RECOMMENDED FORM BYLAWS FOR LOCAL POSTAL CUSTOMER COUNCIL [NAME OF PCC]

[DATE of adoption of Bylaws]

ARTICLE I-NAME

• This organization shall be known as the [Postal Customer Council of [location] or other PCC name] (referred to in these Bylaws as the "PCC").

ARTICLE II – PURPOSE

- The PCC is an organization sponsored by the U.S. Postal Service. The PCC shall operate according to the rules and policies set forth in the Postal Customer Council Program Policies and Rules, Publication 286, as it may be modified from time to time by the Postal Service.
- The mission of the PCC is to:
 - Promote local cooperation and support and to foster a close working relationship between the U.S. Postal Service and businesses that use the mail to communicate and interact with their customers;
 - Share information and facilitate the exchange of ideas about new and existing Postal Service products, programs, services and procedures that affect all businesses that use the mail; and
 - Help PCC industry members and their organizations grow and develop professionally through focused educational programs.

ARTICLE III – MEMBERSHIP

Section 1: Membership Eligibility

- The PCC shall have as members any business mailers who use the services of the Postal Service within the sponsoring Postal Service manager's geographic area. The term "business mailer" shall have the meaning provided in Publication 286.
- Postal Service employees will join the PCC membership and participate as determined by the Postal Service and in accordance with the needs of the PCC.
- There shall be no stockholders or other equity holders of the PCC. The members shall not have any voting or other rights, except those expressly provided for herein.
- A PCC member who is deemed to be a competitor of the Postal Service, as determined in the discretion of the Executive Board after reviewing the Publication 286 definition of competitor, shall not be eligible to serve as an Executive Board member or an officer.

Section 2: Membership Dues, Contributions and Donations

- The Board may establish and the PCC may charge reasonable annual membership fees, but no one shall be excluded from participating in the PCC because of an inability to pay membership fees.
- The PCC shall refer to and follow Publication 286 regarding PCC fundraising activities, acceptance of donations and other financial matters.
- The PCC shall keep such financial records and create such financial reports as are required by Publication 286.

ARTICLE IV-EXECUTIVE BOARD

Section 1: Number and Term of Office.

- The Executive Board shall be comprised of individuals who are PCC members, or employees of PCC members (sometimes referred to in these bylaws as "industry Executive Board members" or "non-Postal Executive Board members"), and postal employees.
- The number of Executive Board members who shall constitute the whole Board shall be such number as the Executive Board shall from time to time have designated, but in any case no less than three members.
- The Executive Board shall be comprised of at least two (2) Postal Service employee members, the Postmaster/Postal Executive for the area in which the PCC is organized who shall be the Postal Co-Chair and at least one other postal representative whom the Postal Co-Chair shall designate. The initial Industry Co-Chair and other initial industry members of the Executive Board of the PCC shall be selected by the Postal Co-Chair. Thereafter, the Industry Co-Chair and the other industry members of the Executive Board of the PCC shall be elected by the members of the Executive Board of the PCC shall be elected by the members of the PCC.
- The Postal Co-Chair shall serve as an Executive Board member for as long as s/he holds the postal position of Postmaster/Postal Executive for the area or for such other term as the Postal Service may designate. Any postal Executive Board member, other than the Postal Co-Chair, shall be appointed by the Postal Co-Chair for such term(s) as the Postal Co-Chair shall determine and shall serve until his or her successor is appointed.
- Nominations for industry Executive Board members and elections shall be held as determined by the Executive Board. Industry Executive Board members shall serve for two year terms or until his or her successor is elected or until his or her earlier resignation or removal. Industry Executive Board members may be reelected to serve multiple terms. The Industry Executive Board members, including the Industry Co-Chair, shall be elected by plurality vote.

Section 2: Vacancies.

• If the office of any Executive Board member becomes vacant by reason of death, resignation, disqualification, removal or other cause, a successor shall be

appointed for the remaining term by the entity or person(s) who has/have the power to appoint such Executive Board member.

Section 3: Regular Meetings.

- Regular meetings of the Executive Board shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Postal Co-Chair and the Industry Co-Chair and publicized among all Executive Board members.
- A notice of each regular meeting shall not be required.
- The Postal Co-Chair, or his or her designee (who must be a postal employee), must attend every meeting of the Executive Board in order for the meeting to be an official meeting of the Executive Board where matters may be presented for a vote or other official business may be conducted.

Section 4: Special Meetings.

- Special meetings of the Executive Board may be called by the Postal Co-Chair or the Industry Co-Chair and shall be held at such place, on such date, and at such time as they or he or she shall fix; <u>provided that</u>, in order for the meeting to be an official meeting of the Executive Board where matters may be presented for a vote or other official business may be conducted, the Postal Co-Chair, or his or her designee (who must be a postal employee), must be in attendance.
- Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting, provided that a quorum is present and voting.

Section 5: Quorum and Voting/Conduct of Business.

- At any meeting of the Executive Board, so long as the Postal Co-Chair (or his or her designee, who must be a postal employee) is present and voting and a majority of the Executive Board members, including the Postal Co-Chair (or his or her designee, who must be a postal employee), are present and voting, there shall be a quorum for all purposes. No vote shall be effective if a quorum is not present and voting, unless otherwise expressly provided herein.
- The Postal Co-Chair shall cast the deciding vote on any contested matters on which a vote is taken, shall have the deciding vote in the event of any tied or insufficient vote, and shall have the power to act in such situations where the best interest of the Postal Service is at risk, as determined by the Postal Co-Chair in his or her discretion.
- At any meeting of the Executive Board, business shall be transacted in such order and manner as the Board may from time to time determine, and all matters shall be determined by the vote of a majority of the Executive Board members present, except as otherwise provided herein or required by law, provided that a quorum is present and voting.

• Action may be taken by the Executive Board without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Executive Board.

Section 6: Participation in Meetings by Conference Telephone.

 Members of the Executive Board, or of any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

Section 7: Removal.

• Any Executive Board member may be removed from office, with or without cause, by the entity or persons who have the power to appoint such Executive Board member or by the Postal Co-Chair. The Postal Co-Chair may not be removed except by the authority of the Postal Service.

ARTICLE V – OFFICERS

Section 1: Generally.

- The officers of the PCC shall consist of a Postal Co-Chair, who shall be a postal employee, an Industry Co-Chair, a Secretary and a Treasurer and such other officers as may from time to time be appointed by the Executive Board or the Postal Co-Chair. Officers may be, but need not be, Executive Board members.
- Postal employees shall hold such officer positions as the Postal Co-Chair may determine and shall serve for such term as the Postal Co-Chair may determine.
- Nominations from among the members of the PCC for officer positions shall be held as determined by the Executive Board.
- Officers who are not postal employees shall be elected by the Executive Board and each such officer shall hold office for a two (2) year term or until his or her successor is elected or until his or her earlier resignation or removal. An officer may be reelected and serve multiple terms. Any number of offices may be held by the same person, provided, however, that during his or her term as Co-Chair, neither the Postal Co-Chair nor the Industry Co-chair may serve as the Treasurer or the Assistant Treasurer. Officers shall have such duties as the Executive Board may designate, in addition to but not in conflict with the following duties:

Section 2: Postal Co-Chair and Industry Co-Chair.

 The Postal Co-Chair and the Industry Co-Chair shall have the responsibility for the general management and control of the business and affairs of the PCC, consistent at all times with the PCC mission and with Publication 286, provided, <u>however</u>, <u>that</u> PCC Industry members are not authorized to independently make any decisions regarding the appropriate expenditure of PCC funds. During his or her term as Co-Chair, a Co-Chair shall not serve as Treasurer or Assistant Treasurer.

- The Executive Board shall review all proposed PCC expenditures and contracts that the PCC may enter into. All such expenditures and contracts must meet the requirements of Publication 286.
- No contract or instrument binding on the PCC, including a check drawn on the checking account of the PCC, shall be a valid obligation of the PCC unless signed by the Postal Co-Chair.
- All checks and contracts that the PCC enters into must be signed by the Postal Co-Chair, and may be signed jointly by the Postal Co-Chair and the Industry Co-Chair.

Section 3: Vice Chairs.

• Each Vice Chair, if any, shall have such powers and duties as may be delegated to him or her by the Postal Co-Chair or the Industry Co-Chair.

Section 4: Treasurer.

• The Treasurer shall be an Industry representative and shall have the responsibility for maintaining the financial records of the PCC, in accordance with the requirements of Publication 286. The Treasurer shall also perform such other duties as the Executive Board may from time to time prescribe. During his or her term as Treasurer, a Treasurer shall not serve as a Co-Chair. The same limitation applies to the Assistant Treasurer, if any.

Section 5: Secretary.

• The Secretary shall issue all authorized notices for, and shall keep minutes of, all meetings of the Executive Board. He or she shall have charge of the minute books and shall perform such other duties as the Executive Board may from time to time prescribe.

Section 6: Removal.

• Any officer of the PCC may be removed at any time, with or without cause, by the entity or persons who have the power to appoint such officer. The Postal Co-Chair may not be removed except by authority of the Postal Service.

ARTICLE VI - MISCELLANEOUS

These By-laws may be amended or repealed by a majority vote of the Executive Board, but only if also expressly approved by the Postal Co-Chair, at any meeting at which a quorum is present and voting.