

**BYLAWS  
OF THE  
PHARMACEUTICAL PRINTED LITERATURE ASSOCIATION**

**ARTICLE I. NAME**

This organization shall be known as the Pharmaceutical Printed Literature Association, Inc. (PPLA)

**ARTICLE II. PURPOSES**

The purposes of the PPLA, a not-for-profit corporation, shall be:

- a. To serve as the voice of pharmaceutical printed package information manufacturers;
- b. To provide a forum for promoting and improving the delivery of information for the protection of patients and to support health care professionals;
- c. To advocate the benefits and continuing need for pharmaceutical printed literature to legislative and regulatory agencies;
- d. To serve as a liaison between manufacturers of pharmaceutical printed package information and: governmental bodies, the media, and the general public;
- e. To increase the body of knowledge, and provide education regarding the importance of printed literature in ensuring that medications are stored, ingested, and disposed of properly;
- f. To engage in other cooperative activities with related industry groups, the public, and other parties interested in the purposes of the PPLA;
- g. To do all other things reasonably incidental to the above purposes which are necessary, convenient or expedient to promote those purposes and the industry, except that the PPLA shall not engage in any activity prohibited by Federal or State law or act in any manner inconsistent with the PPLA's Certificate of Incorporation or these Bylaws, as amended from time to time.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Qualifications for Membership**

There shall be three classes of membership in this Association.

a. Full Membership shall be open to any corporation, partnership, sole proprietorship, limited liability company, or other business entity that pays dues at the level set by the Board of Directors and that is engaged in: (i) the commercial manufacture and sale to third parties of printed literature (e.g., inserts, outserts, folding cartons, and labels) intended to accompany drug and healthcare products (over-the-counter and prescription); and (ii) the manufacture of raw materials and/or equipment used to produce printed literature (including, but not limited to manufacturers of paper, paperboard, ink, printing machinery, folding machinery, and other materials or machinery used in the production of printed literature). Each Full Member shall have one vote in connection with matters which are subject to the vote of the Members under these Bylaws.

b. Associate Membership shall be open to any corporation, partnership, sole proprietorship, limited liability company, or other business entity not eligible for Full Membership (1) that is engaged in commercial or educational activities to support or promote the purposes of the PPLA, and (2) that pays dues at the level set by the Board of Directors for this membership category. Associate membership shall also be open to any manufacturer of raw materials and/or equipment used in the production of printed literature that would otherwise be eligible for full membership but choose not to join at that level, and voluntarily agree to relinquish their voting rights. Associate Members shall have no voting rights.

c. Honorary membership shall be open to: 1) any individual or business entity that the Board of Directors, at its discretion, invites to join the Association. Honorary members have no voting rights.

### **Section 2. Applications for Membership**

Application for membership shall be made in such form as the Board of Directors may prescribe. Applications for membership shall be submitted to the Executive Director of the Association, and shall be approved by the Board of Directors unless it finds that the applicant does not meet the qualifications for the applicable membership class set forth in Section 1 of this Article. The Board of Directors shall act on each application for membership, either at a meeting or by mail ballot, within ninety (90) days following receipt of the application by the Executive Director. In the case of a mail ballot, members of the Board of Directors not voting within thirty (30) days after the date of mailing of the ballot shall be deemed to have voted to approve the application.

### **Section 3. Resignations**

Any Member in good standing may withdraw from the PPLA after fulfilling all obligations to it, by giving written notice of such intention to the Executive Director at least thirty (30) days before the effective date of such withdrawal. Any notice so given shall be presented to the Board of Directors at its first duly constituted meeting following receipt of such notice by the Executive Director. Any Members so withdrawing shall, by the act of such withdrawal, cease to have any further interests in the funds, assets, or activities of the PPLA and shall not be entitled to any refunds of any type or in any amount.

### **Section 4. Suspension and Reinstatement**

Any Member who is in default in the payment of dues for a period of ninety (90) days after such dues become payable may, in the absence of good cause found to exist by the Board of Directors, be suspended from membership by a majority vote of the Directors present at a duly constituted meeting of the Board. Any Members so suspended shall, until reinstatement, forfeit all rights and privileges of membership in the PPLA; provided, however, that such suspension shall not relieve a Member from the requirement of fulfilling all obligations to the Association theretofore incurred. A suspended Member shall be reinstated to good standing upon payment in full of all dues and other amounts owing and payable at the time of suspension.

### **Section 5. Termination for Lack of Qualifications**

Membership in the PPLA shall terminate automatically whenever a Member ceases to meet the membership qualifications set forth in Section 1 of this Article.

### **Section 6. Limitations on Liability**

Nothing herein shall constitute members of the PPLA as partners for any purpose. No member, officer, agent or employee of the PPLA shall be liable for the Association, nor shall any member, officer, agent, or employee be liable for his acts or failure to act under these bylaws, except for any act or failure to act arising out of that person's willful malfeasance.

## **ARTICLE IV. BUDGET AND DUES**

### **Section 1. Budget**

A budget of expenditures for each fiscal year shall be prepared by the Board of Directors and shall be submitted to the Members at the PPLA's annual meeting. The budget shall become effective if approved by a majority vote of the Members who are eligible to vote, and are present at the annual meeting (either in person or by proxy in the form of written statement or designated representative). Such approval of the budget shall constitute an assessment upon members for the PPLA's operations for such year in accordance with Section 2 of this Article.

**Section 2. Dues**

All Members shall pay dues in the amount and in accordance with the payment schedule fixed and determined by the Board of Directors.

**Section 3. Other Assessments**

Additional charges for other services or activities may be established by the Board of Directors with the consent of at least 75 percent of the voting Members of the PPLA.

**ARTICLE V. MEETINGS**

**Section 1. Annual Meetings**

The annual meeting of the PPLA shall be held before the end of the Association's fiscal year at a time and place fixed by the Board of Directors.

**Section 2. Special Meetings**

Special meetings of the PPLA, or of Full Members, may be called by the Board of Directors.

**Section 3. Notice of Meetings**

A notice stating the time, place, and purpose of each meeting, signed by the Executive Director, shall be mailed to the last recorded address of each Member not less than twenty (20) days, nor more than sixty (60) days, prior to the time fixed for the meeting. Such notice shall state any equitable limitation on meeting attendance, other than by Full Members, that may be deemed necessary to assure orderly proceedings.

**Section 4. Quorum**

The presence in person or by proxy of one-half of the voting representatives of Full Members of the PPLA entitled to vote shall constitute a quorum for the transaction of business.

**Section 5. Voting**

Each voting representative of a Full Member present, in person or by proxy (either written or by designated representative), shall be entitled to one vote. Except as otherwise provided in these Bylaws, the Full Members shall act by a majority vote.

**Section 6. Designation of Voting Representatives**

Each Full Member shall designate, in writing, to the Executive Director a representative

who shall be entitled to vote for the Full Member at PPLA meetings. An alternate representative may also be named for each Full Member.

**Section 7. Place of Meeting**

PPLA meetings may be held within or outside the United States of America.

**ARTICLE VI. BOARD OF DIRECTORS**

**Section 1. Powers and Duties**

General management of the property, funds and business of the PPLA shall be the responsibility of the Board of Directors. The Board of Directors shall be responsible for:

- a. Adopting the Association's initial bylaws;
- b. Coordinating the Association's activities;
- c. Effecting the preparation of an audited financial statement reflecting the PPLA's operations, said statement to be made available to the members of the Board of Directors within ninety (90) days after the close of each fiscal year;
- d. Establishing general policies and operating procedures for the PPLA;
- e. Approving PPLA financial reports, budgets, and investment plans;
- f. Selecting the General Counsel, independent accountant, auditors, banking establishments, and investment counselors for the PPLA;
- g. Creating committees of the Board of Directors in accordance with Article VIII, where appropriate and necessary;
- h. Electing the Association's officers; and
- i. Designating the time and place of general membership meetings of the PPLA, as well as meetings of the Board of Directors.

**Section 2. Composition**

The Board of Directors, from the commencement of the PPLA's corporate existence, shall be composed of a single representative from each of the following nine companies: Arlington Press, Fraser Papers, Lehigh Press Puerto Rico, Lucas-Insertco, The NOSCO Printing Group, PCI Services,

Pharmagraphics, Plymouth Printing Company, and Vijuk Equipment. This initial Board will be in place until the PPLA's 2003 annual meeting, at which time seven (7) Directors are to be selected from among the voting representatives of the Full Members in accordance with Section 3 of this Article.

a. The composition of the PPLA Board is to include no more than two (2) representatives from the Full Membership category listed under Article III, Section 1, subsection a (ii) of these bylaws.

### **Section 3. Election of Directors**

a. Regular elections – Nominations for the Board of Directors may be made by any voting representative of a Full Member. The election of all Directors shall be by written ballot mailed by the Executive Director to all Full Member representatives at least thirty (30) days before the Annual Meeting of the PPLA held in odd-numbered years. The ballots shall contain the names of all nominees for the Board. The deadline for returning ballots shall be clearly stated on each ballot.

Representatives of Full Members shall cast their votes by returning their ballots to the Executive Director on or before the fifth day prior to the Annual Meeting. The Executive Director shall open the ballots and canvass the same. In the event that more than two (2) Full Members listed under Article III, Section 1, subsection a (ii) of these bylaws gain a majority of votes, it shall be the responsibility of the Executive Director to remove the name(s) of all but the two (2) persons who received the highest number of votes and substitute the name(s) of those representatives from Full Member companies listed under Article III, Section 1, subsection a (i) of these bylaws who received the next highest number of votes. The Executive Director will then report the results to the membership on the first day of the Annual Meeting.

b. Special elections — Should a vacancy arise on the Board of Directors, and a special election is necessary under Section 4 of these bylaws, the Board shall instruct the Executive Director to develop a ballot with nominees from among eligible voting representatives of Full Member companies. This ballot shall be forwarded to the voting Representatives of Full Members who will be given no less than fourteen (14) days to cast their votes by returning ballots to the Executive Director. A deadline for returning the ballots shall be clearly stated on each ballot. On the first business day after ballots are due, the Executive Director shall open the ballots, canvass the same and report the results to the membership within five (5) business days.

c. Run-off elections — In the event that one or more candidate for a position on the PPLA Board of Directors receives an identical number of votes after all ballots have been tallied, and the result is that all seven Board members cannot be determined based on the original ballot, a separate ballot will be prepared by the Executive Director, and circulated to all representatives of Full Member companies. Each Full Member company representative shall have no more than

fifteen (15) business days to cast a vote in the “run-off” election, and the specific deadline shall be clearly noted on the ballot. At the end of this fifteen-day period, the Executive Director will canvass the ballots and report the results to the Full Membership. If such a “run-off” election is required, and results are not available on the first day of the Annual Meeting, all other election results will be reported on the first day of the Annual Meeting.

#### **Section 4. Board Vacancies**

Should a vacancy arise in the Board of Directors for any reason, a special election shall be held in accordance with procedures outlined in Section 3(b). If there are less than 12 months remaining in the Board’s term, however, the Board may, upon motion, elect to leave the position vacant until the next regularly-scheduled election. At no time, however, will a “replacement” member be designated to the Board of Directors without a vote of the Full Members of the PPLA.

A vacancy will occur when: 1) a member resigns from the Board of Directors, but continues their employment with the PPLA member company from which they were nominated; 2) a Board member severs his or her relationship with the PPLA member company from which they were originally nominated; or, 3) for any other reason, a Board Member is unable to fulfill their obligations under these bylaws.

#### **Section 5. Tenure**

Directors shall serve for terms of two years. There shall be no limit on the number of consecutive terms that Directors may be elected to serve.

#### **Section 6. Meetings**

The Board of Directors shall hold at least two (2) regular meetings each year. Special meetings of the Board of Directors may be called by the Chairman or at the request of not less than five (5) Directors.

#### **Section 7. Notice**

Notice of the time, place, and purpose of any meeting of the Board of Directors shall be given in writing and mailed to the last recorded address of each Director not less than twenty (20) days nor more than sixty (60) days prior to the date of the meeting.

#### **Section 8. Quorum and Voting**

The presence in person or by proxy (either written or by designated representative) of at least a majority of the Directors holding office shall constitute a quorum for the transaction of business.

Except as otherwise provided in these Bylaws, the Board shall act by a majority vote of those Directors present in person or by proxy.

### **Section 9. Annual Report**

The Board of Directors shall cause to be prepared an Annual Report during the first quarter of each calendar year on the activities and operations of the PPLA. This report shall include all pertinent and relevant financial data bearing on past operations and plans for the following year.

### **Section 10. Compensation**

Directors shall not receive any compensation for their services as Directors but the Board of Directors may by resolution authorize reimbursement of expenses incurred in the performance of their duties.

### **Section 11. Meeting Attendance**

Board members are required to attend all meetings of the PPLA's Board of Directors, or designate a proxy to participate in their absence. The absence from two consecutive meetings, in person or by designated representative shall serve as grounds for dismissal from the Board.

## **ARTICLE VII. OFFICERS**

### **Section 1. Officers**

Officers selected to serve The Officers of the PPLA shall be a Chairman of the Board, a Vice Chairman, a Treasurer, and an Executive Director who shall also serve as the Association's Secretary. With the exception of the initial Officers selected to serve from the PPLA's commencement until the annual meeting held in 2002, all Officers other than the Executive Director shall be elected by the new Board of Directors from among the slate of Board members elected at the Annual Meeting held in odd-numbered years. Beginning with the 2003 term, each Officer so elected shall hold office for a term of two (2) years and may serve no more than two (2) consecutive two-year terms in the same office (a maximum of four (4) consecutive years in the same office).

### **Section 2. Duties of Officers**

a. The Chairman shall be elected from among the members of the Board of Directors; shall preside at the Annual Meeting and all meetings of the Board of Directors; and shall be responsible for assuring that the policies adopted by the Board of Directors are executed by the officers of the Association.

b. The Vice Chairman shall assist the Chairman in the performance of the Chairman's duties and, in the absence of the Chairman, shall preside at the Annual Meeting and meetings of the Board of Directors and generally perform such duties as are incident to the office of Chairman.

c. The Treasurer shall report on the financial condition of the Association at its Annual Meeting and at meetings of the Board of Directors, when required. The Treasurer, or any other PPLA officer, will be required to countersign any expenditure of PPLA funds in excess of \$5,000, and shall also assist the Executive Director in the preparation of an annual operating budget.

d. Other officers, if any, shall have such titles, powers, and duties as the Board of Directors may, from time to time, assign to them.

### **Section 3. Succession**

In the event of the death, resignation, or extended incapacitation of the Chairman, the Vice Chairman shall assume the duties of Chairman and the Board of Directors shall elect a new Vice Chairman at its next meeting. In such an event, the Vice Chairman will serve the remainder of the Chairman's unexpired term, and be eligible to serve two consecutive additional terms in the same office as per Article VII, Section 1. In the event of the death, resignation or extended incapacitation of the Vice Chairman or Treasurer, the Board of Directors shall elect a new Vice Chairman or Treasurer at its next meeting. Any person so elected shall fill the remainder of the unexpired term, and be eligible to serve two consecutive additional terms in the same office as per Article VII, Section 1.

## **ARTICLE VIII. COMMITTEES OF THE BOARD OF DIRECTORS**

### **Section 1. Committees**

The Board of Directors may, at its discretion, form such committees as are deemed necessary to deal with specific tasks or projects, or to provide needed advisory services. Committee members may be selected from the general membership. Committee chairmen shall be appointed by the Chairman of the Board.

### **Section 2. Quorum and Voting**

The presence in person or by proxy of at least a majority of members shall constitute a quorum for the transaction of business by any PPLA committee. Committees shall act by a majority vote of those members present.

### **Section 3. Notice of Meetings**

The chairman of each committee shall be responsible for providing at least thirty (30) days prior notice to the PPLA's Executive Director as well as committee members of regular or special committee meetings. Such notice shall be in written form, and is to include a meeting agenda.

### **Section 4. Administration**

The PPLA's Executive Director shall be responsible for ensuring that: 1) an agenda is prepared in advance of all committee meetings; 2) that at least one staff member is present at all committee meetings; and 3) that minutes are taken during all committee meetings.

The Association's Executive Director shall also provide or arrange for administrative support for committees of the Board of Directors, including, when needed but only with the approval of the Board of Directors, the employment of outside consultants or advisors.

## **ARTICLE IX. THE ASSOCIATION'S STAFF**

### **Section 1. Executive Director**

The Executive Director shall be appointed by the Board for a term to be determined by the Board; shall attend all meetings of the Board of Directors and serve as the Association's secretary, but shall have no vote in matters before the Board; shall direct the operations of the PPLA; shall serve as an ex-officio member of all committees; and shall have the following duties, without limitation:

- a. Develop and recommend policies to the Board of Directors;
- b. Develop, recommend, and implement programs for membership development, operations, and communications in accordance with approved policies of the Association's Board of Directors;
- c. Solicit the participation of key Members in the Association's activities;
- d. With the assistance of the Treasurer, prepare and recommend the Association's annual operating budget to the Board of Directors; and administer and maintain control over the approved budget within the limits prescribed by the Board of Directors;
- e. Prepare meeting notices, agendas, and minutes for all meetings of the Board of Directors and its committees; and
- f. Represent the PPLA before the general public, governmental agencies, legislative

bodies, business groups and other appropriate organizations.

The Executive Director shall also oversee the preparation and serving of all notices of the Association and the Board of Directors, and shall ensure that proper care is given to the Association's books and papers.

**Section 2. Additional Staff**

The Association, through its Board of Directors, may employ such full-time and part-time staff members, specialists and consultants or other outside services, as may be required to carry out its functions and obligations. The staff shall be under the immediate supervision and direction of the Executive Director, who shall have full authority and responsibility for staff organization and management.

**Section 3. Compensation**

The Board of Directors may authorize the payment to staff members of the PPLA of reasonable salaries or other compensation for services actually rendered to the Association. Staff members may be employed by the PPLA on such contractual terms as the Board of Directors shall determine.

**Section 4. Legal Counsel**

The PPLA, through the Board of Directors, shall retain a General Counsel whose office shall have such responsibilities as may be assigned by the Board. The General Counsel shall provide general advice concerning the Association's legal matters as deemed necessary by the Board.

**Section 5. Staff Attendance at Meetings**

No meetings of the PPLA or its Board of Directors shall be conducted without the presence of either: 1) the Association's Executive Director; 2) a PPLA staff member designated by the Executive Director; or 3) PPLA's General Counsel. No other meetings of the Association's, such as Committee meetings, shall be conducted without the presence of the Association's Executive Director, a member of the PPLA's staff, or the PPLA's General Counsel.

**ARTICLE X. LOGO, SEALS, TRADEMARKS, OTHER INDICIA**

The Association shall have the sole right to adopt and control completely the use of its Logo, and such other seals, trademarks or other indicia as it may deem suitable and appropriate.

The Board of Directors may approve the use of the Logo or Seal by any Member to identify itself as a Member of the Association, provided however, that the Logo or Seal may be used by Members only to indicate their membership in the PPLA in correspondence, advertising material, publications or similar activities, where the use is exclusively and directly related to the conduct of the Member's business. Except as authorized by the Board of Directors, the Logo or Seal may not be used by any Member for product identification purposes, in standardization or certification programs, or for similar applications. Further, the Logo or Seal may not be used in any way to imply the PPLA's approval, endorsement, or sponsorship of any political candidate or cause.

#### **ARTICLE XI. FISCAL YEAR**

The fiscal year of the Association shall be established by the Board of Directors, having due regard for the requirements of the Internal Revenue Code and other applicable laws and regulations.

#### **ARTICLE XII. AMENDMENT OF BYLAWS**

These Bylaws may be amended, repealed or altered, in whole or in part, by a majority vote of the Full Members present at any duly called and organized meeting of the Association, or by a majority vote of those responding to a mail ballot, providing a notice of the substance of proposed changes is mailed to all such Members at least thirty (30) days prior to the time fixed for the meeting at which a vote will be taken, or the time fixed for a return of mail ballots, as the case may be. In those cases where bylaws changes are made the subject of a mail vote, those eligible to cast ballots shall mail the same to the Executive Director in care of the Association's office. At the time fixed for the counting of the vote, the Executive Director shall open the ballots, canvass the same, and report the results in writing to the membership within thirty (30) days.