

Book Industry Environmental Council (BIEC) Bylaws

Revised 5/24/2017

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).

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 the supply chain – including publishers, book manufacturers, paper manufacturers and suppliers, book sellers and environmental NGOs.

ARTICLE II - MEMBERSHIP

Section 1 – Membership requirements: To become a member of the BIEC, a company, organization, or individual must:

- Complete a membership application.
- Agree in writing to accept and act in conformance with the Mission Statement of the BIEC.
- Be part of the book publishing or book manufacturing supply chain and/or have an interest in the mission 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.
- Individual memberships are available to people with an interest in the mission of the BIEC who have no current book supply-chain corporate or organizational affiliation.
- Existing BIEC members must comply with all above requirements. However, submission and approval of a completed membership application is not required for existing members.

Membership is granted after current members approve a membership application and after receipt of annual membership dues. All new memberships shall be granted upon a majority vote of current members. Such vote may be taken by email or online poll after discussion at a business meeting or conference call.

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 or 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. Each person with an individual membership shall have one vote.

Section 4 – Resignation and termination: Any member may resign by filing a written resignation with the BIEC Chairperson or Co-Chairs. 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, which may be conducted via online poll. Disciplinary action shall be initiated only upon presentation of a written petition, submitted by at least two members of the BIEC not in the same company or organization, to the Chairperson, Co-Chairs, or Coordinator.

Upon receiving such a petition, the BIEC Coordinator shall take such actions as 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 Chairperson, Co-Chairs, or Coordinator.

Complaints against the Chairperson or Co-Chairs may be submitted to the BIEC Coordinator who will carry out the duties of the Chairperson or Co-Chairs as described above. Complaints against the BIEC Coordinator shall be submitted to the Chairperson or Co-Chairs.

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 all council members. Such vote may be taken by email or online poll after discussion at a business meeting or conference call.

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 Chairperson or Co-Chairs. 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 they are formally accepted as members.

Section 2 – Monthly conference calls: Monthly conference calls open to all members are scheduled between regular meetings. Monthly calls are business meetings, and may include voting on proposals. Prospective members may be present on these calls, but will not have voting rights until they are formally accepted as members.

Section 3 – Notice of meetings and conference calls: Notice of each regular meeting shall be given to each voting member, by mail or email, not less than two weeks prior to the meeting. A general schedule of member conference calls is established at the beginning of each year. Individual calls may be rescheduled or cancelled, with notice of cancellation or rescheduling provided to the members by email no less than 5 days in advance.

Section 4 – Meeting and conference call agenda: At each meeting or conference call, the Chairperson or Co-Chairs and the Coordinator shall present progress on the various priorities of the BIEC, and votes on proposals may be held. Additionally, at the twice-yearly meetings, the Chairperson, Co-Chairs, or Coordinator shall present an update on budgetary issues. The Chairperson or Co-Chairs and the Coordinator shall set the agenda for each meeting or conference call. Any member may submit agenda items to the Co-Chairs and Coordinator at least 2 weeks prior to any regular meeting or 1 week prior to any conference call. The Chairperson or Co-Chairs may delegate any of the responsibilities described in this section to any other willing member of the council.

Section 5 – Quorum: The quorum shall be 50% of current members, who must be present at a meeting or participate in a conference call when a discussion and vote on ordinary proposals take place. However, votes to approve new members, discipline or expel a member, add a membership category, or amend the bylaws require participation by all members, as provided in Article II, Sections 1,4 and 5, and Article V.

Section 6 – Voting: The Chairperson or Co-Chairs may request a vote on any proposal at any meeting or conference call open to all members where a quorum is present. A simple majority is required for the proposal to pass. However, votes to approve new members, discipline or expel a member, add a membership category, or amend the bylaws require participation by all members, as provided in Article II, Sections 1,4 and 5, and Article V.

ARTICLE IV – CHAIRPERSON /CO-CHAIRS AND COORDINATOR

Section 1 – Chairperson: The Chairperson is nominated by and elected by the members of the BIEC. Alternatively, two Co-Chairs may be nominated and elected. The Chairperson or Co-Chairs have day-to-day responsibility for the organization, including carrying out the organization's goals and policies. The Chairperson or Co-Chairs will attend and preside over all general meetings and conference calls and report on the progress of the organization.

Section 2 – Coordinator: The BIEC membership may authorize the Chairperson or Co-Chairs to recruit and hire a paid Coordinator to carry out the day-to-day administrative duties of the BIEC. Hiring terms and number of hours worked shall be determined by the Chairperson or Co-Chairs, subject to the BIEC's needs and budgetary constraints and to employment rules of the BIEC's fiscal sponsor, Social and Environmental Entrepreneurs (SEE).

ARTICLE V - AMENDMENTS

Section 1 – Amendments: These bylaws may be amended when necessary by a two-thirds majority of all members of the BIEC. Such vote may be taken by email or online poll after discussion at one or more business meetings or conference calls.

With the exception of the requirement for a two-thirds majority, the voting procedure shall be as described in Article III, Section 6. Any member of the BIEC may propose an amendment to be voted on by the full Council. Proposed amendments must be submitted to the BIEC Coordinator.