INSTITUTE OF PACKAGING PROFESSIONALS
CONSTITUTION

Constitution Approved at Board of Directors Meeting October 27-28, 1991
Approved by IoPP Membership February 24, 1992
Revised and Approved at Board of Directors Meeting April 29, 2004
Revised and Approved at Board of Directors Meeting May 6, 2005
Approved by IoPP Membership August 31, 2005
Revised and Approved at Board of Directors Meeting November 8, 2007
Revised and Approved at Board of Directors Meeting December 29, 2008
Bylaws Revised and Approved at Board of Directors Meeting December 16, 2009
Bylaws Revised and Approved at Board of Directors Meeting November 16, 2011
Bylaws Revised and Approved at Board of Directors Meeting March 16, 2012
Bylaws Revised and Approved at Board of Directors Meeting January 28, 2013
Bylaws Revised and Approved by Board of Directors January 19, 2014
Constitution Revised and Approved by a Vote of the Members March 31, 2014
Bylaws Revised and Approved by Board of Directors July 9, 2022
Bylaws Revised and Approved by Board of Directors May 9, 2024
Bylaws Revised and Approved by Board of Directors March 11, 2026
Bylaws Revised and Approved by Board of Directors September 8, 2026
Bylaws Revised and Approved by Board of Directors October 6, 2026

PREAMBLE

The Institute of Packaging Professionals, recognizing that service to the Institute and Professionals is the premise upon which individual opportunity must be built, does hereby dedicate itself to the improvement and the promotion of packaging as a social and an economic influence vital to the affairs of humanity worldwide.

The Institute is concerned with information leading to technical advancements in the field and will operate in compliance with all applicable laws and regulations governing responsible business organizations.

ARTICLE I - NAME AND DURATION

Section 1 The name of the organization is the Institute of Packaging Professionals, herein after called the Institute.

Section 2 The period of duration of the Institute is perpetual.

ARTICLE II - OBJECTIVES AND PURPOSES

The objectives of the organization shall be to advance the public welfare; to promote the professional expertise and economic welfare of its membership; and to uphold the integrity of the profession which it serves, as follows:

Section 1 Education. To encourage and promote education in the technical and business disciplines applicable to packaging and packaging systems, and to establish professional criteria

and recognize those who attain and maintain professional standards in packaging.

Section 2 Dissemination of Information. To collect and encourage the gathering of information relating to packaging and packaging systems and to disseminate such collected data.

Section 3 Professional Practices. To further the application of cost-efficient design and engineering of packaging and packaging systems for consumer, commercial, industrial and military products.

Section 4 Research and Investigation. To promote and encourage research and investigations in domestic and export packaging and packaging systems, and to facilitate the interchange of the resulting ideas and advancements among its members.

Section 5 Preservation of Natural Resources. To encourage the design and engineering of packaging and packaging systems so as to promote the preservation of natural resources and reduce to the extent consistent with quality and safety any adverse environmental impact on the air, land, or water and in the waste stream.

Section 6 Safety. To foster improvements in the application of packaging materials, machinery, and systems in accordance with accepted principles of safety in the workplace.

Section 7 Economy. To search continually for improvements in design, materials, machinery, and manufacturing procedures which result in superior packages economically produced and functionally sound.

Section 8 Recognition. To recognize professional development and excellence in packaging by firms and individuals.

Section 9 Cooperation. To cooperate with agencies of governments and other organizations, associated institutes and societies in the interests of improved packaging and packaging systems.

ARTICLE III – CHARTERED UNITS AND OTHER UNITS

Section 1 Chapters. The membership of the Institute shall be organized into autonomous Chapters; each classified either as a Chartered, Provisional or Student Chapter, as provided for in the Bylaws. (Ref. Bylaws Article IX, Section 5) In all matters of local concern, each Chapter has full autonomy, provided their activities are consistent with the Constitution, Bylaws, and Policies of the Institute. The Board of Directors may rescind the Charter of any Chartered Chapter as provided in the Bylaws. (Ref. Bylaws Article VIII Section 4E)

Section 2 Other Chartered Units. Other Chartered Units may be established by the Board for a specific purpose and operate as independent entities, provided that their activities are consistent with the Constitution, Bylaws and Policies of the Institute.

Section 3 Establishment and Dissolution. Chartered Units as may be desirable, shall be appointed or dissolved by the Board in accordance with the Bylaws. (Ref. Bylaws Article VIII)

ARTICLE IV – MEMBERSHIP

Section 1 Classification. There shall be various classifications of individual memberships and corporate status as determined by the Board of Directors and specified in the Bylaws.

Section 2 Application. Procedures for applying for membership shall be determined by the Board of Directors.

Section 3 Expulsion. Any member may be expelled from the Institute for cause as determined by a two-thirds (2/3) vote of Directors present at a regular or special meeting of the Board of Directors. Refer to the IoPP Performance Improvement Process and the IoPP Member Expulsion Process as set forth in the Chartered Unit Guide.

ARTICLE V – DUES

Section 1 Dues Administration. Dues, assessments and admission fees, if any, shall be established by the Board of Directors for all classes of membership.

ARTICLE VI – OFFICERS AND DIRECTORS

Section 1 Officers and Directors. All Officers and Directors serving as members of the Board of Directors shall first be members of the Institute in good standing, of Professional, Retired, Fellow or Honorary Life Member classification. Members shall be considered "in good standing" provided they have paid their current membership dues. (Ref. Bylaws Article III Section 5)

Section 2 Terms of Office. Officers and Directors shall take office following their election or appointment, for terms specified in the Bylaws. (Ref. Bylaws Article IV Sections 2 & 3)

Section 3 Election. Officers and Directors shall be elected or appointed as provided in the Bylaws. (Ref. Bylaws Article IV Section 2)

Section 4 Removal. An Officer or Director may be removed from office for cause as provided in the Bylaws. (Ref. Bylaws Article VII, Section 3)

Section 5 Duties and Responsibilities.

A. Policy. The Board of Directors shall determine the policies of the Institute under this Constitution and the provisions of the law under which it is incorporated.

B. Control of Funds. The Board of Directors shall be responsible for the care, investment and expenditure of the funds of the Institute and shall have the power to make appropriations for specific purposes.

C. Bylaws. The Board of Directors shall prepare and adopt a series of Bylaws which shall

govern all procedures under this Constitution. Such Bylaws shall be adopted and may be amended by a concurring vote of not less than two-thirds (2/3) of the votes of the Board present at any meeting, provided that intent to change the bylaws is announced to the Board, presenting the proposed text and referring to the specific bylaw or bylaws to be amended, at least thirty (30) days prior to the meeting at which a vote is to be taken. (Ref. Bylaws Article XI Section 1)

ARTICLE VII – MEETINGS

Section 1 Board Meetings. The regular meetings of the Board shall be held at such time and place as may be determined by the Chair, in accordance with the Bylaws.
(Ref. Bylaws Article IV Section 5)

Section 2 Membership Meetings. Meetings of the membership may be called in accordance with the Bylaws. (Ref. Bylaws Article II Section 4)

ARTICLE VIII – AMENDMENTS

Section 1 Proposal. Amendments to this Constitution, except changes in the Articles of Incorporation, may be proposed by:

A. A majority vote of the Board, or

B. Not less than a majority vote of the members of each of two Chartered Units, or

C. A petition signed by not less than 10% of individual members in good standing.

Section 2 Balloting. Proposed amendments shall be mailed with a ballot by the Secretary to each member excluding Student members. If such amendment or amendments are to be considered at a regular or special meeting of the membership, the mailing must be accomplished not less than 45 days prior to the date of that meeting.

Section 3 Effect. An amendment to the Constitution shall become effective only upon receiving affirmative votes of two-thirds (2/3) of the votes cast.

Section 4 Publication. As soon as practical after the required approval, announcement of the amendment to the Constitution shall be made through the means of an official Institute publication.

ARTICLE IX - ARTICLES OF INCORPORATION

Section 1 Originals. The original Articles of Incorporation are retained in the Institute's headquarters office.

Section 2 Changes. The Board of Directors shall recommend changes in the Articles of Incorporation in accordance with the procedures required by law, which may appear

desirable, or which may be made necessary by an amendment to the Constitution of this Institute.

INSTITUTE OF PACKAGING PROFESSIONALS
BYLAWS

ARTICLE I – ADMINISTRATION

Section 1 Name. The name of the organization is the Institute of Packaging Professionals, assumed corporate name IoPP, hereinafter referred to as "the Institute."

Section 2 Organization. The Institute is a section 501(c)(3) not-for-profit individual membership organization comprised of those whose duties relate to the design, production, engineering, marketing, and management functions in the packaging of consumer, commercial, industrial and military products.

Section 3 Location. The principal office of the Institute is in Herndon, Virginia. The Institute may have other such offices as may be designated by the Board of Directors. The Institute shall in all events be operated and conduct its purposes in accordance with the General Not for Profit Corporation Act.

Section 4 Purposes. The purposes of the Institute are those so specified in the Constitution of the Institute. (Ref. Article II.)

Section 5 Fiscal Year. The Fiscal Year of the Institute is January 1 through December 31.

Section 6 Indemnification. The Institute may indemnify each present, former and future Director, Officer, agent and employee of the Institute acting on behalf or at the request of the Institute against all liabilities incurred by them in connection with or arising out of any action, suit or proceeding in which they may be or have been involved by reason of their acts or omissions in serving the Institute. Such indemnification shall include, but not be limited to, court costs, attorney's fees, cost of settlements, or other incidental costs which the Board of Directors, in its sole discretion, shall determine are appropriate.

The above indemnification provisions shall be at the sole discretion of the Board of Directors as to whether or not a person or entity should be indemnified. However, in the event that any dispute arises for which an indemnity may be claimed and there is a final judgment determining that an individual or entity who seeks indemnification is held not to be liable for any wrongdoing, then the Institute shall indemnify such individual in accordance with the terms and provisions of this indemnification.

Section 7 IoPP Packaging Education Scholarship Fund. The Institute shall operate the IoPP Packaging Education Scholarship Fund ("FUND") consistent with procedures to be adopted by the Board. The Institute shall require that the FUND operate in a manner acceptable to the Internal Revenue Service. Specifically, the FUND shall ensure that all monies paid shall be used only for

appropriate educational purposes and related expenses. Any recipient of scholarship funds who does not comply shall be prosecuted for the return of the scholarship monies paid to him or her. Finally, no relatives of any past or current member of the Board of Directors of the FUND, no relatives of any past or current member of the Board of Directors of the Institute of Packaging Professionals, and no relatives of any past or current member of the selection committee shall be eligible to receive scholarship funds.

ARTICLE II – MEMBERSHIP

Section 1 Classes of Membership. The Institute shall have five classes of membership and one class of participation. The designation of such classes, the qualifications of the members of such classes, and the rights of the members of such classes shall be as follows:

Elite. To be an Elite Member, an applicant should have continuing interests related to packaging. The cost of such membership shall be established by the Board of Directors. In addition to regular voting rights, an Elite Member shall receive privileges as determined by the Board of Directors.

Premium. To be a Premium Member, an applicant should have continuing interests related to packaging. The cost of such membership shall be established by the Board of Directors. In addition to regular voting rights, a Premium Member shall receive privileges as determined by the Board of Directors.

Basic. To be a Basic Member, an applicant should have continuing interests related to packaging. The cost of such membership shall be established by the Board of Directors. In addition to regular voting rights, a Basic Member shall receive privileges as determined by the Board of Directors.

Student. To be a Student Member, an applicant should have continuing interests related to packaging. The cost of such membership shall be established by the Board of Directors. A student member shall receive privileges as determined by the Board of Directors.

Retired. To be a Retired Member, an applicant should have continuing interests related to packaging. The cost of such membership shall be established by the Board of Directors. A Retired Member shall receive privileges as determined by the Board of Directors.

Affiliate. An Affiliate is a non-member having continued interests related to packaging who is participating in the Institute. An Affiliate shall receive privileges as determined by the Board of Directors but shall not be considered a voting Member.

Membership in the Institute is not transferable or assignable, except as set forth in Article II, Section 7, paragraph B.

Section 2 Chapter Affiliation. Each member may select or will be assigned membership in one of the Institute's Chapters. Initial Chapter assignment for new members will be according to postal zip code or by expressed personal preference of the member.

Section 3 Termination. Membership in the Institute may terminate by voluntary resignation or as otherwise provided in Article IV Section 3 of the Constitution. All rights, privileges and interest of a member in or to the Institute shall cease upon termination of membership. Any member wishing to resign must file a written or electronic resignation with the Secretary. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 4 Meetings. Meetings of the membership may be called by the Chair, by a majority of the Board of Directors, or upon written petition of not less than thirty percent (30%) of the total voting members excluding Student members. Each member having voting rights shall be entitled to one vote on each matter submitted to a vote of the members having voting rights.

Annual Meeting - An annual meeting of the members may be held at such time and place as may be fixed by resolution of the Board of Directors.

Special Meetings - Special meetings of the members may be called by the Chair or the Board of Directors and shall be called by the Chair upon the written request of not less than one-twentieth of the members having voting rights. The person[s] calling a special meeting of the members shall fix the time and place of any such meeting.

Notice of Meetings - Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than 5 nor more than 60 days before the date of such meeting, unless otherwise provided by statute, the Articles of Incorporation, or these Bylaws. In case of a special meeting or when required by statute or by these Bylaws, the purpose(s) for which the meeting is called shall be stated in the notice.

Record Date - The record date for any meeting of the members shall be the date on which notice is delivered.

Quorum - The members present at a meeting in person or by proxy holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum. If a quorum is not present, a majority of the members present may adjourn the meeting to another time without further notice. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Manner of Action - The act of a majority of the members having voting rights present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by statute, the Articles of Incorporation, or these Bylaws.

Attendance by Telephone - Members may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with one another or through any technology

allowable under law, but only to the extent allowed by the Board of Directors. Such participation in the meeting shall constitute presence in person at the meeting.

Proxies - Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person(s) to act for him by proxy executed in writing. A proxy shall not be voted or acted upon after eleven (11) months from its date unless it provides for a longer period.

Action Without Meeting - The members may take any action which they could take at any meeting of the members without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote on the subject thereof. A less than unanimous consent will nonetheless be effective if signed by the members having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all the members entitled to vote thereon were present and voting, provided written notice of the proposed action is delivered to each member entitled to vote on the subject at least five (5) days prior to the consent's effective date, and, after the effective date of the consent, written notice of the action so taken is promptly delivered to those members entitled to vote who have not consented in writing.

The Chair of the Board shall preside at such meetings.

Informal Action By Members. Members may take informal action by mail, e-mail, or any other electronic means provided the action receives approval by a majority of the members so voting, and provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting of the members. Voting must remain open for not less than five days from the date the ballot is delivered. In the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 20 days from the date the ballot is delivered.

Section 5 Professionals.

Certified Professional. A Certified Professional designation shall apply to those who hold the status of Certified Packaging Professional (CPP).

Professional. A Professional designation shall apply to those holding Elite, Premium, Basic and Retired class of membership.

Section 6 Supplementary Classifications.

A. Fellow. The Fellow designation is conferred by formal action of the Board of Directors acting upon the recommendation of the Honors and Awards Committee, as recognition for special and outstanding contribution and service to the field of packaging. No more than one Fellow for every 1,000 current members may be approved by the Board in any one year. Such contributions and service should typify the knowledge, skills and conduct of the dedicated professional. Each nominee shall have been a member in good standing for an uninterrupted period of at least fifteen (15) years and have a current membership designation of Certified Packaging Professional (CPP).

B. Honorary Life. The Honorary Life designation is conferred by formal action of the Board of Directors acting upon the recommendation of the Honors and Awards Committee, as recognition for special and outstanding contribution and service to the Institute. Each nominee shall be a member in good standing for a period of at least twenty-five (25) years, the last 5 years must be consecutive; and, if having served as an officer of the Institute, remained active in promoting the objectives and purposes of the Institute for a minimum of three (3) years following such service.

C. Future Packaging Visionary. The Future Packaging Visionary designation is conferred by formal action of the Board of Directors acting upon the recommendation of the Honors and Awards Committee, as recognition for rising packaging professionals early in their career who have demonstrated exceptional vision, innovation and leadership in the packaging industry. Each nominee shall be a member in good standing for an uninterrupted period of at least three (3) years, be a packaging professional for less than ten (10) years.

Section 7 Corporate Classifications

A. Partners. The classifications "Platinum Partner," "Gold Partner," "Silver Partner" and "Bronze Partner" are administrative classifications which apply to corporations, associations or institutions supporting the Objectives and Purposes of the Institute through membership of one or more employees, pursuant to procedures established by the Board of Directors.

1. Platinum Partners, Gold Partners, Silver Partners and Bronze Partners shall be entitled to transfer membership privileges among their employees within a given membership year.

2. Individuals designated as members under this section shall be classified as they may individually qualify.

B. Platinum Partners, Gold Partners, Silver Partners and Bronze Partners are non-voting members of the Institute, though individual members associated with these corporate classifications have voting privileges of their respective memberships.

Section 8 Membership List. IoPP shall maintain current lists of the names, addresses and classifications of all members.

ARTICLE III – DUES

Section 1 Term. Membership is on an annual term commencing in the month of dues payment and terminating at the end of the same month in the following year. Dues are non-refundable and, except as noted under Corporate Classifications, non-transferable.

Section 2 Amount. The annual dues in the Institute for each classification of membership will be established by the Board of Directors.

Section 3 Partners. Platinum Partners, Gold Partners, Silver Partners and Bronze Partners

dues will be established by the Board of Directors and entitle each to designate and transfer individual memberships within a membership year.

Section 4 Exemptions. Exemptions to dues may be established by majority vote of the Board of Directors.

Section 5 Non-payment. Non-payment of dues in any given membership year by 60 days after the anniversary month is the basis for suspension of all member privileges and removal from rosters of the Institute, the appropriate Chapter and other Chartered Units.

Section 6 Chartered Units Financial Policy. Each Chartered Unit of the Institute may receive financial support funds and grant funds from the Institute as determined by the Board of Directors by following the proper procedures for applying for these funds.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 General Powers. The affairs of the Association shall be managed by its Board of Directors.

Section 2 Number. The number of directors shall be eleven (11).

Section 3 Election. Directors shall be elected every year by the members. The votes cast shall be counted, and in even years the 4 persons receiving the most votes shall be declared elected, and in odd years the 5 persons receiving the most votes shall be declared elected. The President shall be appointed by the Board of Directors and shall serve as a nonvoting member of the Board of Directors. The General Manager shall serve, ex officio, as a nonvoting member of the Board of Directors.

Section 4 Tenure. Each director shall hold office for two years and until his successor is duly elected and qualified or until his death, resignation or removal. No director may serve more than 3 consecutive terms.

Section 5 Qualifications. Directors need to be members in good standing with the Institute.

Section 6 Annual Meeting. An annual meeting of the Board of Directors shall be held without notice other than these Bylaws, immediately after, and at the same place as, the annual meeting of members.

Section 7 Other Regular Meetings. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice other than such resolution.

Section 8 Special Meetings. Special meetings of the Board of Directors may be called by the Chair or any 3 directors, and the person[s] calling a special meeting of the Board shall fix the time and place of any such meeting.

Section 9 Notice. The notice or waiver of notice of any meeting of the Board need not specify the business to be transacted at, nor the purpose of, such meeting unless specifically required by law or these Bylaws. Notice of any special meeting of the Board of Directors shall be given at least 5 days in advance by written notice to each director.

Section 10 Quorum. At all meetings of the Board of Directors a majority of the total number of voting directors then in office shall constitute a quorum for the transaction of business. If less than a majority of the voting directors is present at said meeting, a majority of the voting directors present may adjourn the meeting to another time without further notice. Withdrawal of directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 11 Manner of Action. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws.

Section 12 Action Without Meeting. The Board of Directors may take any action which it could take at a meeting of directors without a meeting if a consent in writing, setting forth the action so taken, is acknowledged by all the directors entitled to vote on the subject thereof.

Section 13 Attendance by Telephone. Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other or through any technology allowable under law. Such participation in a meeting shall constitute presence in person at the meeting.

Section 14 Vacancies. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected or appointed to fill a vacancy shall serve for the unexpired term of his predecessor, and until his successor is duly elected and qualified or until his death, resignation or removal.

Section 15 Mail or Electronic Ballot. The Board of Directors may, at its discretion, submit the election of directors, or other matters to the extent allowed by law, to the voting members of the Institute by mail ballot or electronic ballot to the extent and as allowed by law.

Section 16 Compensation. Directors shall not receive any compensation for their services as directors, but by resolution of the Board of Directors, directors may be reimbursed for expenses incurred in attending any regular or special meeting of the Board. A director may serve the Institute in any other capacity for reasonable compensation.

Section 17 Removal. A director may be removed with or without cause, by the affirmative vote of two-thirds of the members entitled to vote on removal of directors, at a meeting at which a quorum is present, provided 20 days written notice of the meeting is delivered to all such members stating that a purpose of the meeting is to vote on removal of the named director(s).

ARTICLE V - COMMITTEES

Section 1 Creation of Committees. The Board of Directors may, by resolution adopted by a majority of the directors in office, designate such standing or special committees as it deems appropriate. Each committee shall consist of such persons as the Board shall appoint.

Section 2 Quorum. Unless the presence of a greater number is required in the resolution designating a committee, a majority of the whole committee shall constitute a quorum.

Section 3 Manner of Acting. Unless the act of a greater number is required in the resolution designating a committee, 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.

Section 4 Meetings. Unless otherwise provided in the resolution designating a committee, such committee may, by majority vote, select its chairman, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure consistent with these Bylaws or with rules adopted by the Board of Directors.

Section 5 Term of Office. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee is terminated sooner, or unless such member is removed from the committee, resigns, dies, or ceases to qualify as a member thereof.

Section 6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7 Action Without Meeting. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the committee entitled to vote with respect to the subject matter thereof.

Section 8 Attendance by Telephone. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other or through any technology allowable under law. Such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE VI – OFFICERS

Section 1 National Officers. The Institute shall have national officers who are elected by the Board of Directors to serve as follows.

A. Chair of the Board. The Chair shall preside at all meetings of the Board unless unable to do so.

B. Vice Chair. The Vice Chair shall perform the duties of Chair in absence of the Chair.

C. Treasurer. This officer shall function as Treasurer and supervise all financial operations including the preparation of budgets, authorizing expenditures in accordance with procedures adopted by the Board and shall report upon the financial records and financial position of the Institute when called upon to do so by the Chair or the Vice Chair. This officer shall assume the duties of the Vice Chair in the Vice Chair's absence or inability to serve.

D. Vice President–Education and Certification. This officer supervises all activities related to educational activities of the Institute, including continuing professional education and university related activities, and reports upon such activities when called upon to do so by the Chair or the Vice Chair. It is preferred this officer shall hold the CPP designation.

E. Vice President–Membership. This officer shall be responsible for all activities related to the Institute's membership, including coordination and oversight of the Institute's Chartered Units. This officer shall report upon the status of membership when called upon to do so by the Chair or Vice Chair.

G. Secretary. The General Manager shall serve as Secretary and shall be responsible for giving notice of and for supervising the preparation and maintenance of the records of all general membership and Board meetings, and for authenticating the records of the Institute as required by law.

Section 2 President and Staff. The Board shall appoint a President to serve as chief staff executive (CSE) and shall specify the President's term, compensation, and responsibilities. The President shall appoint, supervise, and may remove a General Manager and such other staff of management organization as required to operate the Institute, consistent with the budget and policies approved by the Board.

ARTICLE VII – SPECIAL COUNCILS

Section 1 Special Councils. The Board may from time to time create Special Councils to address specific subject matters and/or develop reports or plans, and to make reports to the Board. Such Special Councils shall be comprised of those appointed by the Board.

Section 2 Officers. Each Council shall elect its own officers, subject to confirmation by the Board of Directors. If a Council fails to elect such officers within sixty (60) days of a vacancy, the Chair may appoint such office.

ARTICLE VIII - ELECTIONS

Section 1 Board and National Officers. An annual election of Board members and Officers will be conducted within the following guidelines:

A. Open Nomination Process. The nominating process is open to all Institute members in good standing. A call for nominations will go out to the Institute's membership not less than 30 days prior to voting. If a sufficient number of qualified candidates is not received, a Nominating Committee comprised of the Vice Chair and the other voting directors who are not up for election that year will be convened with the charge to ensure that a sufficient number of candidates are presented to the membership for consideration.

B. Qualification. All nominees must be Professional or Certified Professional members in good standing.

C. Election. The election process shall give members the opportunity to vote in favor of or against each nominated individual. Nominees are elected if they receive more of the votes cast in the election than other nominees for the position available. Voting may be conducted by electronic ballot or paper ballot or voice vote, pursuant to procedures selected by the Board in advance of the vote.

ARTICLE IX - CHARTERED UNITS

Section 1 Organization. The Institute shall be operated to include Chartered Units organized according to the provisions of the Constitution, Article III.

Section 2 Authority. Chartered Units are charged with the responsibility of furthering the technical knowledge and information dissemination within the field of their respective interests, but are specifically prohibited from formulating, approving and disseminating product standards, specifications and recommended practices without Board approval.

Section 3 Financial. Chartered Units may charge fees and other monies to provide for their operating expenses. Chartered Units must maintain complete reports of their finances and provide them to the Chair for review upon request at any time.

Section 4 Chartered Units. Units operate under the authority of the Board of Directors, which may formulate specific guidelines for such operations and accord the respective units the status of a Charter Unit.

A. A Chartered Unit may be either a Chapter or Committee.

B. Each Chartered Unit may elect its own officers, establish its own organization and provide for meetings and education programming in accord with the objectives and purposes of the Institute. Chartered Unit officers must be IoPP members in good standing. IoPP members in good standing have paid their current dues and are not on probation.

C. Each Chartered Unit must report its financial condition when requested by the National Board.

D. Merging or dividing existing units is subject to approval by the Board of Directors.

E. Rescind. The Board of Directors, upon majority vote of those present at a duly constituted meeting, may rescind the charter of any Chartered Unit which fails to comply with the policies and practices of the Institute, or is otherwise deemed to be materially failing to fulfill its purpose, provided that the Board first gives the unit at least thirty (30) days written notice of its violations and proposed termination and is given an opportunity to present to the Board new facts in its defense. The Board shall consider such additional facts and promptly reach a final decision. If the Charter is rescinded, all monies collected by and accruing to the Unit revert to the national organization. Such action shall be taken without prejudice to those members previously identified as members of said Unit. Those members may request reassignment to another Chartered Unit.

Section 5 Chapters.

A. Chartered. A Chapter must have a minimum of twenty-five (25) members excluding Student members and have been holding regular membership meetings for at least six (6) months prior to its qualifying for a Charter.

B. Provisional. A Provisional Chapter may be formed to serve an area in which at least fifteen (15) members excluding Student members reside.

C. Student. A Student Chapter may be formed by any number of students to serve students at colleges, universities and technical/vocational schools teaching packaging courses with the approval of a faculty advisor.

Section 6 Committees.

A. Technical. Technical Committees and other technical task force groups are established under the guidelines formulated by the Technical Council. Such guidelines are subject to the approval of the Board.

B. Operating. Various standing committees including those specified in the Bylaws may be established for specific operating purposes by action of the Board.

C. Ad hoc. Officers are empowered to establish various ad hoc committees and task force groups to accomplish specific objectives within their purview of operations.

ARTICLE X - USE OF INSTITUTE NAME

Section 1 The name of the Institute shall not be used by any member, Chapter, committee or other corporation or organization as an endorsement, stated or implied, for any product or technique whatsoever.

Section 2 The Institute is an individual membership organization and its name may not be used by any company, association or institution to state, imply or infer membership in the Institute, except as specified in Section 3 below.

Section 3 Partners may show “Partner” in conjunction with the Institute's logotype, name or initials on their letterhead. Promotional literature and advertising prepared by a Partner may also list this fact, provided that there is no implication of endorsement by the Institute of the company or its products.

Section 4 Use by members of the Institute's full name, its abbreviation (IoPP) or its logo (emblem) is encouraged, but permitted only under the following conditions:

A. Reproduced on business stationery and cards in association with the individual's name and in an acceptable form, e.g. "Member, Institute of Packaging Professionals," "Member, IoPP." The specific membership classification may also be used, e.g. "Professional Member," “Fellow Member."

B. In a listing of accomplishments, employment and memberships.

ARTICLE XI - AMENDMENTS

Section 1 Board Authority. These Bylaws may be amended, repealed or altered, in whole or part, by action of two-thirds (2/3) of the Board present and voting in favor of such motion, provided that "Notice of Intent to Amend Bylaws" presenting the proposed text and referring to the specific bylaw or bylaws to be amended is provided to the directors at least thirty (30) days in advance of the regular or special meeting at which the proposal is to be considered.

Section 2 Membership Action. Amendments may also be proposed by a majority vote of members excluding Student members in each of at least two Chartered Units or by a petition signed by ten (10%) percent of the individual members excluding Student members.

A. Amendments so proposed shall be provided by the Secretary with a ballot to each member excluding Student members at least thirty (30) days prior to the regular or special Board Meeting at which the amendment is to be considered.

B. The Secretary shall tally the votes and report results to the Board. An amendment receiving two thirds (2/3) affirmative vote of the ballots cast, providing that twenty (20%) percent of the members excluding Student members vote, shall become effective immediately.

ARTICLE XII – DISSOLUTION

Section 1 The Institute shall use its funds to accomplish the Objectives and Purposes specified in these Bylaws and, upon dissolution, no part of said funds shall belong to or be distributed to members of the Institute.

Section 2 On dissolution of the Institute, the Board shall designate any remaining funds for distribution to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations serving the field of packaging.

ARTICLE XIII – VALIDITY

Section 1 Validity. The validity of these Bylaws is not affected by the illegality or failure of any of its parts; therefore, should any part of said Bylaws be deemed illegal, immoral, unconstitutional or generally fails, its subsequent retraction will have no adverse effect on the enforceability of the remaining provisions.