

# ***PROPOSED JANUARY 2011***

## **GLOBAL ADDRESS DATA ASSOCIATION, INC.**

### **BYLAWS**

#### **ARTICLE I: NAME**

A. The name of this corporation shall be the Global Address Data Association, Incorporated (hereinafter called "GADA").

#### **ARTICLE II: PURPOSES**

GADA is a corporation organized for the purposes of:

1. Promoting higher business standards and better business methods across the entire international data collection and processing industry with special reference to data relating to address data in any form, whether postal, geophysical, digital, or other form;
2. Working with standards bodies to improve products, procedures and services for the entire international data collection and processing industry;
3. Working with postal systems, international organizations, government agencies and legislatures, corporations, and similar organizations to improve procedures affecting the entire international data collection and processing industry;
4. Engaging in research that has the potential of advancing services, policies, and practices across the entire international data collection and processing industry;
5. Engaging in advocacy, information exchanges and research programs which support individuals and companies carrying on the business of data collection, transfer, processing and all other aspects of dealing with data, and especially data related to addresses of every nature and in any form.
6. Engaging in advocacy, information exchanges and research programs world-wide to raise the awareness among businesses, citizens and government officials that robust, complete, current and easily accessible address database systems are critical components for the development of social, political and economic health.
7. Monitoring industry developments worldwide, collecting, and disseminating information to members.

B. The corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would (1) prevent it from obtaining exemption from federal income taxation as a corporation described in § 501(c)(6) of the Internal Revenue Code of 1986, or (2) cause it to lose such exempt status. References to provisions of the Internal Revenue Code of 1986 shall be deemed to include corresponding provisions of any statutes which succeed such provisions.

C. The corporation shall not be operated for the primary purpose of carrying on a trade or business for profit. No part of the net earnings of the corporation shall inure to the benefit of or be

distributed to any private person, except the corporation shall be authorized to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Section A of this Article.

### **ARTICLE III: MEMBERSHIP**

#### **A. Membership**

There shall be two classes of members: Individual and Corporate. Each will have the same voting, attendance, and other rights as the other, though the dues structure may differentiate between the two. Membership shall be open to persons or organizations with an interest in the purposes of this corporation, especially the subject of the address, and potential members shall be subject to approval by the Board of Directors. Each Corporate member in good standing shall be entitled to select one person to serve as the member's designated representative, and such representative shall be empowered to cast one vote on the member's behalf at official meetings of the membership of the corporation. Other classes of membership, and the qualifications, requirements and privileges of such classes, may be established by the Board of Directors from time to time.

Any member may, by giving written notice of such intention, withdraw from membership. Such notice shall be presented in writing to the Association and shall become effective 60 days thereafter only upon fulfillment of all obligations to the Association, including payment in full of all dues currently owed.

#### **B. Dues**

The amount of annual dues for members shall be determined by a majority vote of the Board of Directors from time to time.

### **ARTICLE IV: BOARD OF DIRECTORS**

#### **A. Powers**

The Board of Directors is the managing body of GADA and shall supervise, control, and direct the affairs of the corporation, and shall prosecute actively the mission and purposes of the corporation in accordance with these Bylaws.

#### **B. Composition**

1. The Board shall consist of no fewer than four and no more than twenty Directors elected by the members. One Board Member will be elected to each of the following positions: Chair, Vice Chair, Secretary and Treasurer. If there is a vacancy in the Board, any Board member may simultaneously hold more than one of these positions.
2. Board duties:
  - a. The Chair shall be responsible for conduct of Board and membership meetings, and implementation of corporate policies.

- b. The Vice Chair shall assist the Chair in performance of his or her duties, and shall serve as Chair at any official meetings where the Chair is not in attendance.
- c. The Secretary shall keep all corporate records and membership records, issue any official notifications to Directors or Members as required by law or bylaws, see to it that all reports or statements required by law are in order and filed with appropriate authorities, and shall certify official documents as needed. Secretary may delegate recordkeeping, notification, and filing duties to an Executive Director.
- d. The Treasurer shall keep or designate a keeper of all financial records, make reports to the Board and membership from time to time, and see to it that all financial records are in order. Treasurer may delegate recordkeeping, notification, and filing duties to an Executive Director.

### C. Conditions of Service

All Directors shall be designated representatives of members of GADA in good standing and shall serve without compensation. Any Director who leaves the employ of the member firm from which he or she was elected, or who ceases to be a member's designated representative to GADA, shall be considered to have resigned his or her position as a director of the corporation, and his or her seat shall be declared vacant. No officer or Director shall be reimbursed by the corporation for his or her services as an officer or Director. Nothing herein shall preclude reimbursement to any officer or Director of the corporation for sums advanced by such person on behalf of or in furtherance of the purposes of the corporation, or reasonable compensation of any officers for services provided under contract.

### D. Terms of Office

The term of office for a Director shall be two years, and such term shall commence as of January 1 of the year following his or her election or re-election.

### E. Nomination and Election

1. Nominations to fill empty or expiring Board seats shall be presented at the annual membership meeting.
2. A nominee must be a member's designated representative to GADA. Such nominee must express willingness to serve if elected.
3. Nominations can be made by the designated representatives of any member. Any such designated representative may nominate himself or herself for the position of Director.
4. Election of Directors shall be by plurality vote of the members who are present in person and voting. In the event of a Director's resignation, death, or inability to serve, the Board of Directors may elect any member's designated representative to complete the unexpired term.

### F. Meetings of the Board of Directors

1. The Board of Directors will meet as necessary, but at least annually. The time and place of meetings of the Board of Directors shall be determined by agreement of the Board.

2 A quorum shall consist of a majority of the number of Directors then in office for the transaction of business at each and every meeting of the Board of Directors, and the act of a majority of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as may otherwise specifically be provided by law or these Bylaws. Meetings may be conducted at a specific physical site, by teleconference, or by other electronic means for conducting meetings and conferences.

3. If a quorum is lacking at any meeting of the Board of Directors, official actions may be taken if those present agree to present such actions to each of the absent Directors by mail, facsimile (fax), or electronic mail (e-mail) for their respective votes which shall be returned to the corporation's Secretary within a period of ten (10) days. Following this period, the votes of the Directors shall be recorded and the results thereof shall be made known promptly to all of the Directors. No action taken in this manner will be considered an official action of the Board unless all of the Directors then in office agree unanimously on the action.

#### G. Meetings by Telephone or Similar Communications

The Board of Directors and any committee of GADA may conduct meetings by means of telephone conference or similar communications equipment, whereby all Directors or committee members participating in the meeting can hear each other at the same time, and participation in any such meeting shall constitute presence in person by such Director or committee member at such meeting. A written record shall be made of all actions taken at any meeting conducted by means of a conference telephone or similar communications equipment.

### **ARTICLE V: OTHER OFFICERS**

A. The Board shall have the authority to appoint an Executive Director or President, such title to be determined at the time the individual is retained, who will be the chief executive officer of the corporation and ex officio a member of the Board of Directors with power to vote. The Officer will be a non-employee authorized by contract to administer the day-to-day operations of the corporation including performing as designee the recordkeeping, notification, filling duties of Secretary and Treasurer as provided in Article IV, and entering into contracts on behalf of the corporation as authorized by the Board. The Executive Director or President or his/her designee shall make such reports and perform such other duties as are incident to his or her office and are required of him or her by the Board of Directors.

### **ARTICLE VI: COMMITTEES**

Committees may be appointed by the Board of Directors at any official meeting as needed.

### **ARTICLE VII: OFFICIAL MEETINGS OF MEMBERSHIP**

#### A. Annual Meeting

An annual meeting of members will be held on or about November 30 of each year at a time and place to be specified in the meeting notice.

#### B. Special Meetings

Special meetings of members of the corporation may be called by the Chair at the direction of a majority of members of the Board. The date and place of any special meetings shall be determined by the Board of Directors. The Secretary shall send a written notice of the time and place of any special meeting to each member of the corporation not less than fifteen (15) days in advance of such meeting.

#### C. Actions of the Membership

Actions of the membership permitted by these Bylaws may be taken by the membership at any official meeting of the members. Each member of the corporation shall have only one vote. The member's vote may be cast in person or by the member's designated representative (the identity of whom must be certified by the member to the Secretary) or by proxy. A majority of all the votes cast by the members or the members' designated representatives to the corporation, present in person or represented by proxy and voting on matter, at a meeting of members, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting. A quorum at any official meeting of the membership shall consist of the presence in person or by proxy of at least fifty-percent (50%) of the members of the corporation or their designated representatives.

### **ARTICLE VIII: BILLS, NOTES AND CHECKS**

All bills, notes, checks or other monetary instruments, negotiable or otherwise, shall be made in the name of the Association and, when in excess of an amount to be designated by the board, shall be signed by two authorized persons. When any such instrument is for less than such designated amount, any authorized person may sign. Checks drawn for the Association's payroll may be signed by the Executive Director/President or such other authorized person as may be designated by the Board.

### **ARTICLE IX: AMENDMENTS**

These Bylaws may be amended by the Board of Directors at any meeting of the Directors by the affirmative vote of two-thirds of the Directors present and constituting a quorum.

As approved this    day of            , 2011.