

**Bylaws  
of the  
NATIONAL ASSOCIATION OF PRESORT MAILERS**  
(Last Revised Sept. 2023)

**ARTICLE I**

**MEMBERSHIP**

Section 1 Eligibility:

Membership in the Association is open to all firms, corporations or individuals who meet the qualifications of one of the below Member Categories. Applications for membership shall be reviewed by the Membership Committee for determination of eligibility and membership category. If there is a question regarding the eligibility of the applicant for the membership sought or the appropriate category of membership, the application will be forwarded to the Board of Directors for review and disposition by majority vote of the Board. The decision of the Board of Directors as to acceptance, rejection and category of membership will be final. Membership applications must be approved and dues must be paid before membership benefits begin. Firms, corporations, or individuals qualifying for more than one category of membership may maintain membership in each membership category for which they qualify: Commingle/Comail MSP, or Vendor.

Section 2 Member Categories:

The Association shall have three (3) categories of members: Commingle/Comail Mail Service Provider (CMSP), Vendor, and Supporting.

Commingle/Comail MSP members shall be those firms, corporations or individuals that have presort equipment and regularly submit commingled mail for other entities to the USPS. The Designated Representative or, in his or her absence, a designated Alternate of a Commingle/Comail MSP member in good standing is entitled to a vote on each matter submitted to a vote of the voting members. A Commingle/Comail MSP member's Designated Representative may also serve as an officer of the Association.

Vendor Members shall be those firms, corporations or individuals who provide goods or services to the commingle/comail industry and support the commingle/comail industry and this Association. A vendor member's Designated Representative, or Alternate, has the same voting privileges as a Commingle/Comail Member's Designated Representative or Alternate. A Vendor Member's Designated Representative may also serve on the Board of Directors and as an Officer of the Association.

Supporting Members shall be those firms, corporations or individuals who 1) do not qualify for membership under the Commingle/Comail MSP or Vendor Member Categories, and 2) do not offer competitive services to the Association, and 3) are interested in the advancement of the commingle/comail industry and support the Association in meeting its core values. Supporting Members do not have voting privileges and are not eligible for election to the Board of Directors or as Officers of the Association. Supporting Members do not receive full NAPM membership benefits, as defined by the Board of Directors.

Section 3 Mail Voting:

Whenever, in the judgement of the Board of Directors, a matter arises between general membership meetings that requires a referendum of the voting members, such a vote shall be solicited by mail and/or email. A majority of the votes received within twenty-one (21) days after the date of mailing shall constitute a resolution of the matter provided that at least twenty-five percent (25%) of the members in good standing vote. At the Board's discretion, votes from the general membership may be received by email or U.S. mail.

Section 4 Applications:

Applications for membership shall be reviewed by the Membership Committee for determination of eligibility and membership category. If there is a question regarding the eligibility of the applicant for the membership sought or the appropriate category of membership, the application will be forwarded to the Board of Directors for review and disposition by majority vote of the Board. The decision of the Board of Directors as to acceptance, rejection and category of membership will be final.

Section 5 Designated Representatives and Alternates and Voting:

Each voting member shall designate an individual as its Designated Representative and may designate an Alternate to serve as the member's Designated Representative in the absence of the Designated Representative. A member may change its Designated Representative or Alternate at any time by notifying the Secretary of the appointment of a new Designated Representative or Alternate.

Any individual or firm providing commingle/comail services in more than one location may (1) combine the volume of mail presorted in all locations and pay dues based on the combined mail volume from all locations or (2) take out separate memberships for each location and pay dues for each location based upon the volume of each location separately. The Designated Representative of an individual or firm that elects the first option shall, if the member is in good standing, be entitled to one vote on each matter submitted to a vote of the members. The Designated Representative of an individual or firm that elects the second option shall be entitled to a separate vote for each member in good standing he or she represents.

Voting members in good standing may vote at member meetings by proxy.

Section 6 Resignation and Termination:

Members of the Association may resign at any time by submitting a resignation in writing to the Board of Directors via the Executive Director. In either a case of resignation or of termination, there shall be no rebate of the membership dues or assessments paid to date.

The membership of a member may be terminated by the Association for failure to adhere to the Association's Core Values. The termination of a membership by the Association requires the affirmative vote of two-thirds of the Board of Directors after the member has been notified of the reason(s) for the proposed termination and afforded a reasonable opportunity for a hearing before the Board.

## ARTICLE II

### MEETINGS OF THE GENERAL MEMBERSHIP

Section 1 Meetings:

At least one business meeting of the Association shall be held each year.

The election of the Board of Directors shall take place each year at the Annual Meeting.

Reports of the Treasurer and active committee chairs shall be presented at all general meetings of the members.

## Section 2 Notice of Membership Meetings and Attendance:

Notice of the date, time and place of all general membership meetings shall be sent to each member at least fourteen days in advance of the meeting date. While such announcements may be addressed to the entire membership, only the Designated Representative, Alternate and the officers, employees and agents of members in good standing who are registered as attendees at a meeting may attend a meeting.

## Section 3 Quorum:

Twenty-five (25) percent of the voting membership present in person or by proxy at a general membership meeting shall constitute a quorum. In the event that the general membership meeting can't be held in person (members physically present), a quorum shall be constituted when twenty-five (25) percent of the voting membership attends a virtual meeting of the general membership.

## **ARTICLE III**

### **BOARD DIRECTORS**

#### Section 1 Election of Directors:

Thirty days prior to the date of the Annual Meeting, the Secretary will send, or cause to be sent, to the Designated Representative of each voting member in good standing, a ballot listing the qualified individuals who have been nominated by the Nominating Committee or who have indicated to the Secretary their desire to stand for election to the Board of Directors at the next Annual Meeting. The Designated Representative of the member may sign and return this ballot as instructed on or before the date and time indicated in the ballot as the date and time by which he or she must return such mail ballots. The date and time for the return of mail ballots shall not be less than two weeks from the date the mail ballots are mailed. At the Annual Meeting, additional ballots shall be distributed to the Designated Representative or, in his or her absence, the designated Alternate of each member whose Designated Representative or Alternate is registered for and in attendance at the Annual Meeting when the election is held. If a Designated Representative or Alternate of a member is registered for and attends the Annual Meeting, he or she must request the return of the mail ballot, if any, submitted by that member's Designated Representative in order to be entitled to vote for directors at the Meeting. Thus, mail ballots must be returned in envelopes that identify the voting member.

The three individuals receiving the largest number of votes cast, both at the meeting and before it by mail ballot, shall be elected as directors for a term of three years or until a successor is elected, effective immediately.

In the event that the NAPM Annual Meeting can't be held in-person (members physically present), all voting for directors will be completed via mailed-in ballots received by a deadline established prior to any virtual Annual Meeting (if no such meeting is held, members will be advised of a deadline for receipt of mailed-in ballots that allows sufficient time for ballots to be received). The three individuals receiving the largest number of votes cast by mail ballot shall be elected as directors for a term of three years or until a successor is elected, effective immediately.

#### Section 2 Board Size and Term:

The Board of Directors shall consist of ten (10) members, nine (9) of whom (the "Elected Directors") shall be elected by the voting membership. At least 6 of the 9 Elected Director positions must be held by Commingle/Comail members. Elected Directors shall serve terms of three years or until a successor is elected. The terms of the Directors shall be staggered so that three (3) of the nine elected directors are elected each year.

The Executive Director of the Association shall be a non-voting, ex officio, member of the Board of Directors (except in cases of a tied vote of the Board of Directors).

Nominations to the Board of Directors shall be made by a Nominating Committee established by the Board of Directors for the purpose of presenting a list of candidates for consideration by the voting membership. Additional nominations shall be solicited from the floor at the scheduled annual meeting.

### Section 3 Fiscal Year:

The Association's fiscal year shall be from January 1 through the last day of December of each year. However, the fiscal year may be changed by action of the Board of Directors.

### Section 4 Vacancies on the Board of Directors:

Vacancies on the Board, whether by death, resignation or otherwise, shall be filled by majority vote of the Board of Directors. Any person elected to fill a vacancy shall complete the term of the Director replaced.

### Section 5 Qualifications:

Other than the Executive Director, only individuals from member companies with voting rights in good standing may serve as Directors.

### Section 6 Governing Body:

The affairs of this Association shall be managed by or under the direction of its Board of Directors.

### Section 7 Responsibilities:

The Board of Directors may enlarge or decrease the duties of any of the named officers and committee chairs and shall require such performance, reports, statements and audits as in its judgement may be in the best interests of the Association. The Board may by majority vote discharge or remove any officer other than the Executive Director, for any reason considered by the Board as adequate for such discharge but only after providing notice of the reasons and an opportunity for the officer to appear and present a response. In the event of a tied vote of the Board, the Executive Director shall cast the deciding vote.

### Section 8 Appointment of the Executive Director:

The Board of Directors shall have the authority to appoint an Executive Director and to authorize the Executive Director to employ others to conduct the business of the Association and to promote the purposes and objectives of the Association for the benefit of the entire membership. The Board may, by the affirmative vote of two-thirds of its authorized members, discharge or remove the Executive Director for any reason considered by the Board as adequate for such discharge but only after providing notice of the reasons and an opportunity for the Executive Director to appear at a meeting and present a response.

### Section 9 Compensation:

The Board of Directors shall determine compensation to be paid to the Executive Director.

The compensation, if any, to be paid to elected officers of the Association other than the Executive Director shall be determined by the members. However, the Board shall reimburse all reasonable expenses actually incurred by the Executive Director and may reimburse reasonable expenses actually incurred by other elected officers in the performance of the officer's duties, or by a member or a member's Designated Representative or Alternate performing services for the Association at the request of the Board.

The compensation of employees, agents and consultants other than the Executive Director, elected officers, or members or the Designated Representatives of members performing services for the Association at the request of the Board, shall be set by the Executive Director who shall keep the Board informed thereof.

Section 10 Committees:

The Board of Directors shall create such committees as it deems necessary, whether standing or otherwise, and delegate to such committees the authority to perform their assignments or request performance of such duties as are, in the best judgement of the Directors, necessary or convenient to the proper functioning of the Association.

Section 11 Meetings of the Directors:

All meetings of the Board, except the closed meeting during the Annual Meeting where the election of officers shall be the only item of business, shall adhere to the order of business set out in *Robert's Rules of Order Newly Revised* unless the order of business is suspended or altered by a majority of the Directors. Other meetings of the Board of Directors may be called as determined by the President or the Executive Director or any three Directors in order to conduct the affairs of the Association. The person or persons calling each meeting shall give the other Directors reasonable notice of the time, date and place of such meetings by mail, fax, e-mail or phone which shall reflect a serious effort to secure the maximum participation reasonably practical.

Section 12 Presiding Officers:

The President, or in the President's absence, the First Vice President or, in the absence of the President and the First Vice President, the Second Vice President shall preside at all meetings of members and the Board of Directors.

**ARTICLE IV**

**ELECTED OFFICERS**

Section 1 Terms:

The Elected Officers shall take office immediately following election and shall be eligible for reelection. Vacancies shall be filled by the Board of Directors. The person or persons elected shall serve the remainder of the term of the officer they replaced.

Section 2 Eligibility:

Only members of the Board of Directors may serve as Officers.

Section 3 President:

The President shall preside at all meetings of the members and of the Board of Directors and perform such other duties as are assigned by the Board of Directors.

Section 4 First and Second Vice Presidents:

The First and Second Vice Presidents shall be available to the Association in the event the President is unable to fulfill his or her responsibilities. The First Vice President shall, in the absence of the President, perform all duties of the President. The Second Vice President shall also provide assistance and support to the President and the First Vice President.

Section 5 Secretary:

The secretary take notes at all meetings of the Board of Directors. The Secretary shall communicate with the membership at the direction of the President and the Board of Directors. She or he will coordinate with the Executive Director as needed to oversee the conduct of all necessary correspondence of the Association.

Section 6 Treasurer:

The Treasurer shall oversee the receipt and disbursement of all funds of the Association and oversee an accounting of all funds of the Association. All of the Association's funds shall be deposited in one or more financial institutions approved by the Board of Directors. The Treasurer shall oversee the collection of membership dues and any special assessments, and the disbursement of the expenses of the Association. He or she shall prepare, or cause to be prepared, an annual financial report for presentation to the membership at an annual meeting.

Section 7 Executive Director:

The Executive Director shall be the Chief Executive Officer of the Association and shall represent the Association on a day-to-day basis in achieving the objectives of the Association. He or she shall: (a) coordinate and provide the membership with information on all matters pertaining to and affecting the welfare and conduct of commingle/comail mailers; (b) actively promote the aims and purposes of the Association for the benefit of the membership; (c) keep the Directors informed on all matters pertaining to the Association and (d) represent the Association at any and all functions, legal, or governmental or at any facility of the USPS.

The Executive Director serves at the pleasure of the Board of Directors and shall cause the Association through its Board of Directors to meet all requirements of both Federal and State governments with respect to ~~it~~ organization and operation.

## **ARTICLE V**

### **LIABILITY OF DIRECTORS, OFFICERS AND MEMBERS**

Section 1 Liability:

This Association is founded on the principle of mutual trust among its members who are actively engaged in like pursuits and interests. However, no member or officer shall be held liable for the acts of or failure to act on the part of any other member or officer of the Association.

## **ARTICLE VI**

### **FUNDS**

Section 1 Expending Funds:

All funds of the Association shall be expended only for the purpose for which the Association was founded and for the expenses incurred by the Executive Director, Association staff and authorized contractors in the administration and operation of the Association.

## **ARTICLE VII**

### **DUES and ASSESSMENTS**

#### Section 1 Dues and Special Assessments:

Annual dues for each category of members shall be determined from time to time by the Board of Directors. When the needs of the Association require additional funds such as during postal rate or classification cases the Board of Directors is empowered to levy an assessment to each voting member. Special Assessments are payable upon receipt of a statement prepared and forwarded by the Treasurer. The Board may also solicit additional contributions from Supporting members when special assessments are levied on voting members.

#### Section 2 Payment of Dues:

All dues shall be paid on a calendar year basis as follows:

Statement for the next year's dues will be mailed and emailed to members on or about November 1st. Failure to tender dues payment by the end of February (including both annual dues payments and first quarterly dues payment) will constitute suspension of membership in the Association and the suspension of the right of the Designated Representative of the delinquent member to remain on the Board of Directors. Failure to tender payment of dues by April 1st shall constitute termination of membership and result in a total loss of all privileges, benefits, rights and assets, unless the member informed the Executive Director that the member would pay dues in equal quarterly installments and pays each such quarterly installment on or before the beginning of each calendar quarter. A member that was terminated for non-payment of dues may be reinstated upon receipt of payment of appropriate dues as determined by the association.

## **ARTICLE VIII**

### **PUBLIC RELEASE OF INFORMATION**

#### Section 1 Release of Information:

Any public release of information regarding the Association, its membership, or its activities shall be coordinated with the Executive Director and shall only list the official address of the Association or any address that cannot be related to any specific member.

## **ARTICLE IX**

### **USE OF NAME, ACRONYM AND LOGO**

#### Section 1 Use of name, acronym and logo:

Members in good standing shall have the right to use the name and logo of the Association to the extent permitted by the Board of Directors under the terms and conditions promulgated from time to time by it.

**ARTICLE X**  
**AMENDMENTS**

Section 1 Amendments:

These Bylaws may be amended, repealed or revised, in whole or in part, by a majority vote of the voting members at any meeting or by mail vote by the voting membership upon at least twenty-one days notice.

**ARTICLE XI**  
**PARLIAMENTARY AUTHORITY**

Section 1 Parliamentary Authority:

All meetings of the Association, its members, its Board of Directors and its committees shall be conducted in accordance with the most current edition of *Robert's Rules of Order* published by Scott, Foresman and Company or its successor.

**ARTICLE XII**  
**NOTICE**

Section 1 Notice:

Any notice required to be sent to Directors or members by law, the Articles of Incorporation, this "Code of Regulations" (Bylaws), or a resolution adopted by the members or by the Board of Directors shall unless otherwise provided in the Articles of Incorporation or this Code of Regulations be sent at least fourteen days prior to the date of the meeting or event being noticed or to the Directors or to the Designated Representatives of the members as the case may be at the last address on file with the Association.

Notice shall be deemed sent when deposited in the United States mail with postage prepaid addressed to the person entitled to receive such notice at the address on file with the Association or when sent by any other means reasonably calculated and actually intended to give actual notice to the person entitled thereto including, without limitation by virtue of enumeration, telegraph, facsimile transmission, or private express delivery service with all charges prepaid to the address on file with the Secretary.