

Book Industry Environmental Council (BIEC)

Bylaws

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be the Book Industry Environmental Council (BIEC). It shall be an unincorporated, non-profit program of Social and Environmental Entrepreneurs (SEE) and shall be coordinated by Green Press Initiative (GPI).

Section 2 – Purpose: The Book Industry Environmental Council (BIEC) is organized exclusively for multi-stakeholder collaboration and educational purposes.

The purpose of this organization is:

- To identify, foster, and communicate best practices to reduce the environmental footprint and increase the sustainability of books (printed and/or electronic).
- To strive to benchmark, track and improve our industry's environmental footprint with science-based research and collaboration from a balanced and fully represented supply chain.

ARTICLE II - MEMBERSHIP

To become a member of the BIEC a company or organization must:

- Complete a membership application
- Agree in writing to accept and act in conformance with the Mission Statement of the BIEC
- Maintain active participation in calls, meetings and BIEC sponsored events
- Pay and stay current with applicable annual membership dues
- Agree in writing to lawful, cooperative collaboration within anti-trust guidelines
- Gain approval for membership by a majority vote of current members
- To retain membership for those already involved, a company or organization must comply with all above requirements, except submission and approval of a completed membership application will not be required for existing members

Membership is granted after current members approve a membership application and receipt of annual membership dues. All new memberships shall be granted upon a majority vote of current members and are subject to sector constituency balance.

Section 2 – Annual dues: The amount required for annual dues shall be tiered based on corporate revenue and sector and is established by a vote of current members. Continued membership is contingent upon being current on membership dues. A membership year shall be from April 1st to March 31st each year. Dues shall be paid annually on or before March 31st. Prospective members may participate on a trial basis free of charge for a period beginning at the time they first express interest in joining the BIEC and ending 30 days after the following meeting of the full council. New members joining after June 30th shall have their dues prorated quarterly based on the date they began participating in the BIEC. Members participating in a trial membership shall not be eligible to vote on issues brought before the council until membership dues have been paid.

Section 3 – Rights of members: Each member company/organization shall be eligible to appoint one voting representative to cast the member’s vote for all issues brought before the council. Member companies and organizations may have up to two additional non-voting representatives participate in BIEC meetings.

Section 4 – Resignation and termination: Any member may resign by filing a written resignation with the Executive Director or Co-Directors. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

- **Non-payment of Dues:** Membership shall be terminated for non-payment of dues. A member dropped solely for non-payment of dues may be reinstated automatically upon payment of BIEC dues.

- **Infractions:** Members may be admonished, suspended from certain privileges, or expelled from BIEC membership for any of the following reasons...
 - Council inactivity. Members must make a reasonable effort to attend meetings and participate on scheduled meetings and calls.
 - Willful disregard of anti-trust guidelines and the BIEC’s collaborative spirit.
 - Conduct detrimental to the BIEC and its mission.

Disciplinary action under the above infraction provision shall be taken only upon a two-thirds vote of the other BIEC members by a secret ballot. Disciplinary action shall be initiated only upon presentation to Executive Director or Co-Directors of a written petition for disciplinary action, submitted by at least two members of the BIEC not in the same company or organization.

Upon receiving such a petition, the BIEC coordinator shall take such actions that are deemed necessary to notify the accused member or members, in writing, of the petition, and of the place, date, and time at which the petition will be considered by council members. The accused member or members shall have the right to speak on their own behalf. Such considerations shall take place no sooner than twenty-one days and no later than seventy days after the petition is received by the Executive Director or Co-Directors.

Complaints against the Executive Director or one of the Co-Directors may be submitted to the BIEC coordinator who will carry out the duties of the Executive Director or Co-Directors as described above.

Section 5 – Non-voting membership: The BIEC shall have the authority to establish and define non-voting categories of membership. The creation of such non-voting categories of membership shall require a majority vote of council members.

ARTICLE III – MEETINGS OF MEMBERS

Section 1 – Regular meetings: Regular meetings of the members shall be held at least twice a year at a time and place designated by the Executive Director or Co-Directors. Prospective members may observe one meeting prior to joining the BIEC with the approval of the current council members. Prospective members will not have voting rights until such a time that they are formally accepted as members.

Section 2 – Notice of meetings: Printed or electronic notice of each meeting shall be given to each voting member, by mail or email, not less than two weeks prior to the meeting.

Section 3 meeting Agenda: At each meeting, Executive Director or Co-Directors shall present progress on the various priorities of the BIEC and votes on proposals may be held. Additionally, the Executive Director or Co-Directors shall present an update on budgetary issues. The Executive Director or Co-Directors shall set the agenda for each meeting. Any member may contact Executive Director or Co-Director about additions at least 2 weeks prior to any meeting. The Executive Director or Co-Directors may delegate any of the responsibilities described in the section to any other willing member of the council.

Section 4 – Quorum: The quorum consists of those who participate in a vote.

Section 5 – Voting:

The Executive Director or Co-Directors may request a vote on any proposal at any meeting or conference call open to all members. The Director or Co-Directors may also request a vote via electronic communication such as email.

Votes shall be decided by a simple majority of voting members who participate. When a vote is requested either at a meeting or on a conference call and all voting members are not present, the Executive Director or Co-Directors shall provide a summary of the proposal and resulting discussion to those voting members who were not present. Upon receiving this summary, voting members who were not present for the discussion shall have up to one week to vote via email.

ARTICLE IV –EXECUTIVE DIRECTOR

Section 1 – Executive Director: The Executive Director is nominated by and elected by the members of the BIEC . Alternatively, two Co-Directors may be nominated and elected in which case they will share the duties of Executive Director. The Executive Director or Co-Directors have day-to-day responsibility for the organization, including carrying out the organization’s goals and policies. The Executive Director or Co-Directors will attend and preside over all general meetings and calls and report on the progress of the organization.

ARTICLE V - AMENDMENTS

Section 1 – Amendments: These bylaws may be amended when necessary by a two-thirds majority of members participating in the vote. With the exception of the requirement for a two-thirds majority, the voting procedure shall be as described in Article III, Section 5. Any member of the BIEC may propose an amendment to be voted on by the council. Proposed amendments must be submitted to the coordinator (GPI).