

PRINT SERVICES & DISTRIBUTION ASSOCIATION

ASSOCIATION BY-LAWS

ARTICLE I — DEFINITIONS

SECTION 1. Business Printing and Related Products and Services Industry.

The Print Services & Distribution Association (“PSDA”) represents the business printing and related products and services industry (“Industry”), which includes distributors, manufacturers, and suppliers of business printing and/or related products and service that encompass all marketing channels, including “Independent Concept” marketing.

SECTION 2. Independent Concept.

“Independent Concept” is defined as the supplying for resale and the purchase for retail distribution of business printing and/or related products and services.

SECTION 3. Members and Applicants.

The terms “Member” and “Applicant” in these Bylaws refer to companies, not individuals.

ARTICLE II — PHILOSOPHY, OBJECTIVES, AND AUTHORITY

SECTION 1. Philosophy.

PSDA is a non-profit trade association organized expressly for promoting and encouraging the marketing of business printing and/or related products and services. PSDA’s first responsibility is to strive on behalf of the membership to represent their interests in the marketplace, before government, and before the public, guided by the tenets of free enterprise. To meet this responsibility, PSDA serves as a vehicle for information exchange, as a forum for Industry ideas, and as a liaison between all Members that seek its cooperation to achieve common objectives. These and other essential activities are made possible by the collective strength and voluntary interaction of the Association Members, which could not otherwise obtain such Industry services, working individually.

SECTION 2. Objectives.

The objectives of the Association are as follows:

- i. to promote and encourage business printing and related products and services marketing;

- ii. to consider and act upon those common intra-Industry problems of management, such as those involved in the production, distribution, employment and financial functions of the business printing industry; to promote and advance proper Industry standards through cooperative action of the membership; and to promote activities to aid the Industry to conduct itself with the greatest economy and efficiency;
- iii. to consider, and to express opinion on, questions affecting the Industry and its financial, commercial, and industrial interests;
- iv. to promote cooperation with other industries and organizations;
- v. to hold or participate in conventions and trade shows to promote interest in, and stimulate demand for, the products and services of the Industry;
- vi. to develop and maintain excellent relations and good will between buyers of Industry products/services and the Industry; and
- vii. to do anything else that is necessary and proper to accomplish any objectives set forth or any other objectives that are in the interest of the Industry and trade or that are recognized as proper and lawful objectives of a trade association.

SECTION 3. Authority.

The Association is authorized to conduct the following activities, without limitation to other or additional activities, in support of its objectives:

- i. to collect, classify, and disseminate statistics and other Industry information;
- ii. to promote the standardization and simplification of Industry practice and procedures;
- iii. to promote activities relating to purchasing practices and selling techniques;
- iv. to conduct trade promotion activities, including advertising and public relations;
- v. to analyze shipping methods and practices;
- vi. to project sales by product for future planning and equipment research;
- vii. to advance lawful and fair trade practices, customs, and usage;

- viii. to encourage training and education of those desirous of embracing and furthering business printing and/or related products and services;
- ix. to promote sound accounting and business practices;
- x. to study financial aid-related policies with respect to sales, credits, insurance, pension programs, depreciation, and taxes;
- xi. to disseminate information relating to economic, social, legal and/or regulatory issues, to analyze subjects relating thereto, and to secure and present the views of the Members to other organizations, the government, and the public;
- xii. to engage in any lawful activities which will enhance the efficiency and economic progress of the Industry and apprise the public of its scope and character.

SECTION 4. Affiliations.

The Association shall have the right to enter into formal affiliations with other organizations that advance the common goals and concerns of the Industry. Organizational structure and fiduciary responsibility shall be within the purview of the Association's governing body.

ARTICLE III — MEMBERSHIP

SECTION 1. Eligibility.

Membership may be granted to a qualifying proprietor, firm, partnership, franchise, corporation, or division who shows evidence of financial stability and pays annual membership dues as required.

SECTION 2. Application Procedure.

- A. Applicants shall apply directly to the Association Offices for membership.
- B. Applicants must furnish a completed application and a Company Profile detailing any parent company and/or subsidiary affiliation.
- C. Membership shall be granted upon a determination by Association staff that the Applicant qualifies for membership under Article III. . The Executive Vice President/Secretary shall periodically report on the status of membership to the Board of Directors, which has ultimate authority to approve or disapprove membership in accordance with these Bylaws.

SECTION 3. Membership.

- A. "Voting Member" shall be defined as follows: A proprietor, partnership, firm, franchise, corporation, or division engaged in whole or in part in the supply, manufacture, or distribution of business printing and/or related products and services through all marketing channels to eventually serve the ultimate consumer.
- B. "Non-Voting Educational" Member" shall be defined as an institution of higher learning, vocational education facility, research or consulting organization engaged in education, training, or research associated with the Industry. Research divisions of organizations that do not qualify for membership under other subsections of Article III are not eligible for educational membership.
- C. All Voting Members may participate in Special Interest Groups (SIG) that the Board of Directors may form from time to time. SIG's shall be based on the SIG Members' primary functions or interests within the Industry.
- D. The Board of Directors may, at any time and from time to time, in its sole discretion, establish other categories, rights, and privileges of Voting and Non-Voting membership.

SECTION 4. Membership Voting Rights and Privileges.

- A. All Voting Members shall be entitled to all rights and privileges of membership, including full voting rights and the right to hold office. Each Voting Member shall have one (1) vote.
- B. Principals and designated employees of Member companies shall be eligible to attend Association business meetings, provided that those principals and designated employees are engaged in full-time employment for the Member company, and shall neither directly nor indirectly be affiliated with any other organization whose interests conflict with the interest of the Association and the general good of the Industry.
- C. Attendance/eligibility of the membership for each program is determined by the Board of Directors at the time of inception.

SECTION 5. Member Responsibilities

- A. Members shall provide an updated Company Profile annually in connection with the payment of membership dues, or at such other times as may be requested by the Association. The Company Profile shall, among other things, describe the complete product line and equipment capabilities and accurate sales volume, together with a statement of the primary product(s) and/or service(s) being made available to the business printing industry, as well as other information requested by the Association.

- B. Members shall pay annual membership dues, as approved and determined by a majority of the Board of Directors, as further described in Article IV, Section 2 of these Bylaws.

SECTION 6. Transfer of Membership and Change in Membership Status.

If there is a change in a Member's ownership, status, and/or company character, the Member must file a revised Company Profile for review with the Membership Director, who will determine if the profile is consistent with the qualifications for membership under Article III. If so, the membership shall be changed, with payment of additional dues or fees if applicable.

SECTION 7. Duration of Membership and Resignation.

- A. A Member may terminate its membership by voluntarily withdrawing from the Association. To do so, a Member must give written notice of its intent to withdraw. Termination shall become effective when the Member fulfills all of its remaining obligations for the balance of the Association fiscal year in which notice of withdrawal was received. In no event shall a Member's termination for any reason release the terminated Member from its obligation to pay the Association any dues, assessments, or debts owing at the time of termination, or entitle the Member to a refund of any like or kind.
- B. The right of a Member to vote, and all other rights, privileges, and interests of a Member in the Association, shall cease upon the effective date of termination.

SECTION 8. Suspension and Termination.

- A. Any Member may be suspended or terminated for cause, which shall include, but not be limited to, non-payment of membership dues. Members who fail to pay the annual Association dues when due shall be notified of the delinquency, and if payment is not made within the time specified, without further notice and without hearing, may have their membership terminated and thereupon forfeit all rights and privileges of membership.
- B. Members will not be terminated for causes other than non-payment of dues without allowing such Member an opportunity to hear the charges and offer a defense at a meeting of the Board of Directors. Termination for causes other than non-payment of dues is subject to a two thirds vote of the Board of Directors.

ARTICLE IV — FINANCES

SECTION 1. Objectives.

The Association shall accomplish its overall objectives and conduct its activities as a not-for-profit organization, and no gain shall inure to the benefit of any individual Members.

SECTION 2. Method of Finance.

- A. Financial support for the Association may be provided through
 - i. initiation fees, application fees, and/or annual membership dues,
 - ii. fees or charges for attending or exhibiting at an Association-sponsored trade show or conference,
 - iii. fees generated from the sale of Association publications, products or services,
 - iv. fees generated through advertising, special projects, affinity programs, and/or
 - v. any other mechanism consistent with these Bylaws and approved by a majority of the Board of Directors.
- B. To help determine the amount of annual membership dues, the Treasurer, with the assistance of the Executive Vice President/Secretary, shall prepare a budget and schedule of recommended dues for the coming fiscal year and submit it to the Board of Directors at the Annual Board of Directors meeting.
- C. Annual membership dues shall be based on an accurate reporting of sales of the total corporate entity in the Company Profile of the Member.
- D. Non-members of the Association may be charged a higher fee than the fee charged to Members for Association products and services to cover the proportionate expenses incurred by the Association and its Members in connection with providing these services and products to non-members.

SECTION 3. Special Assessments.

For special expenses that are not included in the annual budget and that are required to advance the objectives of the Association, Members shall pay their share based on their annual dollar volume of business, as determined by the current dues statement.

No special assessment shall be levied on Members unless a majority of the membership votes in favor of such assessment unless an adequate number of Members pledges to financially support the project and the project is approved by the Board of Directors.

ARTICLE V — MEETINGS

SECTION 1. Annual.

An Annual Meeting of Members of the Association shall be held in conjunction with the Association's annual trade show and conference or such other designated membership meeting as determined by the Board of Directors at such date and time as the Board of Directors in its discretion may establish to transact such business as may be required. The President shall preside over the Annual Meeting.

SECTION 2. Special.

The President or the Board of Directors may call special meetings of Voting Members. Special meetings may also be called by the Board of Directors upon the written request of twenty-five percent (25%) of the Voting Members of the Association to consider a specific subject. Notice of any special meeting shall be mailed to each Voting Member's last recorded address at least thirty (30) days in advance, with a statement of time and place and the information as to the subject(s) to be considered.

SECTION 3. Order.

The Board of Directors shall determine the order of business for annual or special meetings.

SECTION 4. Alterations or Suspensions.

The order of business may be altered or suspended by a majority vote of the Members present. The usual rules as laid down in "Robert's Rules of Order," as revised, shall govern all debates, unless they conflict with these Bylaws.

ARTICLE VI — ANNUAL ELECTION OF DIRECTORS AND OFFICERS

SECTION 1. Nominations to Board of Directors.

A. All personnel of all Voting Member companies shall be eligible for nomination to the Board of Directors, provided: a) the person shall be a principal, officer, or designated employee of his or her company and b) the company shall be a Member in good standing.

B. Nomination Procedure:

- i. The Leadership Development Committee shall identify potential candidates for Board approval. The current Board of Directors shall select and approve final nominees to serve on the Board of Directors, and the Executive Committee shall determine the number of Directors to be elected, consistent with Article VII. Directors shall be nominated so as to be representative of the membership at large.
- ii. At least one hundred and twenty (120) days before the Annual Meeting, the Immediate Past President shall notify the Executive Vice President/Secretary of the names of the Board of Directors nominees. The Executive Vice President/Secretary shall send a copy of the nominations to each Voting Member's last recorded mail or e-mail address at least ninety (90) days before the Annual Meeting. The notification shall include notice that independent nominations may be accepted pursuant to subparagraph 3, below.
- iii. Nominations for Directors may also be made, if they are endorsed by not fewer than twenty-five (25) Voting Members, and received by the Executive Vice President/Secretary at least seventy-five (75) days prior to the Annual Meeting.

SECTION 2. Election of Directors.

- A. The Executive Vice President/Secretary shall transmit biographical information on all Board of Directors nominees to each Voting Member's last recorded address at least sixty (60) days prior to the Annual Meeting of the general membership. In the event that an eligible member is nominated pursuant to Section 1, Subsection B(iii), above, the Executive Vice President/Secretary shall transmit or make available an Official Ballot for a vote, which must be received at the offices of the Association at least 15 days prior to the Annual Meeting. If there are no Independent Nominations, then the slate of candidates distributed by the Executive Vice President shall be deemed to be elected by acclamation.
- B. The Executive Vice President/Secretary shall notify members of the results of the election.

SECTION 3. Nomination and Election of Officers

- A. No one may be a candidate for an elected Officer position unless that person has served at least one year as a member on the Board of Directors.
- B. At its initial meeting following the election of the Board of Directors, the members of the Board of Directors shall elect from their ranks a President, a Vice President, and a Treasurer, each of whom shall serve for one-year terms or until such time as his or her successor is duly elected and takes office. In addition, the office of Immediate Past President shall be filled by the former President of the

Association for one year from the date he or she leaves office. Other non-elected Officers include the Executive Vice President (ex officio) who shall also serve as Secretary (ex officio) without the right to vote.

ARTICLE VII — BOARD OF DIRECTORS

SECTION 1. Government of the Association.

The management, affairs, business, and concerns of the Association shall be vested in a Board of Directors, consisting of not more than fifteen (15) directors. Directors shall not receive any stated salaries for their services, but reimbursement for all or part of the expenses of attendance, if any, may be allowed for attendance at meetings of the Board or any Board Committee, as may be prescribed in the Association's annual budget or approved by the Board upon the recommendation of the Finance Committee.

SECTION 2. Duties.

The Board of Directors shall control and manage the affairs of the Association, with authority to engage and discharge employees and agents of the Association; establish dues; elect officers; admit, suspend, or expel Members; and to do everything necessary and desirable in the conduct of the business of the Association and in accordance with the Bylaws. The Board of Directors shall be responsible for approving the Association budget, including the staff salary budget, although the Executive Committee shall have the authority to set individual staff salaries.

SECTION 3. Meetings.

The Board of Directors shall meet at least twice annually. During the Annual Meeting, the Board of Directors shall meet to elect Officers. The President may, when he deems necessary, or the Executive Vice President/Secretary shall, at the written request of five (5) Board members, call a special meeting, and only ten (10) days' notice shall be required for such special meetings. All meetings, other than the Annual Meeting, may be held by telephone conference.

SECTION 4. Quorum.

A majority of the Board shall constitute a quorum for the election of Officers and the conduct of other business, unless otherwise provided herein.

SECTION 5. Vacancies/Resignations.

An Officer or Director may resign from his position on the Board of Directors by providing written notice to the President. Any vacancies that may occur on the Board as a result of death, resignation, or otherwise shall be filled by Presidential appointment. The President shall appoint a Member to fill a vacancy on the Board of Directors only for

the remainder of one fiscal year or until the Annual Meeting can be held, whichever is earlier.

The Board of Directors shall fill Officer vacancies for the unexpired term, provided, however, that in the event the President is unable to serve for any reason, the Vice President shall serve as President for the unexpired term. In those circumstances only, the Vice President remains eligible to be elected as President for a full term thereafter.

SECTION 6. Terminations.

A two-thirds majority vote of the Board of Directors is required to terminate a Board member. A Board member may be terminated for the following reasons:

- i. change in employment, such that he or she no longer meets the qualifications for membership;
- ii. unexcused absences from two consecutive meetings; or
- iii. conduct detrimental to the Association.

SECTION 7. Honorary Advisory Members of the Board of Directors.

Past Presidents shall act as Honorary Advisors to the Board of Directors without vote (except that the Immediate Past President shall be a voting member of the Board, as described in Article VIII), so long as they remain Members in good standing. The Board of Directors may, at its discretion, elect other Honorary Advisors. Honorary Advisors shall have such duties and responsibilities as the Board of Directors from time to time may establish.

ARTICLE VIII — OFFICERS

SECTION 1. Elected and Appointed Officers; Eligibility.

- A. The elected Officers of the Association shall consist of the President, Vice President, and Treasurer. The appointed Officers of the Association shall consist of the Immediate Past President, Executive Vice President and Secretary. The Executive Vice President shall also serve in the capacity of Secretary and shall not be entitled to a vote.
- B. All Officers, other than the Executive Vice President/Secretary, and Immediate Past President, must be an elected member of the Board of Directors.

SECTION 2. President

The President shall be the chief executive officer of the Association and shall preside at Member, Board of Directors, and Executive Committee meetings. He or she shall create other committees as he or she deems necessary, appoint the committee chairman, and shall be a member ex officio of all committees without the right to vote. At the Annual Meeting and at such other times as he shall deem proper, he or she shall also communicate to the Association or to the Board of Directors such matters and make such suggestions as may, in his opinion, tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office of President of the Association or as may be prescribed by the Board of Directors, consistent with these Bylaws.

Except as specified in Article VII, Section 5, the President may not succeed himself or herself, but shall assume the position of Immediate Past President for one year immediately following his term of office.

SECTION 3. Immediate Past President.

The Immediate Past President shall be a voting member of the Executive Committee and Board of Directors. He or she shall be the Chairman of the Honorary Advisors Committee.

SECTION 4. Vice President.

The Vice President shall be responsible for executive direction of the Association and shall assist the President in discharging the duties of his office. The Vice President shall assume the duties of President if the latter is unable to fulfill the responsibilities of office due to unavailability, incapacity, or other reason. The Vice President shall act as Parliamentarian for meetings of the Board of Directors. The Vice President may succeed himself or herself or may be nominated to be President.

SECTION 5. Treasurer.

The Treasurer shall keep an account of all monies received and expended for Association use and shall coordinate with the Audit Committee and independent auditors selected by the Board of Directors to ensure adequate auditing of the Association's financial records. He or she shall also oversee the process of ensuring that all sums received shall be deposited in the bank(s) or trust company, which shall be approved by the Executive Committee. He shall make a report of Association finances when called upon by the President. The Treasurer shall supervise the preparation of the annual budget and for its execution. In all these tasks, the Treasurer shall receive assistance from the Executive Vice President/Secretary.

The Treasurer may succeed himself or herself or be nominated to succeed the Vice President.

SECTION 6. Executive Vice President/Secretary.

An Executive Vice President/Secretary shall be appointed by the Board of Directors to serve at its pleasure. He or she shall carry out the following duties:

- i. give notice of all meetings of the Association and keep a record of their proceedings;
- ii. conduct all correspondence and carry to execution all orders, votes, and resolutions not otherwise committed;
- iii. keep a list of the Members of the Association;
- iv. collect annual dues and subscriptions; establish the Association bank account(s);
- v. deposit, disburse, and keep record of funds under the guidance of the Treasurer and policies established by the Board of Directors;
- vi. keep records of the staff, employees, and agents of the Association, their salaries, terms of employment, and take charge of and supervise the performance of their respective duties;
- vii. prepare an annual report of the transactions and conditions of the Association;
- viii. provide staff assistance to all Committees;
- ix. devote his or her best efforts to forwarding the business and advancing the interest of the Association; and
- x. such other duties as may be prescribed in an employment agreement approved by the Board of Directors.

The Executive Vice President/Secretary shall serve as an ex officio member of the Executive Committee, Board of Directors and all other Association committees (except the Audit Committee where the Executive Vice President is not a member) as determined by the Executive Committee without the right to vote, provided, however, that the Chairman of the Executive Committee, Board, and Finance Committees may request that the Executive Vice President/Secretary absent him or herself from any meeting in which his/her performance or compensation is discussed.

SECTION 7. Bond.

The Executive Vice President/Secretary and Treasurer, or any other person entrusted with the handling of funds or property of the Association, shall furnish, at the

expense of the Association, a fidelity bond approved by the Board, in such a sum as the Board shall prescribe.

ARTICLE IX — COMMITTEES

SECTION 1. Committee Membership.

- A. Standing Committees of the Board of Directors shall include the Executive Committee, Finance Committee, Audit Committee, Compensation Committee and Leadership Development Committee. The Board of Directors may appoint from among its members such other standing and special committees composed of one or more Directors and such other Members and tenures as the Board may elect. The Board of Directors may delegate to such committees any of the powers of the Board; provided, however, that no such committee shall have the authority of the Board in reference to filling vacancies on the Board or on any of its committees, amending the Association's Articles of Incorporation, amending or repealing the Bylaws, or approving a plan of merger.

- B. Except as otherwise provided in these Bylaws, the President will appoint all committee chairpersons, committee chairs shall recommend members, and committee members will be approved by the Board of Directors. Each appointed member of such committee shall continue as a member until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be terminated sooner, the member be removed from the committee, or the member shall cease to qualify as a member of the committee. Vacancies in the appointed membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Any appointed member of a committee may be removed by the President whenever in his or her judgment the best interests of the Association shall be served by such removal.

- C. Unless otherwise provided herein, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Ten (10) days advance notice of regular meetings and five (5) days notice of special meetings shall be provided to committee members, provided, however, that meetings may be held upon shorter notice with the approval of the majority of the committee members. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors. Committees may meet in person, by telephone, or via such other mechanism approved by the Board of Directors.

SECTION 2. Executive Committee.

- A. The Executive Committee shall be composed of the following persons:

- i. President, who shall serve as the chair of the committee;
 - ii. Immediate Past President;
 - iii. Vice President;
 - iv. Treasurer; and
 - v. Executive Vice President/Secretary, who shall be an ex officio member without the right to vote.
- B. The Committee may:
- i. exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board of Directors at the succeeding regular meeting;
 - ii. nominate the Officers of the Association; and
 - iii. evaluate the performance of the Executive Vice President/Secretary annually.

SECTION 3. Leadership Development and Governance Committee.

The Leadership Development and Governance Committee shall identify potential candidates for the Board of Directors who shall be nominated by the Board. Only Directors are entitled to be members of the Leadership Development Committee.

SECTION 4. Finance Committee.

The Finance Committee shall be composed of the Treasurer, who shall serve as the chair of the committee, and all other members of the Executive Committee. The Executive Vice President/Secretary shall serve ex officio without the right to vote. The Committee shall review the Association's annual budget and finances and make recommendations to the Board of Directors as necessary.

SECTION 5. Audit Committee.

The Audit Committee shall be composed of such members of the Board of Directors as the President may designate, including the Treasurer, who shall be ex officio member without the right to vote on this Committee. The Audit Committee shall provide oversight of the accounting, auditing, and reporting practices of the Association, and perform such other duties as directed by the Board of Directors.

SECTION 6. Compensation Committee

The Compensation Committee shall be charged with assisting the Executive Committee in gathering comparative industry compensation data relative to the compensation of Association staff, and other duties as may be determined by the Executive Committee or Board of Directors. The Executive Vice President/ Secretary shall serve ex officio as a member of the Compensation Committee without the right to vote.

ARTICLE X — FISCAL YEAR

The fiscal year of the Association shall begin on the first day of November and end on the last day of October in each year.

ARTICLE XI — INSURANCE; PERSONAL LIABILITY

A, In accordance with Section 29-301.113 of the D.C. Code, provided the Association maintains liability insurance with a limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence, any person who serves as an officer, director, trustee, or other person who performs services for the Association without compensation other than reimbursement of expenses for services shall be immune from civil liability, except where the injury or damage was a result of: (i) such person's willful misconduct; (ii) a crime (unless such person had reasonable cause to believe that the act was lawful); (iii) a transaction that resulted in an improper personal benefit of money, property, or service to such person; or (iv) an act or omission that is not in good faith and is beyond the scope of authority of the Association or the Association's charter. In such event, the Association shall be liable only to the extent of the applicable limit of insurance coverage it maintains.

In accordance with Section 29-301.114 of the D.C. Code, no employee of the Association shall be held personally liable in damages for any acts or omissions in providing services or performing duties on behalf of the Association in an amount greater than the amount of total compensation, other than reimbursement of expenses, received from the Association for performing those services or duties during the 12 months immediately preceding the act or omission for which liability was imposed. Notwithstanding the foregoing, this limitation of liability shall not apply when the injury or damage was a result of: (i) The willful misconduct of the employee; (ii) a crime, unless the employee had reasonable cause to believe that the act was lawful; (iii) a transaction that resulted in an improper personal benefit of money, property, or service to the employee; or (iv) an act or omission that is not in good faith and is beyond the scope of authority of the Association or the Association's charter. In addition, this limitation of liability shall not apply to any licensed professional employee operating in his or

her professional capacity. The Association shall be liable only to the extent of the applicable limit of insurance coverage it maintains.

ARTICLE XII — AMENDMENTS

These Bylaws may be modified, amended or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors present and voting at any meeting. Amendments may be proposed by filing a copy of the proposed amended Bylaws with the Executive Vice President/Secretary at least forty-five (45) days prior to the meeting at which the proposal will be considered. The Executive Vice President/Secretary shall cause the proposed Bylaws to be circulated among the Board of Directors at least thirty (30) days prior to the meeting at which the proposal will be considered.