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Bylaws

Adopted January 2008

**BYLAWS
OF
UNIFORM RETAILERS ASSOCIATION**

ARTICLE ONE

ORGANIZATION

Section 1.1. Name.

The name of the organization is the Uniform Retailers Association (URA), hereinafter referred to as the Association.

Section 1.2. Purpose.

The Uniform Retailers Association (URA) is dedicated to the growth and prosperity of the independent uniform retailer.

Section 1.3. Office.

The principal office of the Association shall be in the County of Muskingum, City of Zanesville and State of Ohio. The Association may have such other offices as designated by the Board of Directors.

Section 1.4. Fiscal Year.

The Association shall have a fiscal year beginning on January 1 and ending on December 31.

ARTICLE TWO

MEMBERSHIP

Section 2.1. Membership.

The membership of the Association is open to the following category:

Retailer: retailers whose principle business is the sale of merchandise at retail.

Section 2.2. Dues.

Dues shall be established by the Board of Directors.

Section 2.3. Rights and Obligations.

Each member shall be entitled to cast one (1) vote at membership meetings. When more than one (1) person representing a corporate or partnership member attends a meeting, one (1) shall be designated as the person to cast any vote, upon the request of the Association.

ARTICLE THREE

BOARD OF DIRECTORS

Section 3.1. Authority.

The Board of Directors shall be the governing body of the Association and has authority and is responsible for the supervision, control and direction of the Association.

Section 3.2. Number.

There shall be not less than three (3) or more than five (5) Directors.

Section 3.3. Election of Directors.

Prior to each Annual Meeting of the members, the President shall appoint a Nominating Committee of at least three (3) members whose function shall be responsible for nominating a slate of prospective Directors to fill the vacancies of the Board of Directors. The slate shall be sent to the members along with notice of the Annual Meeting. The Past President who had served as President the previous year will be a member and chairman of the Nominating Committee. Elections may take place at the Annual Meeting or by a mail ballot or authorized electronic means.

Section 3.4. Term of Office.

The Directors shall serve staggered three (3) year terms so that only a portion of the Board is replaced in any given year. Directors may be elected to no more than two (2) consecutive terms. No Director who has served two full three-year terms will be eligible for reelection until at least one (1) year has elapsed. Directors shall serve without compensation other than reasonable expenses.

Section 3.5. Resignation.

Any Director may resign at any time by giving written notice to the President or Secretary or by announcement at a meeting of the Board of Director at which a quorum is present. A resignation shall take effect upon delivery or announcement, unless a later date is specified in the notice or announcement, in which event the resignation shall take effect on such later date.

Section 3.6. Removal.

Any elected officer or appointed officer of the Association may be removed by an affirmative vote of three (3) of the members of the Board of Directors whenever in its judgment the best interests of the Association would be served; provided, however, the Board of Directors shall remove any officer who ceases to do business in the industry.

Section 3.7. Vacancies.

Whenever the number of Directors serving is less than the number fixed in accordance with Section 3.2 hereof, the number of positions authorized but not then filled with Directors shall be deemed vacancies, whether occurring through death, resignation, removal or otherwise and may be filled by an affirmative vote of three (3) members of the Board of Directors. When a vacancy occurs in the office of the Vice President, the Nominating Committee shall submit nominations to the Board of Directors to fill such vacancy. A Director or Officer elected to fill such a vacancy shall serve only for the unexpired term of his predecessor in office. Such vacancies shall be filled by the Board not more than sixty (60) days after the vacancy occurs.

Section 3.8. Meetings.

An annual meeting of the Board of Directors shall be held on the date determined by the Board of Directors. The Board of Directors shall hold such other meetings as may, from time to time, be called by the President, or any two Directors. All meetings of the Board of Directors shall be held at the principal office of the Association or at such place as the Board of Directors may determine. Upon the majority vote of the Directors at any meeting of the Board of Directors, such meeting may be limited to Directors and persons invited to attend by the presiding officer of such meeting. Meetings of the Board of Directors may be held through any communications equipment if all persons participating can speak and be heard and participation in such meeting pursuant to this provision shall constitute presence at such meeting.

Section 3.9. Waiver of Notice.

Notice of any meeting of the Board of Directors may be waived in writing, either before or after the holding of such meeting, by any Director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Director at any meeting of the Board of Directors without protesting, prior to or at the commencement of the meeting, the lack of proper notice, shall be deemed to be a waiver by him or her of notice of such meeting.

Section 3.10. Quorum.

A majority of the number of Directors then in office shall be necessary to constitute a quorum for a meeting of the Board of Directors.

ARTICLE FOUR

COMMITTEES

Section 4.1. Committees.

The Board of Directors may, by motion, establish one or more committees, comprised of such Directors, Members and other persons as are named in such motion, to advise the Board of Directors with respect to one or more matters described in such motion. No committee so established shall have any power to act for the Board of Directors. The chairperson of each committee shall be appointed by the President. The President of the Association shall be an ex officio member of each committee, but shall not have a vote.

Section 4.2. Action by a Committee.

Any action of a committee shall require the affirmative vote of a majority of the members of the committee then serving. Only the chairperson or any two members of the committee is empowered to call a meeting of the committee and the person or persons calling any meeting shall give or cause to be given to each member of the committee notice of the time and place. Any meeting of the committee may be held through any communications equipment, provided all participating members can speak and be heard.

ARTICLE FIVE

OFFICERS

Section 5.1. Officers.

The officers of the Association shall be a President, Vice President, Secretary-Treasurer. All officers shall be Directors of the Association.

Section 5.2. Election of Officers.

Immediately after the induction of the Directors at the annual meeting, the new Board of Directors shall elect, from among their members, a President, Vice President and Secretary-Treasurer, each of whom would serve a two-year term but not limited to a two-year term or until a successor is duly elected and qualified.

Section 5.3. Term of Office.

The term shall begin immediately following appointment. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee. No person shall hold more than one office at any given time. The Vice President shall automatically succeed to the office of President at the close of the annual meeting. The outgoing president becomes the past-president, ex-officio member of the Board of Directors with all the rights and duties of a Director, including voting.

Section 5.4. Resignation.

Any officer may resign at any time by giving written notice to the President or Secretary or by announcement at a meeting of the Board of Directors at which a quorum is present. A resignation shall take effect upon delivery or announcement, unless a later date is specified in the notice or announcement, in which event the resignation shall take effect on such later date.

Section 5.5. Duties of the President. The President shall preside at all meetings of the Board of Directors; and shall have such other powers and duties as the Board of Directors may from time to time assign to him or her.

Section 5.6. Duties of the Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice President shall have such other powers and duties as the President or the Board of Directors may from time to time assign to him or her.

Section 5.7. Duties of the Secretary-Treasurer. The Secretary-Treasurer shall review the Association's annual budget and monthly financial statement; shall consult with the Management regarding the financial affairs of the Association and the investment and disbursement of funds of funds of the Association; and shall have such other duties as the President or the Board of Directors may from time to time assign to him or her.

The Secretary-Treasurer shall review the minutes taken by Management of all the proceedings and shall be attested by him or her; and shall have such other duties as the President or the Board of Directors may from time to time assign to him or her.

ARTICLE SIX

MEETINGS

Section 6.1. Meetings.

All meetings of the members of this Association shall be held at such time and place as determined by the Board of Trustees.

Section 6.2. Place.

An annual meeting of the members of the Association shall be held, in convention, at such time and at such place during each fiscal year as the Board of Directors shall determine.

Section 6.3. Special Meetings.

Special Meetings of the members of the Association may be called by the President, a majority of the Board of Directors or by written petition of not less than 1/10 of the active members in good standing of this Association. The person or persons calling the special meeting shall designate in writing a place for holding of such special meeting.

Section 6.4. Notice of Meeting.

Written or printed notices stating the place, day and hour of any meeting of members shall be delivered, either personally, electronically, or by mail, to each member of the Association, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or persons calling the meeting. In case of a special meeting the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, or electronically transmitted, the notice of the meeting shall be deemed to be delivered to the member at his address as it appears on the records of the Association, when deposited in the United States mail so addressed with postage thereon prepaid, or transmitted via electronic means to the address or number on the association records.

Section 6.5. Quorum.

At all meetings twenty five (25) members of the Association, in good standing and registered at the meeting shall constitute a quorum and there shall be no proxy voting at any meeting of the Association.

ARTICLE SEVEN

AMENDMENTS

Section 7.1. Amendments.

Except as otherwise provided, these bylaws may be amended or repealed by affirmative vote of two thirds (2/3) vote of the Members present and entitled to vote at any annual meeting of the Membership or at a special meeting called for that purpose.

Any proposed amendment by the membership shall be submitted in writing to the President at least seventy (70) days before the date of said meeting.

Changes in and additions to the bylaws by the Directors shall be postmarked and mailed to the membership at least forty-five (45) days prior to the annual meeting. Voting shall take place at the annual meeting or by mail-in votes.

ARTICLE EIGHT

INDEMNIFICATION

Section 8.1. Indemnification.

Every Director, Officer, Employee of the Association and such others as specified from time to time by the Executive Committee, shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of being or having been a Director, Officer or Employee of the Association, or any settlement thereof, whether the person is a Director, Officer or Employee at the time such expenses are incurred, except in such cause wherein the Director, Officer or Employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights to which the indemnified may be entitled.

ARTICLE NINE

MISCELLANEOUS

Section 9.1. Dissolution, Merger or Liquidation of Association.

The Association may be merged, dissolved, or liquidated by a majority vote of the Directors and after all debts of the organization are fully paid, a distribution shall be made of the remaining funds or property of the organization among such educational or charitable organizations as may be designated by the Directors. The Association shall use its funds only to accomplish the objectives and purposes specified in these Regulations and no part of said funds shall inure, or be distributed to the members of the Association.

Adopted 01/08/2008