

Bylaws of the Contract Packaging Association

A Nonprofit Corporation

Article I The Association

1. Name. The name of the Association is the Contract Packaging Association, a non-stock corporation incorporated in the State of Virginia.
2. Location. The principal office of the Association shall be established by the Board of Directors.
3. Goals. The goals of the Association are to increase the visibility and success of the Association's membership by providing opportunities for dialogue, education, advancement, and improvement of all aspects of the contract packaging industry through meetings, seminars, communications, publications, and other programs and activities.
4. Restrictions. All policies and activities of the Association shall be consistent with:
 - (a) applicable federal, state, and local antitrust, trade regulation, or other legal requirements; and
 - (b) applicable tax exemption requirements, including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

Article II Membership

1. Membership Qualifications. Membership in the Association is available to contract packaging businesses (corporations, limited liability companies, partnerships or sole proprietorships) and those businesses related to them. Individual employees of members may serve as Directors and Officers. There are two categories of membership (hereafter, collectively referred to as "membership"):
 - (A) Members, which category shall contain entities (corporations, limited liability companies, partnerships or sole proprietorships) that are in the business of performing contract packaging services for fees, whether or not such business is the entities' only business; and
 - (B) Associate Members, which category shall contain entities which serve, supply or support entities that are in the business of performing contract packaging services for fees.

The Board of Directors may establish the privileges, responsibilities and dues requirements for each respective category of membership.

2. Applications for Membership. Each applicant for membership must complete and sign the application form provided by the Association and submit the application to the principal office of the Association, pay the first year's dues, and appoint both an "Official Representative" and an "Alternate Representative" for the member company. Each such representative shall be an individual person holding a senior position at the member company, specifically, at the director level or higher. The Official Representative shall represent the member company in Association business. The Alternate Representative shall represent the member company in the absence of the Official Representative. The Board of Directors, in its sole discretion by a two-thirds vote, may reject any membership application submitted to it. When a Member is in the business of performing contract packaging services for fees and also a business or businesses other than contract packaging, the Official Representative and Alternate Representative must each be individuals whose primary function relates to performing contract packaging services for fees.

3. Resignation. Any member business may resign by filing a written resignation with the Board of Directors; however, resignation does not relieve a member business from liability for dues accrued and unpaid as of the date of resignation.

4. Expulsion. Any member may be expelled for adequate reason by a two-thirds vote of the Board of Directors. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the member. Any member proposed for expulsion for another reason shall be given advance written notice including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision.

Article III Dues

1. Dues. Dues are established by the Board of Directors.

2. Delinquency. Any member of the membership which is delinquent in dues for a period of forty-five (45) days shall be notified of the delinquency and expelled from membership.

3. Refunds. No dues will be refunded.

Article IV Board of Directors

1. Directors. The governing body of the Association is the Board of Directors, which has authority over and is responsible for the supervision, control, and direction of the Association.

2. Composition of the Board. The Board of Directors shall be comprised of the Officers, any Director(s) at large, and the Executive Director as a non-voting member, and shall consist of at least six (6) persons, who shall include four (4) Official Representatives of Members, (who shall be elected by the Members); and up to three (3) Official Representatives of an Associate Member; (who shall be elected by the Associate

Members); and the Executive Director. The Board of Directors shall endeavor to the extent feasible to assure that the Board be comprised of ten (10) individuals at any given time, and no more than ten (10). The Board of Directors shall provide whether any Directors to fill a position on the Board shall be elected by Members or Associate Members, subject to the limitations in this paragraph.

3. Election. Election of the Board will be pursuant to procedures described in Article V Section 3.

4. Term of Office. Directors serve terms of two years. Directors may serve no more than three (3) consecutive terms, unless a Director is serving as an Officer, in which instance the individual remains a Director for as long as he or she serves as an Officer.

5. Vacancies. If a vacancy occurs on the Board of Directors for any reason, the position is filled for the unexpired portion of the term by the Board of Directors.

6. Meetings. The Board of Directors meets at least annually at whatever times and places it selects. The presence of more than 50% of the Directors constitutes a quorum. A majority of Directors (not including the Executive Director) where a quorum is present is necessary to make a decision except where some other number is required by law or by these Bylaws. Proxy voting is not permitted. Mail voting is not permitted.

7. Removal. A Director may be removed for adequate reason by a two-thirds vote of the Members.

8. Compensation. Directors, other than the Executive Director, may not receive compensation for their services, but may be reimbursed for reasonable expenses incurred in connection with CPA activities at the discretion of the Board.

9. Honorary Individual Members: The Board may designate any individual an Honorary Individual Member. An Honorary Individual Member has a standing invitation to attend any Board or membership meeting or any other event sponsored by CPA. An Honorary Individual Member need not apply for membership, and does not have any of the other rights or responsibilities of members or associate members. The Board may in its sole discretion determine the start and end to an individual's service as an Honorary Individual Member.

Article V Officers

1. Officers. The Officers of the Association are a President, an Immediate Past President, a Vice President, a Treasurer, and an Executive Director, who shall be a non-voting Officer. No representative of an Associate Member may be slated as, or serve as, an Officer.

2. Qualifications. Officers, except for the Executive Director, must be Directors at the time of their service as Officers. One person may hold two or more offices at the same time except that one person may not be President and Treasurer at the

same time. Officers may serve consecutive terms, except that officers may not serve more than two consecutive terms in the same office.

3. Election Procedure.

Background: Members of the Board of Directors have 2-year terms though each year some may be up for election. Officer positions, listed in Article V, paragraph 1, have 2-year terms, though some may be up for election each year. Elections will be held each year, except that in a year when the terms of no Board members or Officers end, no election will be held.

Overview of procedure: The general election procedure is designed to have candidates for Director and Officer positions identified by a Nominating Committee, or if the Nominating Committee does not fulfill its duties, then by the current President, or if there is no current President or the current President fails to act, then by the Board, after which Directors are chosen from among the candidates by election of the Members and Associate Members, as explained below, and after which Officers are chosen from among the candidates by the Board.

Election procedure in detail:

Candidates for positions as Director or Officer shall be identified by a Nominating Committee, or if the Nominating Committee does not fulfill its duties, then by the current President, or if there is no current President or the current President fails to act, then by the current Board. The Nominating Committee shall be comprised and shall operate pursuant to procedures adopted and amended from time to time by the Board in its sole discretion.

At least thirty (30) days prior to the beginning of Association's Annual Meeting, the Nominating Committee or in their absence or failure, the President, shall designate a slate of candidates it deems qualified to serve as Directors in accordance with these Bylaws, and shall publish a notice of the slate to Members and Associate Members by any means reasonably calculated to give them notice.

The notice shall include (a) a list of all candidates offering themselves for election to the Board and (b) recitation of the number of Board positions up for election that year;

(A) Voting: Voting shall take place by confidential ballot at the Annual Meeting, electronically or via US Mail using procedures chosen by the President. Voting shall take place during any reasonable time period chosen and announced by the President within the time frame of the beginning of the Annual Meeting and 30 days thereafter. Each

Member shall have one vote for each Board of Directors position being voted upon that is elected by the Members. Each Associate Member shall have one vote for each Board of Directors position being voted upon that is elected by the Associate Members. As for the Board of Directors positions that are elected by the Members, the persons receiving the highest vote totals equivalent to the number of Directors being elected by the Members are elected. As for the Director(s) elected by the Associate Members, the person(s) receiving the highest vote totals equivalent to the number of Directors being elected by the Associate Members are elected.

- (B) After new Board members are elected, the Nominating Committee shall publish first to the Board for its approval a roster of Officers for the coming year, drawing all Officers from the Board. .
- (C) The Board shall approve by majority vote the roster of Officers, voting only Yea or Nay on the entire roster of Officers. If the roster is not approved, the Nominating Committee, in consultation with the Board, shall promptly develop and propose a revised slate of Officers which shall then promptly be voted upon by the Board.
- (D) After the Board approves the roster of Officers, the Board shall promptly notify all Members and Associate members of the identities of the Officers, by any means reasonably calculated to give them notice.

4. Guidance Regarding Traditional Approach to Officer Succession. Slating of Officers shall be at the discretion of the Nominating Committee or if it fails to act, of the current President, or the Board, as provided above. For guidance only of the slating selections, but not intended to be a restriction, it is noted that often in the past, Officers have been slated according to the following pattern: the Treasurer succeeded the Vice President, the Vice President succeeded the President, and the President succeeded the Immediate Past President.

5. Term of Office. Officers, except the Executive Director, serve for two years. The Executive Director may serve as many years as the Board of Directors determine. The term of newly elected Directors and Officers begins at the start of the first calendar month following the announcement of the election result.

6. Duties. The Officers perform those duties that are usual to their positions and that are assigned to them by the Board of Directors. In addition, the President of the Association acts as Chairman of the Board of Directors, the Vice President acts in place of the President when the President is not available, the Treasurer is the financial officer of the Association. The Executive Director, appointed or terminated by the Board of Directors, is the Association's chief employed administrative officer.

7. Vacancies. If a vacancy occurs among the officers, other than the Executive Director, for any reason, the position is filled for the unexpired portion of the term by the Board.

8. Removal. An officer may be removed for adequate reason by a two-thirds vote of the Board of Directors.

9. Compensation. Officers, other than the Executive Director, may not receive compensation for their services but may be reimbursed for expenses associated with CPA activities at the discretion of the Board.

Article VI Meetings

1. Annual Membership Meeting. The Association holds an annual meeting of the membership at the place and on the date that the Board of Directors determines.

2. Special Meetings. Special meetings of the Association membership may be called by the Board of Directors at any time.

3. Notice. The Board of Directors must give the Association membership reasonable notice of all annual and special meetings. Such notice shall be given no less than ten (10) nor more than sixty (60) days before the meeting. The notice must include a description of the business to be discussed.

4. Member Voting. The presence of twenty percent of the Members constitutes a quorum. A majority of Members where a quorum is present is necessary to make a decision except where some other number is required by law or by these Bylaws. Proxy voting is not permitted. Mail or electronic voting are permitted.

Article VII Committees, Miscellaneous

1. Committees.

- (a) The Board of Directors may designate and appoint one or more committees of its membership, each of which shall consist of two or more persons, which committees shall have and exercise such authority of the Board of Directors in the management of the Association as the Board shall specify, and may or may not be given authority to act on behalf of the Association.
- (b) However, under no circumstances may the Board of Directors delegate to a committee its authority to (i) amend, alter, or repeal these Bylaws; (ii) elect, appoint, or remove any member of any such committee or any Director or officer of the Association; (iii) amend the Articles of Incorporation; (iv) adopt a plan of merger or adopt a plan of consolidation with another association or entity; (v)

authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; (vi) authorize the voluntary dissolution of the Association or revoke proceedings thereof; (vii) adopt a plan for the distribution of the assets of the Association; or (viii) amend, alter, or repeal any decision of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

- (c) The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law.
- (d) The Board of Directors or a majority of those designated or appointed to any committee may declare the committee's rules of procedure. In the event of any conflict or inconsistency, the rules declared by the Board of Directors shall control.
- (e) Each committee shall meet at times and places as such committee shall determine.
- (f) All action by any committee shall be reported to the Board of Directors within 30 days of such action and shall be subject to revision, alteration, and approval by the Board of Directors; provided that no rights or acts of third parties shall be affected by any such revision or alteration.

2. General Counsel. A General Counsel is appointed or terminated by the Board of Directors.

3. Auditors. Auditors are appointed or terminated by the Board of Directors.

4. The Board of Directors may establish rules that are consistent with these Bylaws for the policies, procedures, and programs of the Association.

5. No loans shall be made by the Association to any of its directors or officers.

6. The Association shall indemnify any and all of its Directors, Officers, managerial staff, managerial organization and general counsel against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Directors, Officers, managerial staff or counsel of the Association, except in relation to matters as to which any such person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance

of duty and as to such matters as shall be adjudicated or settled by agreement predicated on the existence of such liability.

7. Amendment. Amendments to these Bylaws may be made without prior notice at an annual meeting of the Association by a two-thirds vote of Members present and voting. Emergency amendments may be made at any time by a two-thirds vote of the Board of Directors, but emergency amendments are temporary and subject to the subsequent approval by a two-thirds vote at the next meeting of the Association's regular membership.

8. Advisory Council: The Board of Directors may at any time and at its discretion provide for the creation and operation of an Advisory Council to the CPA. The Advisory Council shall consist of individuals chosen by the Board of Directors who agree to serve, who may or may not be affiliated with a CPA member or associate member. The Advisory Council shall evaluate and analyze issues, advise and report to the Board of Directors, all as requested by the Board of Directors from time to time. All aspects of the structure, purpose and operation of the Advisory Council shall be at the discretion of the Board of Directors, including but not limited to its creation, dissolution, council membership, and terms of service of council members and of the Advisory Council.

9. Dissolution: The Association 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 Association. On dissolution of the Association, 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.