

**BYLAWS**  
**of**  
**NATIONAL PRINT and SIGN OWNERS' ASSOCIATION, INC.**

**ARTICLE I — NAME AND OFFICE**

- Section 1     *Name of Association.* The name of this Association shall be “National Print and Sign Owners’ Association of North America, Inc.” (NPSOA).
- Section 2     *Office.* The principal office of the association shall be 45969 Nokes Boulevard, Suite 120, Sterling VA 20166.

**ARTICLE II — MISSION**

- Section 1     *Mission.* The mission of NPSOA is to educate its members on developments in the printing and sign industries through programming, publications, research, and the dissemination of technical information and data.

**ARTICLE III — MEMBERSHIP**

- Section 1     NPSOA is a 501(c)(6) trade association with direct members in a number of categories.
- (A)            *Active Members.* Any company that offers a mix of graphic design, copying, digital and/or offset printing, mailing and fulfillment services, large-format production, sign making, or any other prepress or post press functions shall be eligible for an active membership in NPSOA.
- (B)            *Associate Members.* Industry suppliers, manufacturers, vendors, and consulting firms providing services and products to the copying, printing, mailing, large-format, and sign industries shall be eligible for associate membership in NPSOA.
- (C)            *International Members.* Companies described in Sections 3 and 4 but headquartered and/or operating outside North America shall be eligible for international membership in NPSOA.
- (D)            *Retired Print and Sign Owners.* Retired print and sign owners shall be eligible to join the association.
- Section 2     *Duration of Membership and Resignation.* Membership in this Association may terminate by voluntary withdrawal at any time as herein provided, or otherwise pursuant to these Bylaws. All rights and privileges of membership in the Association shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership.
- Section 3     *Suspension and Expulsion.* For good cause shown, any membership may be suspended or terminated. Sufficient cause for such suspension or termination shall be violation of Bylaws, nonpayment of dues, or conduct prejudicial to the interests of NPSOA. Such suspension or expulsion, except

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in the case of nonpayment of dues in accordance with Article IV, Section 2, shall be by action of the Board of Directors.

## ARTICLE IV — DUES

- Section 1 *Dues Schedules.* The Board of Directors shall determine the annual dues to be paid by all classifications of members.
- Section 2 *Failure to Pay Dues.* Association dues shall be paid to the NPSOA Office by the annual anniversary date. Membership dues will be delinquent if not paid by 30 days following this date, and membership will be dropped if not paid by 60 days following this date.

## ARTICLE V — BOARD OF DIRECTORS

- Section 1 *Membership.* The Board of Directors of NPSOA shall consist of a maximum of nine (9) representatives of active member companies and up to one (1) retired print owner.
- Section 2 The Nominating Committee will certify the following Board positions from the membership to the Board of Directors:
- Chairman of the Board
  - Vice Chairman of the Board
  - Secretary/Treasurer
  - Up to five (5) Directors at Large
  - Up to One (1) Retired Print Owner Director
  - Immediate Past Chairman of the Board
- Section 3 *Election.* All properly designated and certified Director nominees will be elected by a majority vote of the Board of Directors.
- Section 4 *Ex Officio Representation.* Staff members, as approved by the Board, may serve as ex officio and non-voting members of the NPSOA Board of Directors.
- Section 5 *Terms of Office.* All non-Officer Director nominees scheduled for election will be elected to full three (3) year terms of office. The Board may designate an initial term of less than three (3) years, if necessary, for purposes of continuity.
- Directors may serve a maximum of three (3) full consecutive terms of three (3) years each unless elected as an Officer of the Association, as defined in Article VI.
- Section 6 *Vacancies.* The position of an NPSOA Director shall be considered vacant if any of the following shall occur during the Director's term of office:
1. Death
  2. Resignation
  3. Unexcused Absence—Defined as missing two (2) or more consecutive meetings of the Board without being officially excused by the Board.

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4. Eligibility Loss—Defined as existing when and if:
  - a) A Director is no longer legally connected with an NPSOA company in good standing.
  - b) A Director’s company, for any reason, ceases to maintain its status as an NPSOA member in good standing.

The Chairman of the Board is authorized to fill a vacancy on the Board. The individual filling the vacancy shall serve the unexpired term of the member he/she replaces and shall be eligible for re-election.

Section 7 *Duties and Powers.* Except as otherwise required by law or specifically provided for in these Bylaws, the Board of Directors shall have the entire control and supervision of NPSOA, its affairs, policies, funds, and property, and shall have the specific responsibility to approve programs and budgets for the coming year. It shall be the final interpreter of the Bylaws and shall make such regulations as shall be necessary to carry out their provisions.

Section 8 *Delegation of Duties by Board of Directors.* The Board of Directors will establish the basic policies for the operation of the Association and will carry these out on behalf of the membership.

Section 9 *Meetings.* The Board of Directors shall meet monthly via Zoom conferencing and once physically each year at the annual conference. Additional meetings of the Board may be called at the request of twenty (20) percent or more of the Board members.

Section 10 *Quorum.* Thirty-three and a third (33 1/3) percent of the total number of Directors eligible to vote shall constitute a quorum and shall be empowered to transact the general business of NPOA.

Section 11 *Voting.* The affirmative votes of a majority of the Directors present in the room at the time of action and voting at a Board meeting at which a quorum is in attendance shall be required for the approval of all actions of the NPSOA Board of Directors unless otherwise specifically provided for in these Bylaws.

All Directors shall each be entitled to one (1) vote on each issue except for the Chairman of the Board who is entitled to one (1) vote only on issues where the votes of the other voting board members result in a tie.

Section 12 *Removal from Board.* Any Director may be removed from the Board due to unsatisfactory service or non-performance of duty by a two-thirds (2/3) vote of the remaining members of the Board.

### ARTICLE VI — OFFICERS

Section 1 *Elected Officers.* The elected officers of NPSOA shall include the:  
Chairman of the Board  
Vice Chairman of the Board  
Secretary/Treasurer  
Immediate Past Chairman of the Board

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Section 2      *Nominating Committee.* Each year, the Board of Directors shall accept the report of the Nominating Committee whose Chairman will present in nomination the officially designated nominees for election to specific terms of office as Officers and members of the NPSOA Board of Directors. The Nominating Committee shall be Chaired by the Immediate Past Chairman of the Board and include at least two additional association members.

Section 3      *Terms of Office.* The terms of office for the Board Chairman, Vice Chairman, and Secretary/Treasurer shall be two (2) years. These terms may be extended in the event a candidate for Chairman is not identified in a given year.

Section 4      *Vacancies.* Vacancies among Officer positions shall exist for the same reasons as specified for Directors in Article V, Section 6 of these Bylaws and shall be handled in the manner prescribed in that Section for vacancies.

If a vacancy occurs in any Officer position, it will be filled by the Board of Directors, which shall elect a successor based on the rotation listed above. The qualified Officer-Director candidate will be selected, certified, and nominated by the Nominating Committee at the first meeting of the Board subsequent to the occurrence of the vacancy.

Section 5      *Association Management Contract Services.* The Board is authorized to engage outside contractors to provide association management services including but not limited to accounting, marketing, governance support, website support, telephone and mail services, etc. These shall be outlined in written agreements.

Section 6      *Duties.*

- (a)      *Chairman of the Board.* It will be the duty of the Chairman of the Board to preside at all meetings of the Board of Directors. The Chairman shall be the point of contact between the Board of Directors and any outside contractors that provide association management services. He/she shall be an ex officio member of any committees established by NPSOA; he/she shall have the power to call special meetings and perform such other duties as may be specified by the Board of Directors. The Chairman of the Board has full signing authority for the association and is responsible to ensure all policies and actions of the Board are adhered to.
- (b)      *Vice Chairman of the Board.* In case of the absence or incapacity of the Chairman of the Board, the Vice Chairman of the Board shall perform the duties of the Chairman of the Board. The Vice Chairman shall also coordinate the reports and recommendations of any committees to which he/she has been assigned. He/she shall perform such other duties as may be assigned from time to time by the Board of Directors or the Chairman of the Board.
- (c)      *Secretary/Treasurer.* The Secretary/Treasurer, under the direction of the Board of Directors, shall see that the funds and assets of NPSOA are properly safeguarded. He/she will provide a financial update at each meeting of the Board of Directors and annually report on the association's financial health to the membership via the NPSOA Magazine following the conclusion of the association's fiscal year.

He/she shall also keep a complete record of all meetings of the Association. He/she shall perform such other duties and fulfill such other responsibilities as may be assigned from time to time by the Board of Directors or the Chairman of the Board.

Section 7 *Salaries of Officers.* No elected Officer shall receive any salary for his/her services to NPSOA.

## **ARTICLE VII — COMMITTEES**

Section 1 *Committees.* The Board of Directors is authorized to establish standing or ad hoc committees to serve the membership.

## **ARTICLE VIII — MEMBERSHIP MEETINGS**

Section 1 *Annual Conference.* NPSOA shall hold an Annual Conference for the membership providing a national networking opportunity and education for its members. Each conference will also feature a vendor showcase. A report on the activities of the Association, including its financial status shall be presented to the membership at the annual conference.

Section 2. *Special Meetings.* Special meetings of the membership may be called at any time by a two-thirds (2/3) vote of the Board at such time and place as the Board directs.

Section 3. *Meeting Notices.* Meeting notices will be sent to all members entitled to vote at least ten (10) days before any meeting. The meeting notice will state the location, date, time, and purpose of the meeting.

Section 4. *Voting.* All active members in good standing are entitled to vote at any special meeting. Active members may also vote via proxy or by email ballot sent to the Secretary.

Section 5. *Quorum.* A minimum of ten (10) percent of the members entitled to vote, present in person or by proxy, will constitute a quorum entitled to take action at a meeting of the members.

## **ARTICLE IX — ORDER OF BUSINESS**

Section 1 *Order of Business.* All business meetings shall be conducted under Robert's Rules of Order.

## **ARTICLE X — MAIL OR ELECTRONIC VOTE**

Section 1 *Mail or Electronic Vote.* Whenever, in the judgment of the Chairman of the Board or the Board of Directors, any question shall arise which requires expedient action, such matter may be submitted to the Board of Directors in writing by mail, email, facsimile, or other electronic mechanism for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail, email, facsimile, or other electronic mechanism within two (2) weeks after such submission to the Board of Directors, provided that in each case, votes of a majority of the Directors shall be received. Any and all actions taken in pursuance of a

majority mail, email, facsimile, or other electronic mechanism vote in each such case shall be binding upon the Association.

**ARTICLE XI — LIABILITY OF MEMBERS, OFFICERS, AND CONTRACT EMPLOYEES**

Section 1 *Limitation on Liabilities.* Nothing contained in these Bylaws shall constitute members of NPSOA (in any classification whatsoever) partners for any purpose. No member, officer, agent, or employee of this Association shall be liable for the acts or failure to act on the part of any other member, officer, agent, or employee of the Association. Nor shall any member, officer, agent, or employee be liable for his/her acts or failure to act under these Bylaws, excepting only acts or omissions to act arising out of his/her negligence or misconduct in the performance of a duty. The Association shall be authorized to obtain insurance to indemnify Officers and Directors from any and all liability arising from their service as Officers or Directors.

Directors and Officers of the Association or of a subsidiary of the Association shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened action, suit, or proceeding, civil, criminal, administrative, investigative, or other (whether brought by or in the right of the Association or a subsidiary or otherwise), arising out of their service to the corporation or a subsidiary or to another organization at the request of the corporation, or because of their positions with the corporation. Persons who are not Directors or Officers of the corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the Association. The Association may purchase and maintain insurance to protect itself and any such Director, Officer, or other person against any liability, cost, or expense incurred in respect of such service, whether or not the Association would have the power to indemnify him or her against such liability, cost, or expense by law or under the provisions of this Article. The provisions of this Article shall be applicable (i) to actions, suits, or proceedings commenced after the adoption hereof; (ii) to persons who have been Directors or Officers of a constituent corporation absorbed in a consolidation or merger; and (iii) to persons who have ceased to be Directors or Officers and shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnity hereunder.

**ARTICLE XII — FINANCING PROGRAMS AND ACTIVITIES**

Section 1 *Appropriation of Funds.* No appropriation of funds of this Association shall be made except by the Board of Directors, and it shall designate the procedure by which funds of the Association shall be disbursed.

Section 2 *NPOA Budget.* An annual budget shall be presented to the Board of Directors to conduct the business of the association. The Board shall adopt a budget to cover the operations of NPSOA for the succeeding fiscal year. The Board of Directors shall keep expenditures within the authorized budget or available income and shall have authority to adjust the budget(s) or operating components in order to meet annual budget objectives.

Section 3 *Financial Management.* All programs and activities of NPSOA must meet sound financial management criteria established and approved by the Board of Directors.

Section 4 *Financial Transparency.* The Board of Directors shall present a current state of the Association's finances at the end of each fiscal year via the NPSOA Magazine, which is mailed to all members.

**ARTICLE XIII — AMENDMENTS**

Section 1 *Procedure.* These Bylaws may be amended by vote of the Board of Directors. Two-thirds (2/3) of the total number of votes cast shall be necessary to pass a proposed amendment. Notice of any proposed amendment shall be submitted to the Board of Directors no less than fifteen (15) days prior to the day that the same is to be voted upon.

**ARTICLE XIV — PUBLICATION OF BYLAWS**

Section 1 *Official Copy of Bylaws.* The Secretary shall cause to be prepared, and thereafter accurately maintained, an official copy of these Bylaws, together with all amendments, interpretations, determinations, rulings, and opinions relating thereto, in such form as shall indicate the date these Bylaws were adopted, the date each subsequent amendment is adopted, and the date of each interpretation, determination, ruling, or opinion relating thereto. This official copy of the Bylaws shall be open to inspection and use at the NPSOA national office by any NPSOA member in good standing and by any responsible representative of any governmental agency.

**ARTICLE XV — FISCAL YEAR**

Section 1 *Fiscal Year.* The fiscal year shall commence on August 1 and shall end on July 31 of each year.

**ARTICLE XVI — USE OF FUNDS AND DISSOLUTION**

Section 1 *Use of Funds.* The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association.

Section 2 *Dissolution.* The Association may be dissolved upon recommendation of the Board of Directors by majority vote concurred in by two-thirds (2/3) vote of the active members voting. The vote of the active members may be by mail, email, facsimile, or other electronic mechanism ballot. Upon dissolution of the Association, any funds remaining shall be distributed to one or more organizations with similar purposes.

**ARTICLE XVII — MERGER/ACQUISITION**

Section 1 *Merger/Acquisition.* The Association shall not merge or be acquired by any organization without the written consent of a minimum of three-quarters (75 percent) of the full active membership. The vote of the full active membership may be by mail, email, facsimile, or other electronic mechanism ballot.

**Revised March 14, 2024**