

BYLAWS
OF THE
GREETING CARD ASSOCIATION, INC.

Approved by the Membership on June 30, 2017

Article I
Name and Offices

- Section 1. Name. The name of this organization is GREETING CARD ASSOCIATION, INC.
- Section 2. Offices. The principal office of the organization shall be in Washington, D.C. The organization may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the organization may require.

Article II
Mission and Purposes

- Section 1. The mission of the Association is the education, promotion, representation, and celebration of the greeting card industry.
- Section 2. The purposes for which this organization is formed are:
- a. to provide members and others with opportunities for dialogue, education, advancement and improvement of all aspects of the greeting card industry through meetings, seminars, communications, publications, and other programs and activities;
 - b. to articulate and advocate the needs and interests of the greeting card industry and the citizen mailer before legislative, administrative, and judicial branches of local, state, and national governments;
 - c. to cooperate on behalf of the greeting card industry with producers, suppliers, distributors, retailers, and consumers directly and through their associations in matters involving the business and governmental affairs of the industry;
 - d. to promote the tradition of greeting card sending;
 - e. to promulgate policies and conduct activities for the betterment of all those individuals or firms involved in some aspect of the greeting card industry; provided that all policies and activities of the organization be consistent with applicable federal, state and local antitrust, trade regulation, or other legal requirements and with the tax-exemption requirements that the corporation not be organized for profit and that no part of its net earnings inure to the benefit of any private individual;
 - f. to establish in the main office or elsewhere all departments and activities necessary to carry out the purposes of the corporation; and
 - g. to engage in any and all lawful activities and to receive, administer and expend funds in furtherance of or incidental to the foregoing purposes.

Article III **Membership**

Section 1. Classification; Qualification; Voting Rights.

- a. **REGULAR MEMBER.** Every company, partnership, or corporation engaged in (i) the creation or publication of greeting cards or (ii) the distribution of greeting cards in the United States of America or Canada is eligible to Regular Membership in this Association. Each Regular Member shall be entitled to one vote at any meeting of the Association, and the individual representing such member shall occupy an official or executive position in such member and shall be empowered to bind such member by his or her vote.

A division, subsidiary or associate of a Regular Member whose volume of net sales of greeting cards is included to determine the assessment of a Regular Member may attend the annual or special meetings of the Association and may participate in discussions, but shall not be entitled to vote. However, such division, subsidiary or associate may use the Association insignia and other materials.

- b. **REGULAR SUBSIDIARY MEMBER.** Any company, partnership or corporation engaged in the creation or publication of greeting cards which is a subsidiary of a parent entity that is a Regular Member of the Association is eligible to hold a separate Regular Subsidiary Membership. Regular Subsidiary Members may attend meetings of the Association and any special meetings of the Association called by the Board of Directors, participate in discussions and may vote. They may also be eligible to serve as Directors with voting rights.

- c. **ASSOCIATE MEMBER.** Every company, partnership or corporation engaged in a business which is kindred to or allied with the creation or publication of greeting cards in the United States of America or Canada is eligible to Associate Membership in this Association. Associate Members may attend annual or special meetings of the Association called by the Board of Directors and may participate in discussions. Associate members shall not be entitled to vote, with the exception of the Associates Chair.

A meeting of Associate Members shall be held annually during to the annual meeting of the Association. At such meeting of Associate Members, a Chair shall be elected to preside at all meetings of the Associate Members for a term of two years.

- d. **AFFILIATE MEMBER.** Every company, partnership or corporation engaged in the manufacturing or distribution of related paper products in the United States of America or Canada, but ineligible for Regular or Associate Membership in this Association as such memberships are defined, is eligible for Affiliate Membership in this Association. Affiliate Members may attend annual and special meetings of the Association and may participate in discussions. Affiliate Members shall not be entitled to vote.

- e. **INTERNATIONAL MEMBER.** Every company, partnership or corporation engaged in the creation or the publication of greeting cards or the distribution of greeting cards outside the United States of America and Canada is eligible for International Membership in this Association. International Members may attend annual meetings of the Association and any special meetings of the Association called by the Board of Directors and participate in discussions, but shall not be entitled to vote

Section 2. Election of Members. Every company, partnership or corporation eligible for membership under these Bylaws may be admitted following the filing of a written application and election by a majority of the Membership Approval Committee, and paying the membership fee and assessments hereinafter prescribed.

Section 3. Dues. Every company, partnership or corporation accepted into Regular, Associate, Affiliate or International membership in this Association shall pay annual dues (first year prorated to date of application) in such amount as may be fixed by the Board of Directors and shall include all of the domestic divisions, subsidiaries and associates which are owned or controlled by the Regular Member.

Subsidiaries of Regular Members electing to hold separate Regular Subsidiary Membership shall pay an additional dues amount to be fixed by the Board of Directors. The Board of Directors may from time to time allow smaller Regular Members to pay a predetermined dues amount that will cover membership for more than one year.

Section 4. Termination.

- a. Membership shall terminate by death or dissolution or upon voluntary written resignation, which is accepted by the Board of Directors of the Association.
- b. Membership may be terminated by vote of the Board of Directors for non-payment of dues, provided that 10 days' notice of delinquency shall be given to the member, or after a determination by the Board of Directors that the conduct of any member is prejudicial to the interests of this Association; provided, however, that such determination shall be made only after a full hearing is afforded to the member by the Board of Directors on at least 10 days' notice.

Article IV **Meetings**

Section 1. Regular Meeting. An annual meeting of this Association shall be held on one or more consecutive days each year at a time and place determined by the Board of Directors. At least 15 days written notice of all regular meetings shall be given by ordinary mail or e-mail to each member.

Section 2. Special Meetings. Special meetings of this Association may be called by a majority of the members of the Board of Directors upon at least two days' notice of each such special meeting given by ordinary mail, telephone, or facsimile or e-mail to each member.

Section 3. Majority Vote.

- a. At all meetings of the Association. the Association shall act upon a majority vote of those Regular Members present at the meeting.
- b. Whenever any question should arise which should be put to a vote of the Regular Members and when it is deemed inexpedient to call a special meeting of the members for such Purposes, the President may, or at the request of two members of the Board of Directors, the President shall submit such question to the Regular Members in writing, by mail, facsimile or email for vote and decision. The question thus presented shall be determined according to a majority of the votes received by mail, facsimile or e-mail within ten days after such submission. Any and all action taken in pursuance of such majority

vote shall be binding upon the Association in the same manner as would action taken at a duly called special meeting of the Regular Members.

Article V **Board of Directors**

- Section 1. Composition. The management of the affairs of the Association shall be lodged in the Board of Directors consisting of thirty (30) members, twenty-five (25) of whom shall be Regular Members and five (5) of whom shall be Associate Members, one of whom shall be the then duly elected Chair of the Associate Members. Additionally, the Board of Directors may, at its discretion, designate certain Board seats as ex-officio with no voting rights.
- Section 2. Election. The members of the Board of Directors shall be elected at each annual meeting of the Association, and shall hold office until their successors are elected and qualified. Vacancies occurring on the Board for any reason may be filled by a majority vote of the directors then in office. A director elected to fill a vacancy shall be elected to hold office for the unexpired term of its predecessor. A Board member is not eligible for re-election unless the member has attended at least two Board meetings during the year.
- Section 3. Authority. The Board of Directors shall have full control of the activities, affairs, property, and funds of the Association; shall authorize all disbursements, prescribe the duties and fix the salaries of all employees of the Association; provide for the business activities of the Association; and may admit and expel Regular, Associate, Affiliate, and International Members.
- Section 4. Executive Committee. The Board of Directors shall appoint an Executive Committee from among its members. The Executive Committee is empowered to act on behalf of the Board in all matters including making policy decisions and binding the credit of the Association.
- Not more than one representative from a parent company Regular Member and one from any of its subsidiaries shall be entitled to serve on the Executive Committee at any given time. However, if more than one such persons find themselves serving as a result of acquisition or merger, both may serve out the remainder of their terms, unless one or both are serving two year terms, in which case, only one may serve out the second year.
- Section 5. Meetings. The Board of Directors shall hold meetings at least three times each year at a time and place to be fixed by the President. Special meetings of the Board of Directors may be called at any time at the request of the President or of two members of the Board of Directors.
- Section 6. Notice. At least 10 days written notice of all regular meetings of the Board and at least two days written notice of all special meetings of the Board shall be given by telephone, facsimile or -mail to each member of the Board.
- Section 7. Voting.
- a. Ten members of the Board of Directors shall constitute a quorum at any meeting of the Board, and the Board shall act by majority vote of those present and voting.
 - b. Whenever any question should arise which should be put to a vote of the Board of Directors and it is deemed inexpedient to call a special meeting of the Board for such

purposes, the President may, or at the request of two members of the Board of Directors, the President shall submit such question to the Board of Directors in writing, by mail, facsimile or email, for vote and decision. The question thus presented shall be determined according to a majority of the votes received by mail, facsimile or e-mail within ten days after such submission, provided that votes of at least 10 members of the Board are received. Any and all action taken pursuant to such majority vote shall be binding upon the Association in the same manner as would action taken at a duly called special meeting of the Board of Directors.

Article VI **Officers & Executive Committee**

Section 1. Number. The elected Officers of the Association shall consist of a President, Vice President, Treasurer, Immediate Past President, and up to seven At-Large Directors, which will constitute the Executive Committee. The Board of Directors may by resolution create and fill other Offices deemed necessary to carry on the affairs of the Association. No person shall hold more than two offices, except for when one of the positions is as either Immediate Past President or President.

All Officers and agents of the Association as between themselves and the Association shall have such authority and perform such duties as may be provided for in the Bylaws or, in the absence of such provisions, as may be determined by the Board of Directors.

Section 2. Election. The President, Vice President, and Treasurer of the Association shall be elected by the Board of Directors from among the individual representatives of Regular Members at the board meeting held in conjunction with the regular annual meeting of the Association. Each officer shall be a person occupying an official or executive position in a firm or corporation, which is a Regular Member. Their terms of office will be determined by the Board of Directors.

Section 3. The term of office of all officers shall be two (2) years, or until their respective successors are duly elected, but any officer may be removed from office at any time by the affirmative vote of a majority of the directors then in office. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 4. President. The President shall preside at all meetings, may sign documents in the name of the Association, coordinate the activities of all committees, and perform such other functions as the Board shall direct. The President shall be an ex-officio member of all standing or special committees.

Section 5. Vice President. The Vice President shall act in the absence of the President and shall assist the President in coordinating the activities of committees and shall perform other functions as the Board shall direct. When so designated by the President, the Vice President may be an ex-officio member of any standing or special committee.

Section 6. Treasurer. The Treasurer shall keep an account of all monies received and expended for the use of the Association, and shall make disbursements subject to the direction of the Board of Directors. The Treasurer shall submit a detailed report of all financial transactions at each annual meeting.

Article VII
Executive and Staff

The Board of Directors shall provide for an Executive Director who shall be responsible for managing and directing the business operations and affairs of the Association as determined by the Board of Directors. The Executive Director shall maintain and manage a staff as appropriate to carry on the business of the Association. The Executive Director may serve as an ex-officio member of the Board of Directors and all committees without a vote.

Article VIII
Committees

- Section 1. Standing Committees. The President, with the approval and confirmation of the Board of Directors, shall appoint standing committees which shall consist of a Postal Affairs Committee, a Convention Committee, an Awards Committee, and a Nominations Committee. The President, with the approval and confirmation of the Board of Directors, shall also appoint a Membership Approval Committee, consisting of at least three but no more than five members of the Board of Directors.
- Section 2. Other Committees. The President may from time to time appoint such other committees as he or she may deem necessary without the approval or confirmation of the Board of Directors.
- Section 3. Expenditures. No committee is authorized to expend the funds of the Association or to bind its credit without the prior approval of the Board of Directors.
- Section 4. Ex-Officio. The President and such Vice Presidents as he or she may designate shall be ex-officio members of all committees.

Article IX
Funds of the Association

- Section 1. The budget of the Association and any changes thereto shall be approved by the Board of Directors. No expenditure which would exceed the total amount budgeted in the annual budget of the Association shall be made without the prior approval of the President.
- Section 2. All funds of the Association shall be deposited in a bank or trust company, which shall be approved by the Board of Directors; or may be invested in such bonds, notes or other obligations as the Board of Directors may from time to time direct. Such bonds, notes or other obligations may be sold or redeemed at the direction of any two of the individuals holding the following offices: President, Vice President, Treasurer, Executive Director. Any funds on deposit in a bank or trust company shall be subject to withdrawal upon checks or other orders for the payment of money, signed by any of the above-named officers provided, however, that with respect to the Secretary-Executive Vice President, checks may not exceed such amount as determined by the Executive Committee from time to time without the prior approval of the Treasurer.
- Section 3. The books of account of the Association shall at all times be made available for inspection by any member of the Board of Directors and should be audited annually by an independent accounting firm approved by the Board of Directors.

Section 4. Regular, Associate, Affiliate, or International Members shall pay such dues as may be fixed and apportioned among them by the Board of Directors.

Article X
Amendments

Upon proposal by the Board of Directors, these By-Laws at any time may be amended, repealed, or altered, in whole or in part, (a) by a majority vote at any meeting of the Association, provided that a copy of any amendment proposed for consideration shall be mailed or faxed to the last recorded address of each member at least thirty (30) days prior to the date of the meeting; or (b) by approval of the members through mail, facsimile or email vote in accordance with the provisions of Article IV.

Article XI
Confidentiality

No Member of the Board of Directors or other member of this Association shall be entitled to information respecting the business affairs of any other member.

Article XII
Fiscal Year

The fiscal year of this Association shall begin on the first day of January and end on the 31st day of December.

Article XIII
Indemnification

The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Association, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article XIV
Dissolution

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.