

# **MANAGED PRINT SERVICES Association**

## **GENERAL INFORMATION**

The Managed Print Services Association is referred to as The MPSA or the MPS Association. This Charter governs the role and procedures of the Association and its relation with other organizations. The Association is a non-profit organization. The Association is an independent organization governed by its own executive and administrative committee.

The purpose of this basic charter is to form overall governance for the MPSA. Rules regulating the day to day activities of the Board and the Association will be found in the Board of Directors Policy and Procedures manual, which is adopted separately.

## **Problem Statement**

The use of documents as a tool of communication of content within businesses is fundamental and universal. Communication of content within businesses, both on paper and electronic, is frequently fragmented, expensive, un-audited, and out of control. Many businesses have not implemented highly efficient distributed office document environments for both internal and external communications.

## **Vision Statement**

It is the vision of the Managed Print Services Association (MPSA) to establish a worldwide independent and nonprofit organization that embraces all industry participants in a collaborative and noncompetitive environment, as we strive together to provide the necessary Industry Standardization, Education and removal of Barriers to provide Profitable Growth for all business within this sector.

This will directly result in a high value for our mutual end-user customer's who find the path to Managed Print Services (MPS) much clearer, easier to obtain and with minimized risk that provides a positive return to their bottom line.

## **Mission Statement**

The mission of the Managed Print Services Association along with its members is to address and optimize businesses and end-user office document management needs and issues while enhancing the growth, efficiency, and profitability of the MPS segment through **Advocacy, Marketing, Education, Research, Standards** and a general **Community of Interest**

## **Objectives**

The objectives of the Association are:

1. To promote and advocate Managed Print Services (MPS) in a vendor-neutral forum to the mutual benefit of end-users, it's members and other stakeholders in the Global MPS industry.
2. To provide opportunities for members to present their MPS related products and services to the end-user community in an informational environment; and to establish a worldwide presence and professional reputation for MPS and its participants through marketing, case studies, and other media.

3. To provide opportunities for end-users to present their problems, feedback and ideas to the MPS business community in an informational environment.
4. To support the members of the MPSA and other stakeholders in the MPS industry through high-quality education and information.
5. To become the single best focused resource available on all areas of MPS through technical research of manufacturer hardware, software applications, processes and industry trends.
6. To partner with independent International organizations and set standards around MPS and to provide certification with a standard MPSA brand that will ensure all MPS stakeholders of consistent and meaningful standards.
7. To increase membership at a rate that maintains an atmosphere for effective exchange of information and provide a general community of interest that can share ideas, resolve issues, and pursue further MPS innovations to better the MPS industry.

## **Goals**

The goals of the Association are:

- a. Define and share common end-user problems in office print environments via vendor-neutral research, documentation and marketing
- b. Develop and Set compatible hardware and software standards for MPS industry
- c. Develop and Set Best Practices for MPS industry (Plan, analysis, design, implementation, support)
- d. Develop and Maintain MPSA certification process and guidelines for different categories of MPS industry. (Hardware, Software, Infrastructure, Dealer, Service Providers)

## **Program of Activities**

The association will provide the following:

- a. Government and public affairs
- b. MPS Hardware, Software, and Solution- Testing and Certification process.
- c. Development and publication of MPS Best Practices across all areas of office document management.
- d. MPS Certified Directory Listing (Companies and Solutions)
- e. Development and publication or endorsement of desired technology standards for the MPS environment
- f. MPSA Newsletter
- g. MPSA Website
- h. Webinars
- i. Job Profiles/Listings
- j. Independent Industry review and Recognition for all categories- MPS Awards
- k. Customer Relations
- l. Conflict Resolution
- m. Industry Trends
- n. Discounts on other publications
- o. Community (forum, interaction, end user lists to share ideas)
- p. MPSA Wiki
- q. End User Best Practices and Recommendations

## **Official Languages**

The official language of the Association is English. With approval of the Board of Directors, certain areas of the MPSA activities may be in other languages. (ex. A Wiki or forum in Dutch or another European language.) The board will establish Policies and Procedures to ensure that all content in any language meets the standards of the Association.

## **Terminology**

The term 'MPS' will be used to refer to Managed Print Services

The term 'MPSA' will be used to refer to the Managed Print Services Association

## **Logo**

See ideas for Logo in attachment A

## **MEMBERSHIP INFORMATION**

### **Categories**

Membership in the Association shall be available to any individual or organization engaged in, associated with, or having a business interest in the Managed Print Services industry. Application for all categories of membership shall be made on a standard application form approved by the Executive Committee and shall be accompanied by such annual fee as required for the membership category requested by the applicant.

The Association will be made up of four types of members as stated below:

- a. individual members,
- b. corporate members,
- c. honorary members.

### **Individual**

Individual membership gives members the ability to shape the future of MPS in a collaborative setting in which you can broaden your understanding of the MPS industry. To qualify, an individual must be interested in the field of Managed Print Services and be engaged in such field and/or employed by an organization which qualifies for membership, regardless of whether the organization is in fact a member. Ordinary members shall have all the rights and privileges that are provided by the Association Charter including unlimited balloting and board of directors/executive committee eligibility.

### **Corporate**

MPSA corporate membership is for corporations in which MPS plays a pivotal role in their core business model or document strategy. Corporate members gain multiple opportunities across a broad cross-section of MPS stakeholders. By becoming a corporate member, companies ensure that their business interests are represented and heard. To qualify, an organization must provide a Managed Print Services related hardware, software, infrastructure and/or goods and/or services pertinent thereto or be an end-user organization interested in receiving said goods and/or services. The

Corporate members will have all the rights and privileges that are provided by the Association Charter including balloting, and complimentary individual memberships as outlined below:

**Free Individual Memberships**

As a Corporate Member, you get a number of free (complimentary) individual memberships for your employed staff that are not existing MPSA Members. These memberships grant the same privileges as MPSA individual members, and they stay with your company, so if an employee you select to be a complimentary individual member leaves your company, his/her membership does not travel with them. You can select another employee to fill the position — maintaining continuity and stability for your standards activities. Individuals named must be employed (as employees) by the same organization but are not required to be in the same geographic area or have the same mailing address. When selecting Corporate Membership on the membership application form, the organization shall designate a primary contact person for administrative purposes and for voting on behalf of the corporation: all Free Individual members must be designated by name on the membership application form. All substitutions require thirty day written notice and must be signed by the primary contact.

**Complimentary Individual Memberships**

<b>Annual Dues Level</b>	\$TBD	\$TBD	\$TBD
<b>Number of Free Individual Memberships</b>	2	6	10

**Honorary**

The honorary membership can be offered to any individual in recognition of outstanding special service to the Association or its members. Any proposition for an honorary membership must be presented in writing to the Board of Directors at least two (2) months before the general assembly. The proposed candidate will be presented at the general assembly and voted in by the assembly. The honorary member will have all the rights and privileges as per the Charter including voting at the general assembly.

The Board of Directors may immediately accept to honorary membership or withhold any other membership under exceptional circumstances with a majority vote by the Board of Directors.

**ASSEMBLIES**

**General Assembly**

The general assembly will be held on a yearly basis in a location agreed upon by the Board of Directors and where a fair proportion of members can attend for the purpose of electing the Board and Executive Committee and/or for the transaction of such other business as may come before the meeting.

**General Assembly Notice**

A notice providing the location, date, and time for the general assembly should be published at least two (2) months before the general assembly and the assembly’s agenda should be finalized and distributed to the members two (2) weeks prior to the assembly.

**Regular Meetings**

A regular annual meeting of the "outgoing" Board and Executive Committee shall be held without other notice than this Charter, at the same place as the annual meeting of members. A regular annual

meeting of the "ingoing" Board and Executive Committee shall also meet at the end of the annual meeting of members. The Board shall provide by resolution or resolutions the time and place for the holding of at least three (3) additional regular meetings of the Board per calendar year (preferably quarterly) without other notice than such resolution(s). The Board may provide by resolution(s) the time and place for the holding of additional regular meetings of the Board without other notice than such resolution(s). These additional meetings can be held via "remote" conferencing technologies as needed and if approved by the Board.

Board meetings will be closed to members (unless special circumstances and prior approval by the Board have been made.) Meeting minutes will be published and provided for member review for all Board meetings.

### **Special Meetings**

Special meetings or events can be held in any suitable place. A special meeting of the members may be called for any lawful purpose by a majority vote of the Board or by the President/Vice President or by ten percent (10 %) or more of the members. A special meeting called by any person(s) (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the board, the President, Vice President or the Secretary of the association. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote stating that a meeting will be held at a special time and date fixed by the Board, provided, however, that the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the date at which a meeting of members may be held when the meeting is called by the Board. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

### **General Notice Requirements**

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at the meeting. The notice shall specify the place, date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members. At any meeting at which Board/Executive Committee members are to be elected the notice shall include the names of all persons who are nominees when the notice or the ballot is given.

### **Manner of Giving Notice**

Notice of any meeting of members shall be in writing and shall be given at least ten (10) days but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, facsimile transmission, email, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address given by the member to the association for purposes of notice. If no address appears on the books of the association and no address has been given, notice shall be deemed to have been given.

## **Voting**

A process by which proposals are voted upon for technical reliability and soundness in the interests of the MPSA, for the election of Board of Directors, Executive Committee and on all matters pertaining to the general affairs of the Association on which a vote of the members is required by statute or is deemed by the Board to be desirable at the general assembly. The voting procedures can include electronic voting via a designated and approved online meeting technology as specified by the Board of Directors.

In any vote, each entity (individual or corporate) has one vote. In the case of Corporate Free Individual members each corporation shall be limited to a maximum number of votes equal to their designated number less than 1% of the total individual members. (ex. In order for a corporation to receive their 10 individual maximum votes there must be at least 1,000 individual members.)

Each such voting member in good standing shall be entitled to one vote at or with respect to the annual meeting, or as requested for voting by the Board, which shall be cast by the person(s) named in the membership application or later written designation by the member. Organizations with more than one member are entitled to one vote for each person listed on the membership application form (up to 10, as applicable). Each member may authorize, by a signed and dated writing, another representative to vote in his or her place, but no one member may hold more than one additional 'proxy' vote. No authorization shall be valid after eleven months from the date of its execution, unless otherwise provided therein.

## **Approval by Majority Vote**

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be the act of the members. In case of a tie the President of the Executive Committee has the privilege of breaking the tie.

## **Quorum**

Twenty five (25) individual members will constitute a quorum for the transaction of business at any meeting of members. A meeting will not be started until a quorum has been reached. The quorum required for any Board meeting will be no less than 50% of committee members.

## **Board of Directors/Executive Committee**

The Association shall be administered by an Executive Committee and Board of Directors.

Members of the Executive Committee and Board of Directors shall be individual members eligible for voting. No member may serve more than two consecutive terms (unless no other suitable candidates are willing to take said position and approved by the Board of Directors and Executive Committee.) The President may not serve more than four consecutive terms. Only one employee from any one organization may serve on the Board of Directors at a time, unless the Board waives this restriction.

## **Executive Committee**

Members hold primary responsibility for policy development, planning, evaluation, member liaison and financial integrity of the Association.

Members are also responsible for the communications of the Vision and strategic direction to the Board of Directors, ensuring execution of the MPSA core goals and objectives.

Members of the Executive Committee can participate at all board meetings and have full voting rights in all matters that concern the MPSA.

The Executive Committee should be composed of the following and will serve for the according term:

8. president, 2 years
9. past president, 1 year
10. vice-president 2 years
11. secretary, 2 year
12. financial officer, and 2 years

### **Board of Directors:**

Members are primarily responsible for the execution of the strategic plan recommended by the Executive Committee, which may include the development and leadership of working sub-committees. Members have secondary responsibility for upward communications to the Executive Committee on recommendations to the overall strategic direction. Board members have full voting rights in all matters that concern the MPSA.

The Board of Directors should be composed of the following and will serve for the according term:

1. 10 board members- 1 year
2. The Initial Board members should be comprised of TWO each from the following categories: (Retaining Quota system will be voted upon by Initial Board.)
3. End Users (Recipient of MPS in some manner, does NOT sell MPS for profit in any way)
4. Software
5. Infrastructure
6. Independent Dealer
7. Manufacturer

### **GENERAL POWERS**

The affairs of the Association shall be managed by its Executive Committee and Board of Directors which are specifically vested with the responsibility for policy development, planning, evaluation, member liaison and financial integrity of the Association. The committee shall be responsible for all business of the Association including, without limitation: organizing and conducting the annual and any other meetings, expelling from membership any member who violates these By-Laws or the Board Manual.

### **COMMITTEES**

A majority of the Board of Directors may create one or more advisory or working committees and appoint persons to a committee which shall be a commission, advisory body or other such body which may or may not have Directors as members, which body may not act on behalf of the Association or bind it to any action but may make recommendations to the Board of Directors or to the Executive Officers. Each such committee shall have two or more Directors, a majority of its membership shall be Directors, and all committee members shall serve at the pleasure of the Board.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

### **Elections**

Individual members and corporate members are eligible for electing the president, vice-president, secretary, and financial officer and the respective board member positions.

Elections for the Executive Committee will occur at the start of the general assembly annually. Any outgoing members can be re-elected in accordance with stated term limits and requirements. The candidates' list will be presented at the general assembly by the vice-president of the Executive Committee.

Any individual member can propose a candidate in writing to the Executive Committee at least one (1) month before the annual general assembly.

Elected positions terms will begin at the end of the annual general assembly at the scheduled "Ingoing" Board meeting.

In case of emergency situations where immediate replacement or removal of a member of the Board or Executive Committee is required and for reasons that cannot await the next general assembly the Board of Directors can hold an emergency election. Changes will be passed by unanimous vote. In those instances, the changes shall be presented at the next general assembly and reasons given for the decisions made.

## **TERMINATION AND SUSPENSION OF MEMBERSHIP**

### **Causes of Termination**

A membership shall terminate on occurrence of any of the following events:

- a) Resignation of the member, on reasonable notice to the association
- b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board
- c) Failure of the member to pay dues, fees, or assessments as set by the Board within the period of time set by the Board after they become due and payable

- d) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications
- e) Expulsion or suspension of the member pursuant to the following

### **Suspension of Membership**

A member may be suspended, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to serve the rules of conduct of the association or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the association. A person or entity whose membership is suspended shall not be a member during the period of suspension.

### **Procedure for Expulsion or Suspension**

If grounds appear to exist for expulsion of a member, the procedure set forth below shall be followed:

- a) The member shall be given fifteen (15) days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent first-class or registered mail to the member's last address as shown on records of the association.
- b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.
- c) The Board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, committee, or person shall be final.
- d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice must be commenced within one year after the date of the expulsion, suspension, or termination.

## **FINANCIAL MATTERS**

### **Revenue**

Dues from members and other forms of revenue should cover the operation and administration costs of the Association.

Dues will be payable on a yearly basis.

The Association fiscal year will be from 1 January to 31 December.

The Association fees will be as follows:

- a) individual members \$TBD/year
- b) corporate members:
  - a. Corporations with less than US \$1 million in annual revenue - \$TBD
  - b. Corporations with between US \$1 million and \$1 billion in annual revenue - \$TBD
  - c. Corporations with over US \$1 billion in annual revenue - \$TBD
- c) other members

## **Financial statements**

The financial statements shall be in accordance with generally accepted accounting practices and prepared to meet any IRS financial requirements.

## **Signing authority**

Only the president, the vice-president, the financial officer and the secretary of the executive committee will be authorized to sign on behalf of the Association. A minimum of two signatures shall be required in any financial transaction exceeding \$1,000.

## **Budget**

Before the annual meeting the executive committee, under the leadership of the financial officer, will prepare a budget plan for the following year. This budget plan will be presented at the annual general meeting for approval by the assembly.

## **LIAISON INFORMATION**

### **Database**

The operation and maintenance of the association database and other electronic data is crucial and vital to the operation and success of the Association. A member of the Board of Directors will be appointed as the Database Coordinator and will be responsible to the Board for the content of the database. The Database Coordinator can provide paid or volunteer staff in order to fulfill the needs of this role.

### **Website**

The operation and maintenance of the website is crucial and vital to the operation and success of the Association. A member of the Board of Directors will be appointed as the Website Coordinator and will be responsible to the Board for the content of the website. The Website Coordinator can provide paid or volunteer staff in order to fulfill the needs of this role.

### **Newsletter**

A newsletter will be the preferred means of disseminating information to the membership. A member of the Board of Directors will be appointed as the Newsletter Coordinator and will be responsible to the Board for the management and participation of the members in the MPSA publication. The Newsletter Coordinator can provide paid or volunteer staff in order to fulfill the needs of this role.

### **Coordination of Information**

All electronic correspondence to members within the Board/Executive Committee or for members at large should be made through the Secretary of the Executive Committee. The Secretary will keep a file of all correspondence.

## **Telephone Assembly**

Members of the Executive and/or Board of Directors are permitted to attend meetings via telephone conference calls. The participant will then be recorded in the minutes as present.

## **Amendments**

The power to alter, amend or repeal this Charter or adopt a new Charter shall be vested in the Board of Directors. The Charter may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with the MPSA Vision and Mission. The Charter may be altered, amended or repealed and/or a new Charter may be adopted as provided below:

1. The Charter may be altered, amended or repealed and/or a new Charter may be adopted at a regular or special meeting of the Board by a two-thirds vote of all the members of the Board, provided that prior notice indicates that amendment of the Charter is a purpose of the meeting.
2. In order for any alterations, amendments, repeals, or new Charter to be Finalized, after passing an initial vote by the Board of Directors will require a passing vote from full membership at the annual general assembly provided that prior notice indicates that amendment of the Charter is a purpose of the meeting.

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## **Initial Executive Committee & Charter Voting**

The "initial ratification party" will be determined to be those present at the 2009 MPS conference who wishes to participate in the MPSA. Any 2009 MPS conference attendees that would like to participate should send a note of their interest via email, or via the LinkedIn group.

The initial ratification party will elect the respective initial positions of the Executive Committee and Board of Directors. The first Executive Committee and Board of Directors will serve for the following terms ending at the stated number of years at the annual general assembly.

President-2 years

Vice President- 2 years

Secretary- 2 years

Financial officer- 2 years

Board Members:

The Board Member from each category that receives the most votes will serve for 2 years

Each other Board Member will serve for 1 year

In the case of a tie the initial ratification party must hold a vote to determine which of the two board members will server the longer term.

## **Initial MPSA Charter Voting**

The initial ratification party will vote to pass the initial MPSA charter.  
A majority of voters will pass the MPSA charter.

The proposed MPSA charter must be provided to the initial ratification party at least 14 days before the initial MPSA charter vote.

### **Adoption of Board of Director's Policy and Procedures Manual**

Rules regulating the day to day activities of the Board and the Association will be found in the Board of Directors Policy and Procedures manual. It is the responsibility of the initial Board and Executive committee to draft and adopt the manual as to which day-to-day activities are performed in coherence with this Charter.