

Western Ice Association, Inc.

By-laws

ARTICLE I NAME AND PURPOSE

Section A

The name of this corporation is the "WESTERN ICE ASSOCIATION" organized under the rules and regulations of the State of California.

Section B

The purpose or mission of this Association is to promote and enhance the standards and image of the packaged ice industry through professional, political and social networking and education.

ARTICLE II OFFICES AND SEAL

Section A

The principle office of the Association shall be located in such city as determined by the Board of Directors.

Section B

This Association shall have and use a corporate seal bearing the name "WESTERN ICE ASSOCIATION", STATE OF CALIFORNIA.

ARTICLE III MEMBERSHIP

Section A

The membership of the Association shall be classified as follows :

1. Industry Membership shall consist of all manufacture and or distributors of ice. They shall be eligible to vote an hold office.
2. Association Membership shall consist of all manufacturers and/or distributors of ice services, equipment or supplies used in the production or distribution of ice. They shall have all the privileges of industry Membership except voting and holding office.

Section B

Termination of Membership

1. Termination for Cause. Members may be terminated by a majority vote of the Board of Directors for the following reasons:
 - a. Failure to abide by the Bylaws
 - b. Conduct judged unethical or prejudicial to the interests of this Association or the Ice Industry.
2. Termination by Defaulting. A member who defaults in payment in excess of 90 days shall lose all membership privileges and shall be dropped from the Association automatically.
3. Resignation. Any member may resign by submitting a letter of resignation to the Board of Directors or the Executive Director.

Section C

Voting Rights

1. Each member in good standing shall be entitled to one vote at Association meetings, providing requisite fees for the meeting have been paid. No proxy votes shall be permitted.

ARTICLE IV DUES

Section A

The dues amount, terms and manner of payment shall be determined and fixed in an equitable manner by a majority vote of the Board of Directors.

ARTICLE V OFFICERS

Section A

Election and Qualification of Officers

1. The officers shall consist of a Chairman, Vice Chairman, Chief Financial Officer and Executive Director/Secretary.
2. Any authorized representative of any industry Member firm in good standing shall be eligible for election as an officer.
3. Officers shall be elected by the Board of Directors and ratified by the general membership at the annual meeting.
4. Officers shall serve a term of one year.

Section B

Duties of Officers

1. The Chairman of the Board shall preside at all meetings of the Association and the Board and shall be an ex-officio member of all committees. The Chairman shall be in direct communication with the Executive Director and be an aide in making decisions on the management and administration of the Association. The Chairman shall have the power of appointment for all committees.
2. The Vice Chairman shall assume all duties of the chairman in the event of the latter's absence.
3. The Chief Financial officer shall be responsible for the annual audit of the financial records.
4. The Executive Director/Secretary shall be responsible for all notices of Association meetings; shall keep complete minutes of all meetings; have custody of all funds and deposit same in the name of the Association in a bank; collect all dues and assessments; be responsible for the disbursement and paying of all bills; present a financial statement at the annual meeting; and deliver to any successor all records, accounts and monies in possession at that time.

ARTICLE VI BOARD OF DIRECTORS

Section A

Membership

The Board of Directors shall consist of the Officers including Chairman, Vice Chairman, Chief Financial Officer, Executive Director/Secretary and Immediate Past Chairman. The Board shall also include two (2) directors at large from each of the four geographic regions. The Board shall also include two (2) representatives from the Associate Membership and one (1) representative from the Dry Ice Membership. All active Past Chairmen of the Association, whose companies are members in good standing, shall be honorary members of the Board of Directors but shall have no voting rights.

Section B

Term of office

Directors at large and representatives shall serve a two year term. These terms shall be on a rotational basis alternating years for consistency.

Section C

Nominating Committee

No later than 60 days prior to the annual meeting of the Association, the Chairman of the Board shall appoint a nominating committee chaired by the Immediate Past Chairman and two additional members in good standing. The duty of this committee shall be at the annual meeting, to submit a list of nominees to fill vacancies of officers and directors whose terms are ending. Additional nominees may be nominated from the floor at the time of elections providing he meets all the requirements.

Section D

Elections

Directors shall be elected by a majority vote of the members of the Association present at the annual meeting. Associate and Dry Ice Representatives shall be elected by their individual memberships. Officers, Associate and Dry Ice Representatives shall be ratified by the membership.

Section E

Meetings

The Board of Directors shall meet at the time of the Annual Meeting and at least one other time prior to the annual meeting. The Chairman and/or the Executive Director may call special meetings of the Board when necessary. A majority shall constitute a quorum. The Board of Directors shall formulate the policies and direct the general membership of the Association.

ARTICLE VII EXECUTIVE STAFF

The Association shall retain an independent contractor as professional staff as approved by the Board of Directors. The title shall be Executive Director/Secretary with duties and responsibilities assigned by the Board for the purpose of overseeing management, administration and policy execution of the Association. He shall report directly to the Chairman and Board of Directors. This contract shall be reviewed on a yearly basis.

ARTICLE VIII MEETINGS OF THE MEMBERSHIP

Section A

Annual Meeting

The Annual Meeting of the Association shall be held in such place and upon such dates as may be fixed by the Board of Directors. The Executive Director shall notify each member of the Association by mail at least thirty (30) days in advance of the time and place selected.

Section B -Special Meetings

Special meetings shall be called by the Chairman or the Executive Director/Secretary; upon written request of a majority of the members of the Board of Directors, or upon written petition of a majority of Industry Members.

Section C

Quorum

A majority of voting members shall constitute a quorum for the transaction of all business. Any meeting lacking a quorum may be adjourned to a subsequent day without notice other than announcement of such meeting.

ARTICLE IX PARLIAMENTARY RULES

Robert's Rules of Order shall be the governing parliamentary law of the Association in all cases not definitely provided for by its Bylaws.

ARTICLE X FISCAL YEAR

The fiscal year of the Association shall begin on October 1st of each year and end September 30 of the following year. All membership dues shall be for such fiscal year or pro-rated for same.

ARTICLE XI DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. No part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, education, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XII AMENDMENTS TO THE BYLAWS

These Bylaws may be amended, or, new Bylaws adopted, by a vote of two thirds of the membership present and voting at an annual meeting, provided that notice and copy of proposed amendment shall be mailed to each member of the Association fourteen (14) days prior to the date of such meeting.

ADOPTED: 1/23/95 (Revised 6/1/02)