

INCORPORATED

P.O. Box 910936
Los Angeles, CA 90091-0936

BYLAWS

ARTICLE I

MEMBERSHIP

SECTION 1

Any commercial Reprographics firms engaged in the business of blueprinting, photocopying, xerography, duplicating, document or facsimile Photo Reproduction, or allied processes plus suppliers of materials for these operations may become a member of this Association upon application for membership being approved by a majority vote of members in a regularly called meeting at which a quorum is present, by subscribing to the Articles of Incorporation and Bylaws as adopted, and by paying into the treasury assessed dues. Active members of this Association shall pay monthly dues as prescribed by the Board of Directors and approved by the membership. Associate members shall pay dues prescribed by the Board of Directors.

Associate members shall pay dues prescribed by the Board of Directors.

SECTION 2

Any member so desiring may withdraw from this Association by presenting his resignation in writing to the President or the Secretary, provided he shall have discharged all financial obligations to the Association up to the date of such resignation. Members withdrawing, dropped, suspended, expelled or otherwise ceasing to be members, shall sever all connection with the Association and relinquish and forfeit all right, title and benefits of the Association, but are not thereby released from their pecuniary obligation to the Association. Suspension from membership shall be official after a hearing by the Board of Directors and a majority vote of four for suspension.

SECTION 3

Any member may be represented at meetings of the Association by any duly accredited officer or employee of said member, or by proxy, but no member shall be represented on the Board of Directors by any other than the individual elected or appointed to that office. Each voting member shall be entitled to one vote on every question.

ARTICLE II

COMMITTEES

SECTION 1

In order that this Association may render the fullest measure of service to its members, committees may be appointed to consider such general matters as standard cost accounting, credits, technical research, publicity, industrial and labor relations, etc.

SECTION 2

The standing committees shall be membership and programming. The membership and program committees shall each be composed of current members of the Board of Directors or individuals appointed by the President, to serve a term of one year or until their successors are appointed.

Special committees upon any other question of interest to the membership may be designated as occasion requires.

The President shall be a member ex-officio of all committees. The Executive Secretary or a designated assistant shall attend all committee meetings.

SECTION 3

Except as otherwise provided in the Bylaws, committees when appointed shall have such duties as may be assigned to them at the time of their appointment and from time to time thereafter.

ARTICLE III

SECTION 1

Not less than two months before the date of the annual meeting, the President shall oversee the nomination process during which the committee, members of the current Board of Directors, shall select as many candidates from the membership as there are elective vacancies to fill.

The slate of candidates (referred to as the ballot) shall be mailed to the membership not less than 30 days prior to the annual meeting for their approval or disapproval of the entire slate of officers or directors. Nominations may also be made on the ballot or for consideration at the annual meeting. Nominations may only be made from the floor by a voting member in good standing, present at the annual meeting at the time when the election of officers and members of the Board of Directors is in order.

SECTION 2

The election and installation of officers and directors shall take place at the annual meeting. It is one vote per company in good standing with the association. Ballots returned prior to the annual meeting shall constitute a vote. If necessary a voice vote shall be taken at the annual meeting to either approve or disapprove the nominations presented to ensure that a simple majority of the membership approves the nominations as presented. Based on the outcome of either the written ballot or voice vote, those candidates receiving a majority vote of the members in person or by proxy shall be declared elected and shall assume the duties of their respective offices immediately upon the conclusion of the annual meeting.

SECTION 3

Vacancies in office or in the Board of Directors occurring before the expiration of any term shall be filled by a vote of the membership present at the next regularly called meeting.

SECTION 4

The nominating committee be made up of the existing Board of Directors and that any nominations made must be approved by a simple majority of the Board.

SECTION 5

Any officer or member of the Board of Directors may be removed at any time by a two-thirds vote of all the members of either the current Board of Directors or by the membership of the Association. Issues which could cause removal from a position include less than 50 percent participation in all board and association activities, fiduciary irresponsibility, firms loss in good standing within the association, or any other situations deemed to adversely affect the association and its operation.

ARTICLE IV

OFFICERS AND MANAGEMENT

SECTION 1

The officers of this Association shall be a president, a vice president, and a treasurer. The president, vice president and treasurer shall be elected by and from the membership and shall serve without salary; they shall be elected at the annual meeting for a term of one year and shall continue to serve until their successors are elected and qualified. The Executive Secretary shall be regarded as an employee.

SECTION 2

The Board of Directors shall consist of 12 members including the president, vice president, treasurer, and immediate past president. The Board shall consist of individuals who represent the association's "field of membership" (states). The Board of Directors shall meet at least five times a year at a time and place determined by a majority of the directors. The president may call special meetings and must call a special meeting at the request of any seven members of the Association. A quorum of the Board of Directors shall consist of a simple majority of the whole Board of Directors. Term limits for all Board members will be a maximum of five years total unless both the member and a majority of the Board of Directors agree to extend the time limit.

SECTION 3

The president shall preside at all meetings of the Association and of the Board of Directors. He may call special meetings of the Association at his discretion and must do so at the request of seven members in good standing.

SECTION 4 The vice president shall, in the absence or disability of the president, discharge the duties of his office.

SECTION 5 In the absence from a meeting, or failure to act, of both president and vice president, a presiding officer shall be elected by the members present.

SECTION 6 The Executive Secretary or assistant secretary shall conduct the correspondence of the Association, keep correct minutes of all meetings, receive all applications for membership, and shall perform such other duties as may from time to time be assigned to him by the president or the Association, and shall be the custodian of the books, records, papers and other Articles of the Association unless their custody be otherwise assigned.

ARTICLE V

MEETINGS

SECTION 1 There shall be an annual meeting for the purpose of electing officers and directors and the transaction of any other appropriate business. There shall be an annual meeting, designated annual convention, in either September or October at the Board of Director's direction. At this meeting the election of the new Board of Directors will be discussed and held. The fiscal year for the association will be from July 1 through June 30.

SECTION 2 Regular meetings of the Association shall be held at least three times a year at the discretion and direction of the Board of Directors. At least one meeting per year will be held in the Pacific Northwest unless the Associations annual convention is being held in the same locale.

SECTION 3 Special meetings shall be called by the president at his own discretion or upon the request of five members in good standing. Members must receive at least one week's notice of any special meeting.

SECTION 4 A quorum of the Association for the transaction of business at a regular or special meeting shall consist of fifty percent plus 1 of the active membership in good standing.

ARTICLE VI

ORDER OF BUSINESS

SECTION 1 The order of business for all Board Meetings shall include:
Reading of minutes from previous Board meeting
Reading of Association's Financial Statements
Recap of any previous programming to include a financial report
Staff Reports
Unfinished Business
New Business

SECTION 2 The order of business for all Regular Meetings shall include:
Reading of Associations Financial Reports
Presentation of Staff Reports
New Business

ARTICLE VII

AFFILIATIONS

This Association may affiliate with any other association for such purpose as may be consistent with the objects of the Association.

ARTICLE VIII

AMENDMENTS

Amendments to the By-laws may be amended at any regular or special meeting or via a written ballot by a two-thirds vote of the membership provided the proposed text is sent to the membership in advance of the meeting where the amendment is to be voted upon.