BYLAWS

INTERNATIONAL DIGITAL ENTERPRISE ALLIANCE, INC.


ARTICLE I – NAME

The name of this Corporation shall be International Digital Enterprise Alliance, Inc. (“Association”), a Virginia Non-stock Corporation.

ARTICLE II – OFFICE

The principal office and Association's registered agent shall be located in any jurisdiction designated by the Board of Directors (hereinafter “Board”), consistent with applicable law.

ARTICLE III – PURPOSES

The Association is organized and shall be operated for such purposes permitted by the Articles of Incorporation and the Virginia Non-stock Corporation Act which are consistent with section 501(c) (6) of the Internal Revenue Code of 1986, as amended from time to time (hereinafter referred to as the “Code”). Without limiting the foregoing, Association shall improve generally the industries it serves by providing, inter alia, the following:

b. Advancing the processes of information interoperability and workflows through educational and specification-development programs;

c. Promoting cross-industry communication for and between users and vendors within the digital enterprise;

d. Engaging in and supporting the creation of globally recognized specifications and tools for information definition and exchange;

e. Providing educational programs on effective business and sales practices, and

f. Developing and encouraging supply chain efficiencies in the best practices and workflows in imaging, media, printing, and publishing.
ARTICLE IV – MEMBERSHIP TYPES

The Association shall have categories of membership, as described below:

Section 1: Active Members
Active Members shall be members in good standing who have paid all required dues and meet the criteria established by the Board from time to time. Active Members shall be entitled to all rights and privileges, including the right to vote for directors, hold elective office, and serve on the Board.

Section 2: Classes of Membership
The Board shall have power to create one or more classes of Active, Associate, and Honorary Membership and establish the requirements for each such class. Associate and Honorary Members shall not be eligible to vote or hold elective office.

Section 3: Determination of Eligibility
The Board shall make the determination of eligibility for Active, Associate, and Honorary Members in accord with the Bylaws and rules adopted pursuant thereto. The Board shall review eligibility for each class of membership annually.

Section 4: Interest in Property
No member by reason of membership status shall have any right, title, or interest in or to the property of the Association.

ARTICLE V – MEMBERSHIP STATUS

Section 1: Application for Membership
Applications for membership shall be made in the manner and form prescribed by the Board from time to time.

Section 2: Election of Members
An applicant who meets the criteria established by the Board shall be admitted to membership.

Section 3: Resignation
Any member may terminate membership by giving notice in writing. The member’s rights and privileges shall cease upon termination of membership and the member shall forfeit all membership dues paid to the Association.
Section 4: Sanctions, Suspension, and Expulsion

**Failure to Pay Dues and Charges.** If a member shall fail to pay dues or other properly assessed charges, such failure shall automatically result in suspension of the rights and privileges of membership if such delinquency shall continue for one-hundred and eighty (180) days from the date of invoice. If such delinquency continues for more than one-hundred and eighty (180) days from the date of invoice, IDEAlliance shall have the right to terminate membership. The President shall have the power to exceed the deadlines outlined in this provision if in his/her judgment the member will pay in full dues, but in no case may the extension extend more than nine (9) months from the original invoice date.

**Willful Violation of Bylaws or Rules.** If a member willfully shall violate the Bylaws or a rule of the Association, the Board shall have discretion to discipline the member, including (but not limited to): reprimanding the member (either privately or publicly); suspending the membership until the violation has ceased and assurance has been provided that it shall not recur; suspending the membership for a stated period; or expulsion (either on terms permitting re-application or absolution). By determining the proper sanction, the Board shall consider the gravity of the violation, persistence of the violation, and harm caused to the Association, as well as the likelihood of recurrence. Prior to any Board action being taken, a statement of the charges shall have been sent by registered mail to the last recorded address of the member under review at least twenty (20) business days before the Board meeting at which such charges shall be considered. A notice of the time and place of the meeting shall accompany this statement. The member shall have the opportunity to present or have an appointed representative present any justification, defense, or grounds for mitigation.

ARTICLE VI – DUES AND CHARGES

The members of the various classes shall pay dues and charges at the respective rates established by the Board from time to time. The Board is authorized to impose special fees for participation in internal divisions, special activities and otherwise, in the exercise of its discretion, provide for the financial support of the Association.

ARTICLE VII – BOARD OF DIRECTORS

**Section 1: Composition and Qualification**

The Board shall be composed of no fewer than eleven (11), and no more than fifteen (15), directors. Each director shall have one (1) vote. Only Active Members in good standing shall be qualified to serve as directors.

**Section 2: Terms of Directors**

All directors shall serve two (2) year terms. No director shall serve more than two (2) consecutive terms, with an exception granted to elected officers during their term of office and ex-officio directors who shall not have a right to vote but can attend and participate in Board meetings.

**Section 3: Vacancies in Directors**

Vacancies in directorships which occur for any reason shall be filled, with the prescribed nomination and election process under the Bylaws, at the next election cycle.
Section 4: Removal
Any officer or director may be removed (with or without cause) at any time by two-thirds (2/3) majority vote of all directors. Any officer or director will be removed automatically with departure from their organization or if their organization terminates as an Active Member.

Section 5: Resignation
Any director or officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery.

Section 6: Duties and Powers: No Proxy
The Board shall be responsible for the administration of the Association and the supervision and control of its assets and property. The Board shall have power to create internal divisions. The Board shall carry out the duties set forth herein and be the final interpreter of the Articles of Incorporation and Bylaws. A director shall not be permitted by proxy to delegate or assign his or her right to vote.

Section 7: Meetings: Annual, Regular, and Special
The Board shall meet not less frequently than biannually, at such times and places as the Board may designate; provided, however, that one regular meeting shall be designated the annual meeting of the Board. In addition to such regular meetings, one-half (1/2) of the directors plus one may call special meetings of the Board provided that each director has received at least twenty (20) business days’ notice of the special meeting.

Section 8: Quorum and Adjournments
The presence of fifty percent (50%) of directors shall constitute a quorum at all meetings of the Board. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as otherwise provided herein or by law. If a quorum is not present, the directors may adjourn the meeting until a quorum shall be present. Notwithstanding the foregoing, if there is not a quorum constituted the directors nonetheless may vote to refer the matter for vote by all directors pursuant to Section 9.

Section 9: Action by Unanimous Consent
Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if written consents (defined to include electronic consent or digital signatures, etc.) to such action are given by not less than two-thirds (2/3) of directors and such written consents are filed with the minutes of the proceedings of the Board. Notwithstanding the foregoing the procedure set forth in this Section 9 shall not be effective to amend the Articles of Incorporation or Bylaws or provide for Dissolution of the Corporation, filing for petition of bankruptcy, sale of assets, or consideration and approval of an annual budget.

Section 10: Roberts Rules of Order and Meetings by Telephone, Etc.
The Board shall conduct its meetings in accordance with Roberts Rules of Order. The Board may hold a meeting by means of a conference telephone call (or by similar communications equipment). Participation by such means shall constitute presence at such meeting.

Section 11: Elected Officers and Appointed Sub-Officers
The elected officers shall be a Chair, Vice Chair, Secretary, and Treasurer. Appointed sub-officers, e.g., assistant secretary, assistant treasurer, etc., may be created at the discretion of the Board to assist elected officers.
Section 12: Election of Officers and Qualification
The directors at the annual meeting of the directors shall elect the officers. Officers must be directors.

Section 13: Terms of Officers
The term of office of the Chair and Vice Chair shall be a maximum of one (1) year. The term of office of the Secretary and Treasurer shall be one (1) year, or until a successor shall be duly elected.

Section 14: Officer Vacancies
The Board at any regular or special meeting of the Board shall fill vacancies occurring in the elected officer positions.

Section 15: Duties of Elected Officers

a. Chair
   The Chair shall preside at all meetings and working groups of the Association and Board and appoint all committees not otherwise provided for in these Bylaws. The Chair shall be an ex-officio member of all committees and internal divisions of the Association is empowered to call special meetings, and perform such other duties as may be assigned by the Board from time to time. The Chair shall confer regularly with the President. The Chair shall preside at all meetings of Active Members and the Governance Committee.

b. Vice Chair
   In the absence or inability of the Chair to perform the duties, the Vice Chair shall perform the duties of the Chair.

c. Treasurer
   The Treasurer shall insure accurate and up-to-date financial records and report on and timely financial statements to the Board. The officer shall insure effective management of assets and compliance with investment, oversight policies with internal controls for staff and Board, and oversee the annual audit.

d. Secretary
   The Secretary shall give (or cause to be given) notice of all meetings of the Board of Directors and oversee the maintenance of the books and records of the Association. This officer also shall prepare and maintain the minutes of all meetings of the Board of Directors and authorize official corporate documents.

Section 16: Ex Officio Directors
The Immediate Past Chair, President, and other designees, as determined by the Board, shall be ex officio directors of the Board. An ex officio director shall be permitted to attend all meetings of the Board, but shall not be permitted to vote. The Board shall determine the extent of participation of and by ex officio directors from time to time.
Section 17: Invited Guests
The Chair, with consultation of the President, shall have the authority to invite one or more guests to attend a meeting in a non-voting capacity and subject to such limits as he/she may determine.

ARTICLE VIII – VOTING BY ACTIVE MEMBERS AND MEETINGS

Section 1: Voting for Directors
The Primary Active Member, annually by majority vote, shall elect the directors. Primary Active Members shall be permitted to vote either by written ballot, facsimile, e-mail, or other medium authorized by the Board. A minimum of five (5) business days shall be provided to return a completed ballot.

Section 2: Conduct of Meetings of Active Members
The Chair shall preside at all meetings of the Active Members. If the Chair is absent, the Vice Chair shall preside. The Secretary shall act as secretary of all meetings if he or she is present. If he or she is absent, the Chair or Vice Chair shall appoint a Secretary for the meeting. Robert’s Rules of Order shall govern the proceedings.

Section 3: Quorum
Attendance by one-third (1/3) of Active Members in person or by proxy shall constitute a quorum.

Section 4: Calling of Meetings of Active Members
A meeting of Active Members shall be called by the Chair upon the written request of one-third (1/3) of the Active Members or three-fourths (3/4) by the Board.

ARTICLE IX – COMMITTEES

The Chair, as soon as possible after election, shall appoint such committees as may be authorized or necessary, subject to the approval of a majority of the Board. It shall be the duty of each committee so appointed to consider such matters as are referred to them by competent authority and report their recommendations as required.

Section 1: Governance
The Governance Committee shall be a standing committee of the Association and shall consist of the Chair, Vice Chair, Secretary, Treasurer, and Past Chair. The Chair shall serve as the Chair of the committee. The committee shall prepare a slate of candidates for directors and amendments to the Bylaws, which shall be approved or rejected by the Board, and oversee the performance and compensation and benefits package of the President.

Section 2: Finance and Operations Committee
The Finance and Operations Committee shall be a standing committee of the Association, charged with setting sound financial policies and review the annual audit of the Association, which shall be approved or rejected by the Board in a vote. The Treasurer shall serve as the Chair of this committee.
Section 3: Industry Relations Committee
The Industry Relations Committee shall be a standing committee of the Association, charged with industry and membership development and relations including the preparation and recommendation of association policies and practices and membership and participation fees, which shall be approved or rejected by the Board, and recommending strategic alliances and partnerships. The Vice Chair shall serve as the Chair of the committee.

Section 4: Other Committees
The Chair, with consultation with the President, may appoint other committees from time to time and shall have such power, authority and membership.

ARTICLE X – STAFF

Section 1: President
The Board is authorized to cause the Association to employ a President as the chief executive officer of the Association. The Board shall have sole and final authority regarding the terms and conditions of the employment of the President. The President shall serve as an ex officio director for so long as he or she shall serve as President.

Section 2: Staff
The President is authorized to cause the Association to employ such other staff as may be necessary to fulfill the purpose of the Association and its members and the objectives as set by the Board in the administration of the activities and programs of the Association.

ARTICLE XI – CORPORATE FINANCES

Section 1: Deposit of Funds
All funds of the Association, not otherwise employed, shall be deposited in such banks or trust companies as the Board may from time to time determine.

Section 2: Checks and Other Documents
Designated staff and officers shall sign all checks, drafts, notes and evidence of indebtedness of the Corporation as the Board may determine.

ARTICLE XII – COMPENSATION AND CONFLICTS OF INTEREST

Section 1: Compensation
No elected director or officer shall receive compensation for acting in such capacity. A director or officer may be reimbursed, to the extent authorized by the Board, for reasonable expenses.

Section 2: Contracts with Directors and Officers
No director or elected officer shall be financially involved, directly or indirectly, in any contract relating to the operations conducted by the Association, or in any contract for furnishing services or supplies to the Association, unless such contract shall be authorized by the Board and unless the fact of such involvement first shall have been disclosed fully to the Board.
ARTICLE XIII – LIABILITIES OF DIRECTORS AND OFFICERS

The liability of directors and officers for damages is eliminated with respect to any proceeding brought by or in the right of the Association, except that such liability shall not be eliminated if the director or officer engaged in willful misconduct or in a breach of an agreement with the Association.

ARTICLE XIV – INDEMNIFICATION

Section 1: Indemnification in Actions Other Than by or in the Right of the Association
The Association shall indemnify, to the fullest extent permitted by law, each director and each officer who is made or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association), by reason of the fact that he or she is or was a director or officer (or is or was serving at the request of the Association as a director or officer of another entity) against expenses (including, but not limited to, attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2: Indemnification in Actions by or in the Right of the Association
The Association shall indemnify, to the fullest extent permitted by law, each director and each officer who is made a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the Association (or is or was serving at the request of the Association as a director or officer of another entity) against expenses (including, but not limited to, attorney’s fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association. However, no indemnification shall be made in respect of any claim, issue or matter as to which such director or officer shall have been found liable for negligence or misconduct in the performance of his or her duty to the Association unless, and only to the extent, the court in which such action or suit was brought shall determine that in view of all the circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
Section 3: Indemnification in Actions by or in the Right of the Association as a Fiduciary

The Association shall indemnify, to the fullest extent allowed by law, each director and each officer or employee who is held to be a fiduciary under any employee pension or welfare plan or trust of the Association or any of its divisions and who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was such a fiduciary and was serving as such at the request of the Association, against expenses (including attorney’s fees but not limited to), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding for any breach of any of the responsibilities, obligations or duties imposed upon fiduciaries by the Employee Retirement Income Security Act of 1974 and any amendments thereto, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of such plan or trust and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of such plan or trust and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The provisions of all the following paragraphs of this Article relating to directors, officers, employees or agents shall apply also to directors, officers or employees deemed to be or acting as fiduciaries, specifically including the power of the Association to purchase and maintain insurance on behalf of such fiduciaries.

Section 4: Determination of Conduct

Any indemnification under Sections 1, 2 and 3 of this Article (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 1, 2 and 3. Such determination shall be made:

a. By the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or

b. If such a quorum is not obtainable or, even if obtainable but a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5: Indemnification Not Exclusive

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a director or officer seeking indemnification may be entitled under any statute, provision in the articles of incorporation, bylaws, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.
Section 6: Insurance
The Board shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent, fiduciary (or is or was serving at the request of the Association as a director, etc., of another entity) against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such.

ARTICLE XV – DISSOLUTION

Section 1: Requirements
The Board of Directors by the affirmative vote of four-fifths (4/5) or more of all directors, shall have the power to recommend to the Active Members that the Association dissolve. Dissolution of the Association shall require the affirmative vote of at least two-thirds (2/3) of the Active Members present at a meeting of the Active Members at which a quorum exists.

Section 2: Assets
Upon the dissolution of the Association, the Board, after paying or making provisions for the payment of all liabilities and obligations, shall distribute all assets exclusively to such organization(s) as shall, at such time qualify as an exempt organization or organizations under Sections 501(c) (3) or 501(c) (6) of the Code or corresponding provisions of any subsequent federal tax laws, as the Board shall determine, pursuant to a plan of distribution.

ARTICLE XVI – CORPORATE SEAL

The corporate seal shall bear the full name of the Association. The form of such seal shall be subject to modification by the Board.

ARTICLE XVII – FISCAL YEAR

The fiscal year shall be from July 1st to June 30th of each year.

ARTICLE XVIII – AMENDMENTS

These Articles of Incorporation and/or Bylaws may be adopted, amended, altered, or repealed, in whole or in part, by two-thirds (2/3) majority vote of all directors at any regular or special meeting for which notice of the purpose shall be given, provided that the proposed amendment has been sent to every director at least ten (10) business days before the meeting at which it is to be considered.
ARTICLE XIX – MISCELLANEOUS PROVISIONS

Section 1: Not For Profit Corporation
The Association shall have all of the general powers set forth in the Virginia Nonstock Corporation Act, together with the power to solicit and receive grants, contributions and bequests for any corporate purpose and the power to maintain a fund or funds of real or personal property for any corporate purposes, provided, however, that the Association shall not have the power to engage in any activities which are not in furtherance of its purposes as set forth in the Articles of Incorporation. The Association shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.

Section 2: Severability
If any provision of these Bylaws, or any section, sentence, clause, phrase, or word, or the application thereof in any circumstances, is held invalid, void or unenforceable, the validity of the remainder of these Bylaws shall not be affected thereby, and to this end the provisions hereof are declared to be severable.
Section 3: Captions
The captions contained in these Bylaws are for reference only, are not a part of these Bylaws and are not intended in any way to limit or enlarge the terms and provisions of these Bylaws.

Section 4: Number and Gender
Whenever in these Bylaws the context so requires, the singular number shall include the plural and the plural shall include the singular, and the use of a word denoting one gender shall be deemed to include the other gender.

Section 5: Written Communication
Written Communication is deemed to include electronic format. Wherever the written or comparable appears herein, it is deemed to include electronic as well as non-electronic writing.

Section 6: Internal Divisions
The Board of Directors shall be empowered to create such internal units, on such terms as the Board may deem advisable, as may be necessary and proper for the management and operation of the Association, including, but not limited to Affiliates, Committees, Councils, Divisions, Networks, Task Forces, and Working Groups.