

BYLAWS OF THE INDEPENDENT PUBLISHERS OF NEW ENGLAND

SECTION 1: ORGANIZATION

1.1: Name

The name of this organization is Independent Publishers of New England (hereinafter called IPNE). IPNE will be incorporated, at an appropriate future time, as tax exempt consistent with Section 501(c)(6) of the Internal Revenue Code. All other provisions of this document shall become effective upon adoption, and shall remain in effect upon incorporation.

1.2: Mission

IPNE is a nonprofit trade association committed to the art and business of book publishing. We advocate for our industry and assist our members in publishing, promoting, and marketing books in the ever-changing digital world.

We provide educational programs, networking, outreach, marketing opportunities and information about industry best practices, vendors, and resources.

1.3: Operations

No part of IPNE's net earnings will inure to the benefit of any individual, other than reimbursement for goods and services if approved by the Board of Directors (BOD). IPNE is not organized for profit or to engage in an activity ordinarily carried on for profit.

1.4: Offices and Resident Agent

The principal office of IPNE shall be at the home or place of business of the President of the BOD or other designated officer. The Resident Agent will be in the state where IPNE is incorporated.

SECTION 11: MEMBERSHIP

2.1: Qualifications and Applications

Membership is open to all of those involved in, associated with, or interested in book publishing. While the focus is on the New England region, residence in New England is not a precondition of membership. There is no limit to the number of members.

Applications for membership are to be submitted to IPNE accompanied by payment of annual dues. Membership term will be one year from acknowledgement of membership by IPNE. No member may transfer a membership.

2.2: Categories of Membership

Publisher Membership:

Publishers and those who are preparing to become publishers. These individuals may vote, hold office and be listed in the Member Directory. Each publisher member, whether an individual or an organization, will have one vote. Publisher members must, at all times, constitute a majority of the organization's BOD.

Associate/Vendor Membership:

Businesses or persons primarily involved with supplying services or products to the field of publishing. Examples may include: agents, artists, consultants, editors, illustrators, indexers, printers, proofreaders, publicists, retailers, wholesalers and other vendors to the publishing

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industry. These members may vote, hold office and shall be listed in the Associate/Vendor Directory. Publishers with ancillary businesses as service providers to the publishing industry shall also be listed in the Associate/Vendor Directory

2.3 Dues

Each member in good standing must pay the annual dues within the renewal time and with the conditions set by the BOD. The amount charged for dues may vary according to category of membership.

SECTION III: BOARD OF DIRECTORS

3.1: Number and Qualifications

The business of IPNE shall be conducted by a Board of Directors (BOD) composed of an odd number of members, no fewer than five and no more than eleven. The default number, if no decision is made to change it, is seven members. Only IPNE members in good standing may serve as directors. The majority of the BOD will be Publisher members.

3.2: Terms and Tenure

The term of office shall be two (2) years commencing at the beginning of the fiscal (calendar) year after the election. (The BOD elected in 2009 will choose 3 members for 1-year terms so terms will be staggered thereafter.) Board members may serve three consecutive terms. After one year off the BOD, the member is eligible to return to the BOD.

3.3: Resignation and Termination

Vacancies on the BOD shall exist 1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized Directors is increased. A director may resign effective upon giving written resignation to the President or other officer. Such resignation shall be effective upon receipt, unless otherwise specified. Any director may be voted off the BOD by a majority of the total BOD. Such removal shall take place at a meeting with written notice of such meeting and its purpose sent to each director at least seven (7) days in advance. No Director may resign if IPNE would then be left without a duly elected Director or Directors in charge of its affairs.

3.4: Vacancies

The BOD shall fill any vacancy with recommendations by the Board's officers. Each successor shall hold office for the unexpired term.

3.5: General Powers

The BOD shall have and may exercise all the powers of the organization, except those powers reserved to the members by law or these Bylaws. The general powers include:

3.5.1 Establish IPNE policy.

3.5.2 Establish annual membership dues.

3.5.3 Convene annual meetings.

3.5.4 Prepare an annual budget, plan, and calendar.

3.5.5 Organize publishing seminars, networking opportunities trade show displays and other member events as deemed appropriate.

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3.5: General Powers, contd.

3.5.6 Propose Bylaw amendments.

3.5.7 Contract for services and set job descriptions and compensation.

3.5.8 Do other things necessary and proper to further the purposes of IPNE as stated herein.

3.6: Officers of the Board of Directors

The BOD shall select its officers: President, Vice-President, Secretary and Treasurer. The term of office will be one year and an officer may be re-elected. Each office must be held by a separate Board member except that the positions of Secretary and Treasurer may be combined if the BOD deems it appropriate. Duties are as follows:

3.6.1. President:

Shall serve as chief officer of IPNE, set the agenda and preside at all Board and member meetings, appoint committee chairs, and perform other duties as associated with the office:

- a. Serve as spokesperson for IPNE regarding policy.
- b. Serve as ex-officio member of all committees.
- c. Execute or coordinate IPNE activities and business.
- d. Supervise service providers under contract with IPNE.

3.6.2. Vice-President:

Shall assume the President's duties if the President is absent or incapacitated, and shall fulfill other obligations as specified by the President or BOD.

3.6.3. Secretary:

Shall be responsible for keeping IPNE official records, including membership forms, correspondence, reports, and minutes of the BOD and member meetings.

3.6.4. Treasurer:

- a. Shall keep the record of the IPNE budget and prepare financial reports as needed.
- b. Prepare and file all required federal and state tax forms.
- c. Receive, deposit, and disburse IPNE funds under the direction of the BOD.
- d. Fulfill other obligations as specified by the President or BOD.

SECTION IV: COMMITTEES

4.1 Appointment

The BOD may appoint standing and ad hoc committees as needed. Such committees may include persons who are not also members of the BOD. These committees shall act in an advisory capacity only to the BOD and shall be clearly titled as "advisory" committees, unless additional authority is explicitly delegated by the BOD.

4.2 Committee Chairs

Committee chairs shall be responsible for recruiting committee members, developing goals, budget, publicity, and evaluation for specific events/workshops (with BOD approval). Each committee shall submit to the BOD a final report for each event and recommendations for the annual plan.

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SECTION V: MEETINGS

5.1: Member Meetings

Meetings of the membership shall be held at any place in New England designated by the BOD and may also be conducted by teleconference.

5.1.1 Annual Meeting

The BOD shall convene an Annual members' meeting at which time elections to the Board will be held. An announcement and agenda for the Annual Meeting shall be given to all members in writing or by email at least 14 days in advance.

5.1.2 Special Meetings

Special meetings may be held at any time with approval by majority vote of the BOD.

A Special Meeting may be called if 25 percent of members petition the BOD. This meeting must be held within 30 days from a BOD officer's receipt of the petition.

5.1.3 Quorum

For the purpose of electing officers and other official business, a quorum consists of a majority of members who have either traveled to attend the meeting or who have authorized a proxy vote.

5.1.4 Voting

Each eligible voting member shall have one vote. A majority of the votes properly cast by members present or duly represented shall decide any question, including election to any office, unless otherwise provided by law or these Bylaws. Members may vote in person, by proxy, or via written or electronic ballot. The ballots cast in advance will not be publicly announced until all votes are in and counted. Votes in person may be by voice, but any member in attendance may demand a standing vote or written (Australian) ballot.

5.2 Board Meetings

Board meetings will be held regularly once a month unless the BOD determines that fewer meetings are needed. Board meetings will be held no fewer than 4 times a year. These may be held by conference telephone, electronic mail, web conferencing, or similar communication method, so long as all directors participating in the meeting can communicate clearly, and all such directors shall be deemed to be present at such meeting. Special or emergency board meetings may be scheduled with 24-hour notice by phone or email.

5.2.1 Attendance

Directors are expected to attend all meetings to the extent possible. Absence from at least two consecutive meetings without notice may be grounds for dismissal from the BOD. An announcement for regular board meetings shall be given to all members by email or other commonly agreed-upon method at least three (3) days in advance.

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5.2.2 Conflict of Interest

Any member of the BOD who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) regarding any matter pending before the BOD, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will recuse himself or herself and will vacate his or her seat and shall refrain from discussion and voting on said item.

5.2.3 Voting

a. Quorum

Any meeting of the BOD where a majority of the directors is present shall constitute a quorum unless stated otherwise in the Bylaws.

b. Action

No action can take place without a quorum. Passage of a motion requires a simple majority (one more than half). Any action of the BOD may also be taken without a meeting, if voted upon in writing (post or electronically) by all members entitled to vote on the matter. Such votes shall have the same force and effect as a vote at a meeting and shall be filed with the minutes.

SECTION VI: ELECTIONS

Elections to the BOD of Directors shall be held at the Annual Meeting of the membership, or, if that is impractical for any reason, at a Special Meeting, but no later than December 31.

6.1 Nominating Committee

6.1.1 Selection

A Nominating Committee (NC) shall be selected by the BOD at least four weeks before the Annual Meeting. The committee should consist of a minimum of three persons, at least one of whom is a Board member, and all must be IPNE members in good standing. The committee may not include any person who is seeking election (or re-election).

6.1.2 Candidates

The NC shall solicit nominations, including self-nominations, from the general membership, and shall create a slate of candidates at least 2 weeks prior to the elections. The NC shall consider only IPNE members in good standing. In addition, any member may place other names in nomination up to the time of the election. The NC may convene a teleconference "Meet the Candidates" event prior to voting.

6.2 Voting

All members in good standing are eligible to vote. Voting shall proceed as per 5.1.4. Elected board members shall take office on the next January 1, and shall vote for officers at their first meeting.

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SECTION VII: FISCAL POLICIES

7.1 Fiscal Year

The fiscal year for IPNE shall begin January 1 and end December 31 of each year.

7.2 Fee/Compensation Structure

7.2.1 Members of the BOD shall serve without compensation. However, the BOD may vote for a Board Member to be paid on a contractual basis for technical services to IPNE. Out-of-pocket expenses may be reimbursed if approved in advance by vote of the BOD.

7.2.2 The BOD shall review and set staff compensation and fees for services of staff and representation at trade shows, fairs, and other events, as well as speaking fees and other ordinary costs. No compensation may be promised by any individual Board member without a vote of the BOD.

SECTION VIII: AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the eligible members provided that written notice of the proposed action has been sent to the membership at least ten (10) days in advance of the Annual meeting. Voting shall proceed as per 5.1.4.

SECTION IX: PERSONAL LIABILITY

The members, directors and officers of IPNE shall not be personally liable for any debt, liability or obligation of IPNE. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, IPNE, may look only to the funds and property of IPNE for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree or of any money that may otherwise become due or payable to them from IPNE.

SECTION X: DISSOLUTION

10.1 IPNE may be dissolved by a majority plus one of the votes of the BOD. The membership will be informed of such a vote, and if petitioned by at least 25 percent of members, a membership meeting will be held within two weeks, at which members will vote to uphold or reverse the decision of the BOD.

10.2 In the event of dissolution, after all liabilities and obligations of IPNE have been satisfied and assets held for return have been returned, any residue shall be distributed among such not-for-profit organizations as may be designated by the BOD, provided such organizations have a current Internal Revenue Service Code 501(c)3 or 501(c)6 designation for non-profit, tax-exempt status.

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Original Bylaws adopted by the Acting Board of Directors of IPNE January 17, 2009.

Steve Carlson

Jack Crawl

Pamela Fenner

Tordis Ilg Isselhardt

Mary Ellen Lepionka

Clint Richmond

Revised and Updated by the IPNE Board of Directors March 24, 2010

Steve Carlson, President

Laura Fillmore, Vice President

Charlotte Pierce, Secretary

Tordis Ilg Isselhardt, Treasurer

Kathy Brodsky

Jack Crawl

Pamela J. Fenner

Approved by IPNE membership (DATE)_____