BYLAWS NIPHLE – Rev B

The National Institute of Packaging, Handling, and Logistics Engineers

August 2025

ARTICLE A - ORGANIZATION

The National Institute of Packaging, Handling and Logistics Engineers, Inc. (NIPHLE or Institute) is a 501 (c)(6) organization, originally incorporated in 1956 under the laws of the District of Columbia, which was reincorporated on March 30, 1992, under the laws of the State of Maryland which remains in good standing today.

ARTICLE B - OBJECTIVES and PURPOSES

To establish a realistic understanding of Industrial and Government logistics and the importance of proper packaging and handling in solving logistics problems.

To stimulate improved practices in the packaging and handling fields by:

- Providing a common ground for the exchange of information in all areas of packaging and handling, with a view toward improving design, materials, equipment, application, techniques, simplification, standardization, and cost evaluation methods, which will facilitate logistics planning.
- Sponsoring mutual understanding in those problem areas encountered in the packaging and handling of industrial products, and in supporting the operations of Government agencies.
- Broadening the social and professional boundaries of individuals whose day-to-day activities tend to limit their considerations to a particular area of the association.
- Promoting the interest of all segments of management in packaging and handling to promote a closer integration of related management factors.

ARTICLE C - OFFICERS

The Officers shall be the Executive Director, the President, the Vice-President, the Secretary, and the Treasurer. In addition, the Board may choose up to 4 Members at Large, who should be comprised of industry, academic, and government employees. These individuals can potentially transition into officer roles as appropriate. These members have voting rights, except for business discussed at the Executive Council.

The President, Vice-President, Secretary, and Treasurer shall serve two-year terms. The President and Vice-President may not serve more than two (2) consecutive terms in the same office, unless voted to extend their terms.

The President of the Institute shall be the principal executive officer, preside over all national meetings, and, under the office, serve as Chairperson of the Executive Council. The President shall serve as a non-voting member of all standing committees and shall appoint the chairpersons of those committees.

(S)He shall be present at each annual meeting of the Institute and report on the Institute's work. The President is ultimately responsible for ensuring that all books, reports, and certifications required by law are appropriately maintained and filed in accordance with the law. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization. The President may delegate any of the aforementioned duties to the Executive Director, provided that such delegation is specified in the Contract for Services between NIPHLE and the Executive Director.

The Vice-President shall assume the duties of the President in the absence or inability of the President. The Vice-President, in addition to serving in the President's absence, will work with the membership to promote the publication of technical articles concerning packaging, handling, and logistics.

The Secretary shall maintain accurate minutes of National Membership and Executive Council meetings, which will be made available to the membership upon request to the Executive Director. The Secretary shall file any certificate required by any federal or state statute, give and serve all notices to members of the Institute, be the official custodian of the Institute's records and seal, present any communication addressed to the Secretary of the Institute at meetings, attend to all correspondence of the Institute, and exercise all duties incident to the office Secretary. The President and/or Secretary may delegate any of the aforementioned duties to the Executive Director, provided that the same is made a part of the Contract for Services between NIPLHE and the Executive Director.

The Treasurer shall forecast the Institute's annual budget, provide appropriate financial reports to the Executive Council and membership, ensure that the Institute's financial records are reconciled and audited no less than once every two years, and shall have the care and custody of all Institute monies.

The President and/or Treasurer may delegate any of the aforementioned duties to the Executive Director, provided that the same is made a part of the Contract for Services between NIPLHE and the Executive Director. Disbursements shall be made by check signed by either the Treasurer, the Executive Director, or the President.

No Officer or Director (except Executive Director) shall, for reason, be entitled to receive any salary or compensation. Officers may be reimbursed for reasonable expenses incurred on behalf of the organization, which include pre-approved travel by the President.

The order of succession is recommended, but not required, to be Vice President, Secretary, Treasurer, and Executive Director. In the event an Officer vacates the office before the end of the term, the President shall appoint a replacement to serve for the balance of the term, with the approval of the Executive Council.

Article D - Board Member Participation Requirement

To ensure the Board operates effectively and fulfills its responsibilities, each Board Member is expected to:

1. Attend Meetings
    - Attend at least 50% of the regular Board meetings in each fiscal year to maintain *active Board Member* status.
    - If a Member must miss a meeting, advance notice should be provided to the President or Secretary whenever possible.
    - Occasional absences due to illness, family emergencies, or unavoidable work conflicts will be respected.
2. Serve on a Committee
    - Actively serve on at least one standing or ad hoc committee during their term.
    - Active service includes attending scheduled committee meetings, contributing to projects, and collaborating with fellow members to accomplish committee objectives.
3. Accountability and Enforcement
    - The Secretary shall maintain records of Board and committee meeting attendance.
    - Members who fail to meet the 50% meeting attendance requirement or do not fulfill their committee service obligations shall be considered to have vacated their position, and the Board may declare the seat vacant under these Bylaws.
4. Eligibility for Future Service
    - A Board Member who vacates their position due to attendance or participation requirements may be considered for future Board service.
    - Reappointment shall be at the discretion of the Board of Directors and based on the Member's commitment to meeting participation requirements in the future.
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We aim to build a Board culture where active engagement—through meeting attendance and committee work—ensures the organization's success.

ARTICLE E - ORDER OF BUSINESS

At all meetings of the Executive Council, the following shall be the Order of business:

1. Roll Call.
2. Reading of the minutes of the preceding meeting.
3. Reports of committees.
4. Report of officers.
5. Old and unfinished business.
6. Adjournment.

ARTICLE F - EXECUTIVE COUNCIL

The Executive Council shall consist of all Officers and the Executive Director. A quorum for the transaction of any business of the Executive Council shall consist of a majority of the whole Council.

Meetings of the Executive Council shall be called at any time by the President or at the request of at least two officers. Notice of such a meeting shall be given at least 48 hours in advance.

The Executive Council shall be responsible for reviewing the annual budget developed by the Treasurer. The Executive Council shall be responsible for the organization's website content and planning any training conferences.

ARTICLE G - EXECUTIVE DIRECTOR

The Executive Director shall be responsible for administering and managing the day-to-day functions of the Institute. The Executive Director will perform responsibilities as an independent contractor under an annual Contract for Services with the Institute. The Contract for Services will be agreed upon each year and will outline a fee schedule and responsibilities. The Executive Director's responsibilities will, as a minimum, include the following:

- Provide an agenda for Board meetings.
- Collect and disseminate mail and email, respond to organizational inquiries, and follow up with prospective new Members.
- Manage Website content and updates.
- Publicize all NIPHLE events to the members by email and website updates.
- Coordinate all aspects of the annual training conference, including venue, lodging, meals, banquet, agenda, handouts, and other activities necessary.
- Maintain an active member and prospect list.
- Manage additional duties as they arise to ensure NIPHLE operations are running efficiently.

ARTICLE H - SELECTION OF OFFICERS

The Executive Council will solicit nominations from all interested members in good standing who wish to serve as the Institute's officers. The Council will review all nominations and select officers by consensus. The new officers will assume office on July 1, following the selection.

Article I – Committees

Section 1. Establishment and Authority
The Board of Directors may establish standing and ad hoc committees as needed to support the organization's strategic and operational goals. Committees operate under the authority of the Board and serve in an advisory capacity unless they are explicitly granted decision-making powers. No committee may act or speak on behalf of the organization without prior approval from the Board.

Section 2. Composition and Participation
Each committee shall have a Chair appointed by the President and approved by the Board. Committees may include both Board and non-Board members, provided that each committee comprises at least one Board member who serves as liaison to the Board. The Board may remove any committee member with or without cause.
Committees shall include both industry and government employees who are actively engaged in the duties of their specific committee. This diverse participation supports the execution of the organization's goals and serves as a training ground for future Officer positions. Involvement from a broad range of members also fosters engagement and helps identify future leaders for Board service.

Section 3. Responsibilities and Engagement
Each committee shall have a clearly defined scope, purpose, and responsibilities approved by the Board. Committee Chairs are responsible for:

- Convening meetings and maintaining regular communication.
- Actively engaging all committee members in the planning and execution of duties.
- Reporting activities and recommendations to the Board at scheduled intervals or upon request.

Examples of committee responsibilities include, but are not limited to:

- Evaluation and selection processes (e.g., speakers, awards).
- Planning and implementing events or programs.

- Outreach, fundraising, and other mission-aligned activities.

Committee Chairs shall not execute the duties of the committee solely on their authority without meaningful input from committee members, except in cases of urgent need and with notification to the Executive Director or President.

Section 4. Standing Committees
The organization shall maintain the following standing committees and others as needed:
- Speaker Committee
- Awards/Nominating Committee
- Sponsorship Committee
- Giving Back Committee

The Board may establish or dissolve additional standing or ad hoc committees by resolution.

Section 5. Accountability
Committee Chairs are accountable for engaging their members and ensuring all activities are aligned with the organization's mission and governance standards. Consistent failure to involve committee members or fulfill responsibilities may result in review by the Board of Directors, which may reassign the Chair's leadership or reconstitute the committee as appropriate.

ARTICLE J - NATIONAL MEETINGS

The Institute will hold at least one open meeting each year. The President and Executive Director will conduct the meeting. It will include reports on the state of the Institute from the elected Office and Committee Chairs. The Officers and any interested Members in good standing with the Institute will attend the open meeting.

The open meeting can be scheduled in conjunction with a NIPHLE Training Conference. Special open meetings may be called at the discretion of the President or the Executive Council in person or virtually.

ARTICLE K - MEMBERSHIP

All individuals interested in the Institute's purposes may become members in good standing by paying their annual dues at the prevailing rate. Members may be asked to resign upon recommendation of the Executive Council.

The membership year begins October 1 and ends September 30.

Section 1. Categories of Membership
The Corporation shall have two categories of membership:
(a) Government Members – Individuals currently employed by a local, state, or federal government agency.
(b) Industry and Academia Members – Individuals or organizations engaged in business and/or academic activities related to the mission of the Corporation.
(c) Retired Members- Retired Individuals or organizations from business, government, and/or academic activities related to the mission of the Corporation.

Section 2. Membership Dues
Government Members are not required to pay annual dues but must attend Annual Training to keep their membership active.
Industry, Academia, and Retired Members shall pay annual dues set by the Board of Directors. The Board can change dues periodically and may establish multiple membership tiers, as necessary.

Section 3. Rights and Privileges
All members shall be entitled to attend the Corporation's events and meetings. Voting rights and eligibility for leadership positions shall be extended to both categories of members, except where restricted by law or conflict of interest policy.

Section 4. Sponsorship Opportunities
Industry Members may have the opportunity to participate as event sponsors or exhibitors, subject to guidelines established by the Board.

The Executive Council will set membership and training event rates annually for the following categories: Industry, Government, Student, Academia, Life, and Retired. The Executive Council may set rates for groups of employees within the same organization to encourage greater participation.

ARTICLE L - USE OF THE INSTITUTE NAME

Any member, individual, or group shall not use the name of the Institute as an endorsement, stated or implied, for any product, technique, or process without approval of the Executive Council.
Corporate members may show as Corporate Member-NIPHLE on their website, promotional literature, and advertising, provided there is no implication of endorsement by the Institute of the company or its products and/or services.
Use by members of the Institute's full name, its abbreviation (NIPHLE), or its logo (emblem) is encouraged.

ARTICLE M - AMENDMENTS

These By-Laws may be altered, amended, repealed, or added to per the following:
Amendments to these By-Laws may be proposed at any time. Proposals will be presented by email or at the National Meeting of the Institute. Approval of such amendments shall be by majority vote. Amendments shall be circulated for at least 10 days before a vote.