

# CONSTITUTION OF THE INTERNATIONAL ASSOCIATION OF DIECUTTING AND DIEMAKING

## Preamble

Recognizing the fact that in the conduct of our business, no individual or concern in any community can act regardless of his neighbors and competitors, and that while the spirit of competition has been deeply ingrained in the human heart and so keenly sharpened by the system of free enterprise as to cause it to enter into and influence every transaction, but at the same time believing that there are methods of competition which are clean, honorable, and legitimate, whereby we can compete without wronging others and without demoralizing the business in which we are engaged; this INTERNATIONAL ASSOCIATION of DIECUTTING and DIEMAKING adopts the following Constitution and By-Laws, and recommends these articles to the diemakers and diecutters of our countries and of our world.

Presented by S. Ray Miller, Jr., DDA President, 1972-1973 at the 1st Annual Membership Meeting, May 9, 1973

## Constitution

### Article I

INTERNATIONAL ASSOCIATION OF DIECUTTING AND DIEMAKING is a group of manufacturers, converters, and suppliers, primarily of the sharp-edge diemaking and diecutting industry, who have joined together to further the interests of our industry.

### Article II

INTERNATIONAL ASSOCIATION OF DIECUTTING AND DIEMAKING membership is open to those participating in the diemaking and diecutting and supply field.

### Article III

INTERNATIONAL ASSOCIATION OF DIECUTTING AND DIEMAKING believes that we can provide the leadership, assume the professionalism, and create the interest that our industry needs.

### Article IV

INTERNATIONAL ASSOCIATION OF DIECUTTING AND DIEMAKING believes that business and professional people within the same sphere of interest should join together since certain goals can be achieved more easily and fully through group action, rather than by individual action.

### Article V

INTERNATIONAL ASSOCIATION OF DIECUTTING AND DIEMAKING believes that by group association, we can promote a more profit-oriented industry collectively, while individually achieving earnings and profits developed within the rigid confines of the legal and ethical framework of our society.

### Article VI

INTERNATIONAL ASSOCIATION OF DIECUTTING AND DIEMAKING should contribute to the preservation of free and effective competition in our industry, which it serves by initiating programs that are informative in character and are vital to effective competition; but which could not and would not be carried out by individuals or individual concerns.

### Article VII

INTERNATIONAL ASSOCIATION OF DIECUTTING AND DIEMAKING dedicates itself to the enhancement, upgrading, and elevating the status of our industry by setting standards and tolerances specific to our industry.

### **Article VIII**

INTERNATIONAL ASSOCIATION OF DIECUTTING AND DIEMAKING and its members dedicate themselves to the foregoing Articles and goals in order that we may add distinction to our industry, while honestly, morally, and ethically receiving benefits through this trade association.

Adopted: May 9, 1973

Amended: June 4, 1975

September 1978

June, 1983

April, 1989

September, 1991

September, 2013

August, 2020

# INTERNATIONAL ASSOCIATION OF DIECUTTING AND DIEMAKING BYLAWS

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# **INTERNATIONAL ASSOCIATION OF DIECUTTING AND DIEMAKING BYLAWS**

## **ARTICLE I**

### **NAME**

The name of this Association shall be the International Association of Diecutting and Diemaking (IADD).

## **ARTICLE II**

### **STATEMENT OF PURPOSE**

The purpose of IADD is to be the definitive resource for the diecutting converting industry, bringing together and serving people who convert soft to semi-rigid materials into various cut parts. By sharing collective knowledge, expertise and information, the IADD leads and stimulates creativity and innovation, provides opportunities for professional growth, serves the diverse needs of all industries engaged in diecutting and demonstrates commitment to ensuring progress through participation.

## **ARTICLE III**

### **PRINCIPAL OFFICE**

The principal office shall be located at such place as may be determined by the Board of Directors.

## **ARTICLE IV**

### **MEMBERSHIP**

#### **SECTION 1: ELIGIBILITY**

Membership eligibility, as defined by the Board of Directors, applies to any firm, corporation or individual with an interest in the field of diecutting and/or diemaking. The Board of Directors may review any application for IADD membership.

#### **SECTION 2: MEMBERSHIP CATEGORIES**

From time to time the Board of Directors shall review the categories of membership and redefine them as necessary. The IADD membership categories are defined on the IADD website.

#### **SECTION 3: RIGHT TO VOTE**

A patron member or company member shall have one (1) vote, with the possible exception of Board service as noted elsewhere in these bylaws (due to the fact that a maximum number of two (2) people from the same company may serve on the Board at any one time). Other membership categories (including, but not limited to patron associates, affiliates, company associates, individuals, alumni, lifetime and subscribers) shall have no right to vote, except as noted above or elsewhere in these bylaws. The right of a member to vote shall cease upon the suspension or termination of membership, or as otherwise noted in these bylaws, subject to reinstatement as provided herein.

#### **SECTION 4: RESIGNATION OF MEMBERSHIP**

Membership in this Association may terminate by voluntary withdrawal as herein provided, or otherwise pursuant to these bylaws. All rights, privileges, and interest of a member in or to the Association shall cease on the termination of membership. Any member may resign by written notice received at the Association headquarters. Such resignation shall not relieve such member from the obligation to pay dues and/or dues assessments as defined in these bylaws, for the fiscal year in which such resignation becomes effective.

#### **SECTION 5: SUSPENSION OF MEMBERSHIP**

Any membership may be suspended or terminated for cause. Suspension of membership can occur for non-payment of dues, or non-payment of dues assessments, or for failing to abide by the terms of the IADD Constitution and Bylaws, or for any other conduct prejudicial to the interests of the Association. Suspension for non-payment of dues or dues assessments is provided for in Article V of these bylaws. Suspension for other reasons shall occur by a decision of the Board of Directors, after providing a reasonable notice and opportunity to be

heard. The Board of Directors may prescribe procedures for reinstatement of membership and membership privileges after a membership has been suspended or terminated.

## **SECTION 6: RELATION OF MEMBERS**

Nothing contained in these bylaws or otherwise incidental to these bylaws shall constitute IADD members as partners for any purpose with the Association; nor shall any member be liable or bound with respect to their business, by reason of any act of the Association, its Board and officers and/or any other member, except to the extent that they or their duly qualified representative has voluntarily entered into any action. For purposes of these bylaws, inter-related companies shall refer to companies with 20% or more ownership (a parent or subsidiary relationship) or 20% common ownership (brother/sister relationship with a common parent) and/or an officer or officers. Inter-related status is used in determining eligibility for Officer and Board of Directors positions. Companies who have entered into a strategic alliance (such as an LLC) are not automatically defined as inter-related. The Board of Directors retains the right to require proof of companies' inter-related status and will make the decision regarding that status as it applies to the Association.

## **SECTION 7: RESTRAINT OF TRADE**

No member of the Association shall enter into any agreement of any nature with another member or members, or otherwise, if such agreement violates antitrust or similar laws.

# **ARTICLE V DUES**

## **SECTION 1: ANNUAL DUES**

The annual dues for each member class of the Association shall be determined by the Board of Directors.

## **SECTION 2: SPECIAL DUES ASSESSMENTS**

For any given fiscal year of the Association, the Board of Directors may levy a special dues assessment to provide funds to cover a deficit or special Association project. The Association will notify members of any special dues assessment thirty (30) days prior to the assessment payment due date.

## **SECTION 3: FAILURE TO PAY DUES OR DUES ASSESSMENTS**

Members who fail to pay their dues or dues assessments within thirty days (30) from the time the same become due may be dropped from the membership rolls and thereupon forfeit all rights and privileges of membership. The Board of Directors may prescribe procedures for extending the time for payment of dues or dues assessments and continuation of membership privileges upon request of a member and for good cause shown. The Board of Directors may also prescribe procedures for reinstatement of membership and membership privileges after a member has been removed from the membership rolls.

# **ARTICLE VI MEMBERSHIP MEETINGS**

## **SECTION : 1 ANNUAL MEETING OF THE MEMBERSHIP**

The IADD shall hold an annual meeting on such dates as determined by the Board of Directors. The meeting may be held face-to-face or virtually through the use of technology. A quorum is fifty percent (50%) of the total number of patron and company members registered for the annual meeting.

## **SECTION 2: SPECIAL MEETINGS OF THE MEMBERSHIP**

Special meetings of the membership may be called by the President of IADD, or upon written request of five (5) or more members of the Board of Directors, or upon the written request of fifteen percent (15%) of the voting membership. The president shall convene the special meeting within forty-five (45) days of the written request. All business to be transacted at the special meeting of the membership shall be stated in the notice of said meeting, and no other business may be considered at the time. Written notice of any special meeting of the Association shall be mailed to each voting member at the member's last known address, not less than fourteen (14) days prior to the date of the special meeting. A quorum is twenty percent (20%) of the total number of patron and company members.

### **SECTION 3: VOTING AT MEETINGS OF THE MEMBERSHIP**

At all meetings of the membership, each patron member and company member shall have one (1) vote which shall be cast in person for face-to-face meetings or shall be cast through other media permitted by law for meetings held through such media. Unless otherwise provided by these bylaws, the majority vote shall govern. At meetings of the membership, voting members may assign their voting privilege to such designated personnel with the authority to act for and on behalf of such member.

## **ARTICLE VII CHAPTERS AND DIVISIONS**

### **SECTION 1: DEFINITION**

The members of the Association may be divided into chapters and divisions as shall be designated by the Board of Directors. The chapters and divisions may be defined according to the geographic regions of the Association; according to the branches and interests of the diecutting and diemaking industries; or according to other commonalities as may exist (years of experience, equipment used, etc.).

### **SECTION 2: CHAPTER AND DIVISION MEMBERSHIP**

All chapter and division members shall be members of IADD. Chapters and divisions may include non-members in their activities and programs.

### **SECTION 3: CHAPTER AND DIVISION ADMINISTRATION**

Chapters are internal units of IADD and will operate under policies adopted by IADD.

## **ARTICLE VIII BOARD OF DIRECTORS**

### **SECTION 1: GENERAL POWERS**

The IADD Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies and procedures or changes therein within the limits of the law and these bylaws, shall actively pursue its purposes and shall have discretion in the disbursement of Association funds. It may adopt such rules and regulations, conduct such business, and appoint such agents as it may deem necessary and advisable.

### **SECTION 2: DUTIES**

The duties of the IADD Board of Directors shall be to ensure that the IADD mission is implemented and to ensure the legal and financial viability of IADD.

### **SECTION 3: COMPOSITION OF THE BOARD OF DIRECTORS**

The Board of Directors shall include no more than twenty-five (25) members, including elected at-large or function-based directors, up to three (3) at-large or function based directors appointed by the Board (not including any directors who were appointed to fill vacancies), officers and the immediate past president as voting members of the Board. Each Director must be a member or a representative of a member under one of the membership categories defined by the Board. Individual, alumni, lifetime and subscriber members are excluded from Board service. If an incumbent's employment status changes during their term of service, they may petition the Executive Committee to approve by simple majority an interim status allowing them to stay on the Board while they resolve their employment situation. They are allowed six months to become re-eligible for Board service; however, they may not vote until re-eligible to do so. They may not be nominated for a new position or term during this interim status; however if an election cycle has already started, they may leave their name on the ballot at the discretion of the Executive Committee.

### **SECTION 4: ELECTION AND TERM OF SERVICE**

Directors are elected annually, that number of Board directors equal to the number whose terms have expired. One director may be appointed by the Board annually, equal to the number of appointed directors whose terms have expired (not including any directors who were appointed to fill vacancies). No company or inter-related company may have more than two (2) representatives on the Board of Directors at one time. Directors may be elected or appointed for two (2) consecutive three (3) year terms. There is no lifetime limit to the number of

terms served as long as a one-year lapse occurs between each six (6) years of service. The term of service for Board directors shall begin at the close of the Annual Meeting following their election and the term shall continue through the end of the Annual Meeting signifying the end of their term of service. To provide continuity, there shall be three (3) groupings of directors, with one-third (1/3) of the directors elected annually.

#### **SECTION 5: VACANCIES**

Any vacancy occurring on the Board of Directors may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting of the Board of Directors, by a majority vote of all directors and officers of IADD. Board service to fill a vacancy does not apply toward any of the term limits stated within these bylaws.

#### **SECTION 6: REMOVAL**

A Board director may be removed with or without cause by a two thirds (2/3) vote of the IADD membership. Removal may be initiated by a two-thirds (2/3) vote of Board of Directors or at the written request of fifteen percent (15%) of the voting membership. The removal process is defined by and reviewed from time to time by the Board of Directors.

#### **SECTION 7: REGULAR MEETINGS OF THE BOARD OF DIRECTORS**

Regular meetings of the Board of Directors shall be held as the Board deems necessary, but at least one time each year. Meetings may be held face-to-face or virtually through the use of technology through which all members can hear each other. Written notice of any Board meeting will be given at least fourteen (14) days prior to the Board meeting. The Board of Directors may cancel any regular meeting for cause.

#### **SECTION 8: SPECIAL MEETINGS OF THE BOARD OF DIRECTORS**

Special meetings of the Board of Directors may be called by the president or at the request of five (5) members of the Board of Directors. Meetings may be held face-to-face or through the use of technology through which all members can hear each other. Written notice of the time, the place and any and all business to be transacted shall be provided to each director not less than seven (7) days prior to the special meeting of the Board of Directors.

#### **SECTION 9: QUORUM**

A simple majority of the members of the Board shall constitute a quorum.

#### **SECTION 10: REQUIREMENT FOR ACTION**

The act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these bylaws.

#### **SECTION 11: ABSENCE**

Any member of the Board of Directors unable to attend a meeting shall, in writing, state the reason for the absence. If a director is absent from two (2) consecutive meetings without sufficient reason as deemed by the Board, the director's resignation shall be deemed to have been tendered and accepted.

#### **SECTION 12: COMMITTEES**

The Board of Directors may designate and appoint any number of committees. The designation and appointment of any such committee and the delegation of authority does not relieve the Board of Directors or any individual director from any responsibility imposed by law.

#### **SECTION 13: COMPENSATION**

Directors and officers shall not receive any compensation for their service on the Board of Directors.

#### **SECTION 14: REIMBURSEMENT**

The Board may by resolution authorize reimbursement of expenses incurred by Board directors and officers in the performance of their duties. The Board of Directors shall prescribe procedures for such reimbursement and the Board may from time to time review such reimbursement procedures.

## **ARTICLE IX OFFICERS**

### **SECTION 1: OFFICERS**

The elective officers of this Association shall be a president, president-elect, secretary/treasurer, vice presidents and immediate past president. Any IADD member in good standing (with the exception of individual, alumni, lifetime and subscriber members) shall be eligible for nomination and election to elective office of the Association, provided the member shall have served on the Board of Directors for at least one (1) year prior to the beginning of service for that position. A year is defined as one annual meeting to the next annual meeting. No company or inter-related company may have more than one (1) representative serving as an officer at one time.

### **SECTION 2: ELECTION AND TERM OF OFFICE**

Officers are elected in any year when the presiding officers' terms are expiring. The term of office for all officers is two (2) years. The president-elect shall assume the office of president and the president may assume the office of immediate past president, except as otherwise provided for in these bylaws. The term of office for all officers shall begin at the close of the Annual Meeting following their election and shall continue through the end of the Annual Meeting signifying the end of their term. An exception may be made due to the resignation or removal of the currently serving President-Elect, in which case, after following all other bylaws regarding vacancy, appointments and elections, the term of office of their replacement begins at the close of the Annual Meeting in any year when the other presiding officers' terms are expiring.

### **SECTION 3: VACANCIES**

Any vacancy occurring in the officers may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting of the Board of Directors, by a majority vote of all directors and officers of IADD. In the event of a vacancy in the position of the IADD president and the president-elect does not assume the position of president, a replacement president may be appointed by the board as per Section 3: Vacancies. For a candidate to be eligible for this position, they must have served as an officer of the organization for at least 2 years. Also, if there are multiple candidates and no candidate gets more than 2/3 of the vote within the board, the board may choose to call for a special election by the membership to choose the replacement president. For the president-elect to assume the role of president due to vacancy, they must also receive 2/3 of the vote within the board.

### **SECTION 4: REMOVAL**

An officer may be removed with or without cause by a two thirds (2/3) vote of the IADD voting membership. Removal is initiated by a two-thirds (2/3) vote of the Board of Directors or by a written request of fifteen percent (15%) of the voting membership. The removal process is defined by and reviewed from time to time by the Board of Directors.

### **SECTION 5: PRESIDENT**

The president shall be the principal elective officer of the Association. The president shall preside at meetings of the Association, the Board of Directors and the Executive Committee. The President shall be an ex-officio member, with right to vote, of all IADD committees except the Nominating and Awards Committees. The president shall also, at the annual meeting of the Association and other times as they may deem proper, communicate to the membership or Board of Directors regarding policies, programs and procedures and make such suggestions as may in the president's opinion promote the mission and visibility of the Association. The president shall perform such other duties as are necessarily incident to the office of president or as may be prescribed from time to time by the Board of Directors. The term of office for the president shall be two (2) years. The president can be re-elected to begin service as president-elect after their term. There is no lifetime limit to the number of terms served.

### **SECTION 6: PRESIDENT-ELECT**

In the absence of the president or in the event of the president's inability to act, the president-elect shall perform the duties of the president and when so acting shall have the powers of and be subject to all of the restrictions upon the president. The president-elect shall perform such other duties as from time to time may be assigned by the president or the Board of Directors. The term of office for the president-elect shall be two (2)

years. Immediately following the term as president-elect, the president-elect shall assume the office of the president for two (2) years, with the possibility of reelection as president-elect of the Association as outlined above. In the event of a vacancy in the position of the IADD president and the president-elect assumes the position of president, the Board of Directors will appoint either a current Board director with no less than one year of service on the IADD Board, or any member who has previously served as an officer, to serve the remainder of the president-elect term. No lapse of service is required. Any appointed president-elect shall not automatically assume the position of IADD president; they must be nominated and elected to the position by the voting membership as defined in ARTICLE XI of these bylaws.

#### **SECTION 7: SECRETARY/TREASURER**

The secretary/treasurer shall be the custodian of the corporate records of IADD, shall insure that all meeting notices are given in accordance with the provisions of these bylaws and as required by law, attend all meetings and keep a record of all proceedings. The secretary/treasurer shall be the principal financial officer of IADD. The secretary/treasurer shall oversee all financial transactions, ensure that adequate and accurate financial records are maintained and that all funds are deposited in the name of IADD in such banks or other depositories as selected by the IADD Board of Directors. The secretary/treasurer shall be responsible to ensure that regular financial statements are prepared and distributed to the Board of Directors and others as required by these bylaws or by law. The secretary/treasurer shall perform such other duties as may be assigned by the president or the Board of Directors. The term of office for the secretary/treasurer is two (2) years, and the secretary/treasurer may be elected for two additional two-year terms, for a total of three consecutive terms. There is no lifetime limit to the number of terms served as long as a one-year lapse occurs between each six (6) years of service.

#### **SECTION 8: VICE PRESIDENTS**

IADD shall have vice presidents whose responsibilities are defined by the Board of Directors and who may represent geographic regions, functional areas, or for other purposes. The number of vice presidents and their scope shall be determined by the Board of Directors and the vice presidents shall perform such duties as assigned by the Board of Directors. The term of office for all vice presidents is two (2) years, and a vice president may be elected for two additional two-year terms, for a total of three consecutive terms. There is no lifetime limit to the number of terms served as long as a one-year lapse occurs between each six (6) years of service. To provide continuity, there shall be two (2) groups of vice presidents, with one-half (1/2) of the vice presidents elected annually. The Board of Directors may from time to time review all aspects of the vice president structure, responsibilities and role. Changes in the vice president structure require a 2/3 majority vote of the Board.

#### **SECTION 9: IMMEDIATE PAST PRESIDENT**

The immediate past president provides experiential guidance and continuity to the Board of Directors. The immediate past president shall perform such other duties as may be assigned by the president or the Board of Directors. Immediately following the term as president, the president may assume the office of the immediate past president for a term of two (2) years. This service is optional. If someone does not elect to serve, the immediate past president position may be left vacant. However, if the Board determines that it is in the best interests of the Association to fill the position, the Board can appoint an immediate past president. Only those who have served a full two-year presidential position are eligible.

### **ARTICLE X COMMITTEES AND TASK FORCES**

#### **SECTION 1: COMMITTEES**

The Board of Directors may designate and appoint any number of committees. The designation and appointment of any such committees and the delegation of authority shall not relieve the Board of Directors, or any individual director of any responsibility imposed by law. The committee chair shall be appointed by the president. The committee members shall be selected by the committee chairperson with review by the president and Board of Directors. While having an IADD Board Member as a member on each committee is recommended, it is not mandatory.

## **SECTION 2: COMMITTEE SERVICE**

IADD committee members' terms of service shall be determined by Board resolution.

## **SECTION 3: EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the officers of the Association. No company or inter-related company may have more than one (1) representative on the Executive Committee at one time. Except as otherwise provided by law or these bylaws, the Executive Committee shall have and exercise the authority of the IADD Board of Directors in the management of IADD between meetings of the Board of Directors, and it shall perform any other duties assigned to it by the Board of Directors. Any actions taken by the IADD Executive Committee shall be ratified by the IADD Board of Directors at its next regular meeting. A simple majority shall constitute a quorum.

## **SECTION 4: FINANCE COMMITTEE**

The Finance Committee shall oversee and monitor the financial activities of IADD. The Committee shall present financial reports to the IADD Board of Directors and its membership, assist the staff in the development of an annual budget for presentation and approval by the Board of Directors and insure that legal and responsible fiduciary procedures are adopted and enforced. The IADD secretary/treasurer shall serve as a member of the Finance Committee.

## **SECTION 5: TASK FORCES**

The president may designate, appoint and disband any number of task forces. The designation and appointment of any such task forces and the delegation of authority shall not relieve the Board of Directors, or any individual director of any responsibility imposed by law. The task force chair shall be appointed by the president. The task force members shall be selected by the chair with review by the president.

# **ARTICLE XI NOMINATING COMMITTEE**

## **SECTION 1: RESPONSIBILITIES AND COMPOSITION**

The IADD Nominating Committee chair shall be appointed by the president. The Committee shall have five (5) members, including at least two (2) IADD Board members. The Nominating Committee shall prepare and present a slate of candidates, normally with at least one candidate for each available position, to be presented to the general membership for a vote by mail. If a suitable candidate has not been found, the matter is to be referred back to the Board of Directors for input. The Nominating Committee shall also present the proposed slate to the Board of Directors prior to the vote by the general membership.

## **SECTION 2: NOMINATION OF CANDIDATES**

The candidates for directors and officers of the IADD Board may be nominated by the general membership, the Board of Directors or the Nominating Committee. All candidates must be IADD members in good standing. Candidates shall be nominated at the IADD annual meeting or by mail in a manner prescribed by the Board of Directors. Nominations submitted by mail must meet the prescribed postmark deadline. Any nomination submitted by the general membership outside of the annual meeting shall be seconded in writing by ten (10) IADD members in good standing.

## **SECTION 3: ELECTION OF CANDIDATES**

Those nominees who receive a majority of votes cast for their respective positions will be duly elected. IADD election ballots will be counted by an independent auditor; when a tie vote occurs among the nominees, the independent auditor shall conduct a lottery drawing to determine the results of the election.

# **ARTICLE XII ASSOCIATION STAFF**

The administration of the Association shall be in a chief executive officer, employed or appointed by the Board of Directors within the limits of the law and these bylaws. The chief executive officer shall be in general charge of the Association headquarters, its operating staff and all activities of the Association and perform such other duties as may be specified by the Board of Directors. The chief executive officer shall select, employ and/or

