



National Wooden Pallet and Container Association

**Revised Bylaws
June 1, 2007**

**Authorized by the NWPCA Board of Directors
for
Dissemination to NWPCA Membership**

**National Wooden Pallet and Container Association
1421 Prince Street, Suite 340
Alexandria, VA 22314-2805**

**NATIONAL WOODEN PALLET AND CONTAINER ASSOCIATION
BYLAWS**

ARTICLE I – NAME

The name of this corporation is the National Wooden Pallet and Container Association, Inc. It is hereinafter referred to in these Bylaws as the “Association” or “NWPCA.”

ARTICLE II – MEMBERS

Section 1. Classifications: The membership of the Association shall be composed solely of business entity membership. The Association shall have four (4) classifications of membership: Domestic Industry, International Industry, Associate and End-User.

Section 2. Domestic Industry Members:

- A. Domestic Industry membership shall be available to any company, corporation, partnership, proprietorship or entity doing business in the U.S. engaged in pallet, container or reel manufacturing, recycling, repair, distribution or wholesaling within the 48 contiguous states of the United States, Alaska and Hawaii.
- B. Each Domestic Industry Member shall have the right to attend meetings of the Members, vote on all issues coming before membership and to hold office in the Association. Each Domestic Industry Member will have one vote in all matters to be voted on by the members.

Section 3. International Industry Members:

- A. International Industry Membership shall be available to any foreign company, corporation, partnership, proprietorship or entity not doing business in the United States engaged in pallet, container or reel manufacturing, recycling, repair, distribution or wholesaling.
- B. Each International Industry Member shall have the right to attend meetings of the members, vote on all issues coming before membership and to hold office in the Association. Each International Member will have one vote in all matters to be voted on by the members.

Section 4. Associate Members:

- A.** Associate Membership is available to any company, corporation, partnership, proprietorship, or other entity that is regularly engaged in the business of providing goods or services to Industry Members, with the exception of industry associations, media organizations and government entities, and that is not eligible for Domestic or International Industry Membership.
- B.** Each Associate Member will be entitled to attend meetings of the Members and vote on all issues coming before membership. Associate members are not permitted to hold an elected officer position but may be elected to serve on the Association Board of Directors and/or committees of the Association. Each Associate Member shall have one vote to elect one Associate Member as a voting member of the Board of Directors.

Section 5. End-User Members:

- A.** End-User Membership is available to any company, corporation, partnership, proprietorship, or other entity that is regularly engaged in the design, handling, purchase, or use of those products manufactured by Domestic and International Industry Members as defined in Sections 2 and 3, above.
- B.** End-User Members may attend meetings of the Members, serve on the committees of the Association but may not serve on the Board of Directors nor vote on issues coming before the members.
- C.** End-User Members may not be involved in the sale, reuse, manufacture or repair of pallets as their primary business.

Section 6. Applications.

Any business entity eligible for membership, regardless of member classification, and who wishes to become a member of the Association shall complete the appropriate application.

Section 7. Dues.

The dues for Domestic Industry Members, International Industry Members, Associate Members and End-User Members shall be determined by the Board of Directors. The Board of Directors may change, from time to time, the amount of dues required to be paid by each classification of membership. No entity shall be permitted to become or remain a member of the Association without paying the required dues.

Section 8. Termination of membership.

A. General rule.

Membership in the Association shall terminate upon the resignation of a member, upon its failure to pay dues, or upon its expulsion from membership for violation of the Bylaws or

commission of any act injurious to the reputation and standing of the industry or the Association.

B. Expulsion.

No member shall be expelled except upon two-thirds affirmed vote of members of the Board of Directors. The member whose expulsion is being considered shall be given an opportunity to be heard in its own defense.

C. Forfeiture.

Upon resignation or expulsion from the Association, any and all rights and privileges of membership, and any interest in the property or other assets of the Association, shall be forfeited.

D. Liability for dues.

Resignation, suspension, or expulsion from membership shall not relieve the Member from liability for any unpaid dues or other duly assessed fees or charges.

ARTICLE III – MEETINGS

Section 1. Membership Meetings:

A. Annual Meeting.

There shall be an Annual Meeting of the membership of the Association, to be held at a time and place to be determined by the Board of Directors. At such Annual Meeting, the voting members shall transact such business as may properly be brought before the meeting and install Directors and elected officers of the Association.

B. Special meetings.

Special meetings of the Members for any purpose or purposes may be called by the Chairman of the Board, by the Board of Directors, or by a majority of the voting members. In the event that a special meeting is called, notice of such special meeting shall be sent to the voting Members by the Secretary, or in his absence the President, stating the time and place the meeting is called.

C. Notice.

The Secretary (or other person calling the meeting) of the Association shall notify all members of the Association of the Annual Meeting and any special meetings by mail or other mode of written electronic transmission, sent to each member at its address in the records of the Association not less than 15 days before the date of the meeting. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called.

D. Quorum.

At an Annual Meeting or special meeting of the membership, and unless otherwise specifically provided for in the Bylaws, a quorum shall consist of at least ten (10) percent of the members eligible to vote.

E. Voting.

At all meetings of the Association each eligible voting Member shall have one vote, and may take part and vote in person only. Unless otherwise specifically provided for in these Bylaws, a majority vote of those eligible voting Members present shall govern.

F. Mail Vote.

Whenever, in the judgment of the Board of Directors, any issue shall arise which it believes should be put to a vote of the membership, the Directors may submit such a matter to the membership in writing by mail or electronic transmission for vote and decision. The issue thus presented shall be determined according to a majority of the votes received within 30 days after such submission to the membership. Voting on any matter, including the election of Directors, may be conducted by mail or electronic transmission.

G. Proxy Votes.

Under District of Columbia laws, members can vote by proxy. D.C. laws do not permit proxy voting by the Board of Directors.

Section 2. Board of Directors' Meetings:

A. The Annual Meeting of the Board of Directors shall be held prior to the Annual Meeting of the Membership of the Association. At the Board meeting prior to the Annual Meeting, the Board shall elect officers for the next year. Said elections shall be conducted immediately following taking of the roll, action on minutes of the previous meeting, receipt of communications to the Board but before the consideration of any item involving old or new business or other agenda items.

B. The Board of Directors shall have a regular meeting at the time and place of the Annual Meeting, the Board of Directors shall meet upon call of the Chairman at such times and places as may be designated, and shall be called to meet upon demand of a majority of its voting Directors then in office.

C. Notice of all meetings of the Board of Directors shall be sent by mail or other mode of written or electronic transmission to each member of the Board of Directors at his or her last recorded address at least seven days in advance of the meeting. Any Director may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

- D. The presence of one half of the voting Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a quorum of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- E. If a Director misses more than two consecutive regular Board meetings his or her term in office as Director shall be automatically terminated unless the Chairman receives written notification in advance of the meeting and the member of the Board has been excused by the Chairman.

Section 3. Consent of Action. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee may be taken without a meeting if all of the members of the Board of Directors or the committee, as the case may be, consent thereto in writing. Such written consent shall be filed with the minutes of proceedings of the Board of Directors or the committee, as the case may be.

Section 4. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephonic or other electronic equipment by which they can participate.

Section 5. Rules. If and to the extent that procedures for the conduct of meetings of the Members and the Board of Directors are not determined by these Bylaws, or by the Board of Directors, the current edition of Robert's Rules of Order shall prevail.

ARTICLE IV – GOVERNMENT

Section 1. Governing Body:

The Board of Directors shall govern the property, affairs, and business of the Association either by direct vote or by ratification of past actions which affects the governance of the association. The Board of Directors may delegate to officers of the Association and to committees, task forces and councils such powers as provided for in these Bylaws.

Section 2. Board of Directors:

- A. The composition of the Board of Directors shall include no more than two International Industry Members and one Associate Member. The Board of Directors including officers, shall number not be less than eleven (11) or more than twenty-five (25). Unless otherwise authorized in these Bylaws, only one representative from each member entity may serve on the Board of Directors at any one time.
- B. The President shall serve as an ex-officio member without vote on the Board of Directors.

- C. The founder of the Association shall serve as an ex-officio member with voting privileges.
- D. Directors shall serve terms of three years or until successors have been duly elected and qualified or until any such Director's earlier resignation or removal. No member entity of the Board of Directors who has served a full three (3) year term shall be eligible for re-election until at least one (1) year has elapsed, with the exception of those Board members being elected to serve as Chair Elect in the third year of their term. The Board of Directors shall establish a procedure so that approximately one-third of the membership of the Board of Directors is elected each year.
- E. In addition, Immediate Past Chairman of the Board will serve one additional year on the Board if by the end of the term in office as Chair the three-year term on the Board has expired.
- F. Any Director may resign at any time by giving written notice to the Chairman of the Board. 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 Chairman of the Board of Directors.
- G. The Board of Directors may remove, upon two-thirds affirmed vote of all Directors, any Director or Officer whenever in its judgment the best interests of the Association would be served thereby.
- H. The Chairman of the Board may appoint a successor to fill the unexpired portion of the term for any vacancy among the Directors whether caused by death, resignation, removal, disqualification, or otherwise.
- I. Directors shall not receive any compensation for their services as such.
- J. **Election of Directors**
 - 1. Call for Nominations -- The Chairman will issue a call for nominations to all eligible voting members defined in Article II – Sections 2, 3 and 4. Two notices, the first in late August followed by the second in late September, will be mailed. In addition, the call will be posted on the association website and published in printed materials.
 - 2. Nomination Collection -- Candidate names will be assembled by the President and presented to the Chairman of the Nominating Committee.
 - 3. Validation – The Nominating Committee will meet annually in November to validate the qualifications of candidates, their good standing in the organization and willingness to serve; place all qualified candidates on the ballot; identify the number of Director positions to be filled; propose a slate of officers; and oversee the balloting and general election process.

4. Criteria for the Board of Directors – The Nominations Committee will assess candidates against the following set of criteria. Each criterion must be met before a candidates name will be entered on the ballot:
 - Member entity in good standing with no dues delinquencies.
 - Willingness to serve. The candidate must be asked prior to being placed on the ballot.
 - Member of the association for at least two years.
 - Must have served on a committee or council for at least one year.
 - Attended the Annual Leadership Conference within the last two years.
5. Balloting – Ballots will be mailed by the Chairman of the Nominating Committee to all eligible voting members in December of each year. The names of all qualified nominees will be placed on the ballot along with an indication of the number of Director positions to be filled. Write-in candidates are permissible.
6. Each eligible voting member will be allowed to vote for only that number of nominees for which Director positions are required that year. Any ballot improperly completed will not be counted. Ballots, which are to be returned by mailed or fax by a defined and published date, will be mailed, reviewed and tallied by a third party engaged by the Nominating Committee. Ballots are to remain on file in the association for a period of five years.
7. The Chairman of the Nominating Committee will announce the results of the election at the Annual Meeting of membership.

Section 3. Officers:

A. Elected Officers.

The elected officers of the Association shall be Chairman of the Board, Chairman-Elect, and Secretary-Treasurer. Officers shall be members of the Board of Directors.

1. Chairman of the Board.

The Chairman of the Board shall be the chief elected officer of the Association and serve as Chairman of both the Board of Directors and the Executive Committee. The Chairman shall also serve as an ex-officio member of all committees, task forces and councils without voting privileges and shall make all required appointments for chairmen of standing committees, other committees, task forces and councils.

2. Chairman-Elect.

The Chairman-Elect shall perform such duties as are delegated or assigned by the Chairman of the Board or the Board of Directors, and may perform the duties of the Chairman of the Board in the event that individual is unable to serve.

3. Secretary-Treasurer.

The Secretary-Treasurer shall oversee the Association's funds and records and such other duties as from time to time may be assigned by the Chairman of the Board of Directors.

B. Selection.

All officers are elected by the Board of Directors and serve until their successors have been duly elected.

C. Removal.

Any officer may be removed by a two-thirds affirmed vote of all the Directors of the Board whenever in its judgment the best interests of the Association would be served thereby.

ARTICLE V – COMMITTEES and TASK FORCES

Section 1. Standing Committees:

A. Executive Committee.

1. Authority and Responsibility.

The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board of Directors by these Bylaws. The Board of Directors will review, ratify and/or repair the actions of the Executive Committee.

2. Composition.

The Executive Committee shall have six (6) members. It shall be composed of the Chairman of the Board as Chairman; the Chairman-Elect; the Secretary-Treasurer; the Immediate-Past Chairman; a member-at-large appointed from the Board of Directors by the Board; and the President, who shall serve without vote.

3. Quorum.

A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The Chairman of the Board shall call such meetings of the Executive Committee as the business of the Association may require, or a meeting shall be called by the President on request of three (3) members of the Executive Committee.

B. Finance Committee.

The members of the Executive Committee shall serve as the Finance Committee, with the Secretary-Treasurer serving as Chair.

C. Nominating Committee.

The Nominating Committee shall consist of the current Chairman and two (2) most recent Past-Chairmen of the Board whose companies are members-in-good-standing of the Association. The most-immediate Past-Chairman shall serve as the Chairman of the committee. The Chairman-Elect and the President shall serve as ex-officio members without vote. The Nominating Committee shall meet annually to nominate officers and screen candidates for the Board of Directors as defined in Article IV, Section 2.J.

D. Communication Steering Committee.

The Communication Steering Committee shall be represented by one person from each of the existing committees. The Chair-Elect will serve as Chairman of the Committee. The responsibility of the committee is to coordinate the interdependent objectives and goals of the Association's committees to ensure efficient operations.

Section 2. Other Committees and Task Forces.

- A.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate other committees and task forces of its members who shall have and exercise the authority of the Board of Directors. The designation and appointment of any such committee, and the delegation thereto of authority, shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law.
- B.** Committees and task forces not having and exercising the authority of the Board of Directors may be designated and appointed either by resolution adopted by a majority of the eligible voting Directors or by the Chairman of the Board.
- C.** The Chairman of each committee will report to the Board their actions.

Section 3. Manner of Acting

No committee or task force may award a contract with the Association for goods or services to any current member of such committee or task force or to any organization that employs or is otherwise associated with the committee or task force member for a period of six (6) months following the organization's representative withdrawal from NWPCA governance activities.

ARTICLE VI – COUNCILS

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more councils consisting of Domestic and International Industry Members, Associate Members, or others. The councils will report to the Board their actions.

Section 1. Authority and Responsibility.

Councils shall have objectives, purposes and membership criteria approved by the Board of Directors that support and enhance those of the Association and shall serve as a source

of information in policy deliberation. Criteria for the establishment of Councils shall be established by the Board of Directors. The Board of Directors may, from time to time, amend said criteria.

Section 2. Manner of Acting.

Unless otherwise provided by resolution of the Board of Directors designating a Council, each Council may adopt rules for its own governance not inconsistent with these Bylaws or with the Association's Committee Guidelines as adopted by the Board of Directors.

ARTICLE VII – EXECUTIVE AND STAFF

Section 1. Appointment of President.

The Board of Directors may employ a salaried chief executive who shall have the title of President and whose term and conditions of employment shall be specified by the Board of Directors.

Section 2. Authority and Responsibility.

The President, as Chief Operating Officer, shall manage and direct all day-to-day activities of the Association in a manner consistent with the policies of the Board of Directors. The President shall employ and may terminate employment of staff members and shall maintain and manage a staff and budget as appropriate to carry on the business of the Association. The President shall serve as an ex-officio member without vote on the Board of Directors and the Executive Committee.

ARTICLE VIII – BOOKS AND RECORDS

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors. The accounts of the Association shall be audited not less than annually by a certified public accountant who shall provide a report to the Board of Directors.

ARTICLE IX – FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end the last day of December.

ARTICLE X – SEAL

The Association shall have a corporate seal of such design as the Board of Directors may adopt.

ARTICLE XI – INDEMNIFICATION

Any present or former director, officer or employee of the Association, and such other persons designated in the discretion of the Board of Directors, shall be indemnified and held harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, in the event they become a party or are threatened to be made a party to or are otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that they are or were a director, officer, employee or designee of the Association, against all liability, losses, expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

ARTICLE XII – AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by either:

- (a) an affirmative vote of two-thirds of all of the Directors, provided that at least thirty days written notice is given to the voting members of the Association of the Board's intention to alter, amend, or repeal, or to adopt new Bylaws;

or

- (b) by majority vote by mail of the voting members of the Association in accordance with Article III.1(f) of these Bylaws.

ARTICLE XIII – DISSOLUTION

On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified educational, scientific, charitable or philanthropic organizations to be selected by the Board of Directors. No funds shall inure, or be distributed to the members of the Association.