



Bylaws* of the International Association of Refrigerated Warehouses

ARTICLE I Name and Object

Section 1. The name of this Corporation is the "International Association of Refrigerated Warehouses."

Section 2. The objects for which this Corporation is formed are as follows:

- (a) To advance the interests and welfare of the refrigerated warehousing industry, to elevate and improve its standards, and promote a better understanding within the industry and among the general public of its activities.
- (b) To conduct research upon ways and means of lowering the costs of operations and improving the service rendered.
- (c) To provide a forum for the collection and dissemination of statistical information and the exchange of ideas among its members.
- (d) To advise members of legislation and regulations affecting the business.
- (e) To improve the relations between employers and employees.
- (f) To support governmental authorities and agencies in the maintaining of fair trade and competition.
- (g) To cooperate in the development and work of international, national, sectional, state and local organizations of refrigerated warehouses and other organizations, whose members are engaged in similar or related lines of business.

ARTICLE II Membership

Section 1. Any reputable person, firm or corporation engaged in the business of public refrigerated warehousing or in allied industries, shall be eligible to membership in this Corporation, such membership to conform with one of the classifications of membership hereinafter provided.

Section 2. The membership shall be divided into the following classifications:

- (a) Active Members
- (b) Associate Members

* Adopted October 8, 1948. Amended May 29, 1962; May 11, 1965; May 6, 1968; April 7, 1970; April 17, 1972; May 17, 1978; April 11, 1984.

(c) Honorary Members

Section 3. Active Members: Any reputable person, firm, or corporation who has been engaged in the business of public refrigerated warehousing shall be eligible to active membership in this Corporation.

Section 4. Associate Members: Any reputable person, firm, or corporation who is engaged in any line of business directly or indirectly connected with the refrigerated warehousing business, shall be eligible to associate membership in this Corporation.

Section 5. Honorary Members: The Board of Directors may, at its discretion and subject to approval by the Corporation's active membership, grant honorary memberships in this Corporation to persons who have performed or may be performing valuable services to the industry.

Section 6. Through bulletins issued by the Executive Office, the membership of this Corporation shall have notice of all membership applications received before action thereon by the Board of Directors. Within a reasonable time after such notice is given, however, applicants approved by the Board of Directors shall be elected by a majority vote of that body.

Section 7. Each member in good standing shall be entitled to one vote in the affairs of the Corporation. Associate and Honorary Members shall have no vote.

Section 8.

- (a) Each new member, upon payment of all indebtedness to this Corporation, shall be entitled to and receive a certificate of membership which shall carry thereon the seal of this corporation.
- (b) Each member shall be entitled to place upon his business stationery a copy of the insignia of this Corporation, together with a statement that such person, firm, or corporation is a member of the International Association of Refrigerated Warehouses.

**ARTICLE III
Termination of Membership**

Section 1. Any member of this Corporation may, at any time, resign therefrom in writing, upon payment of his indebtedness to the Corporation.

Section 2. Membership in this Corporation may be subject to cancellation by the Board of Directors for nonpayment of dues or other indebtedness, or because of insolvency, bankruptcy, or other reasonable cause, upon thirty days' written notice addressed to the member at his last known address.

Section 3. Any member of the Corporation who ceases to be a member for any cause whatsoever shall forthwith surrender his certificate of membership and shall discontinue the use or display on business stationery or elsewhere of any sign, symbol, or statement indicating membership in this Corporation, and shall thereafter have no interest in its property or assets.

**ARTICLE IV
Dues and Finance**

Section 1. The dues for Active and Associate Members of this Corporation and the manner of assessment and collection thereof, shall be determined by the Board of Directors, and any indebtedness shall be payable to the Treasurer of the Corporation within thirty days of the date of invoice. Honorary Members shall be exempt from the payment of dues.

Section 2. The Board of Directors may in its discretion abate, adjust or waive payment of dues to the Corporation. However, nothing herein shall be construed as giving the power to the Board of Directors to make exemptions for the benefit of individual members. Every exception so made shall be for the benefit of the entire membership.

Section 3. At least sixty days prior to the annual meeting, the Chairman of the Board of Directors shall appoint a Budget Committee of three, selected from the members of the Board of Directors. Such committee shall formulate and submit to the Board of Directors a budget covering all proposed expenditures for the coming year, and may, in its proposal, recommend increased expenditures or economies.

Section 4. Financial obligations shall not be incurred without the expressed authorization of the Board of Directors.

Section 5. The fiscal year of this Corporation shall be the calendar year ending December 31.

ARTICLE V Meetings of Members

Section 1.

- (a) The Annual Meeting of this Corporation shall be held at such time and place as shall be determined by the Board of Directors. The Executive Office of the Corporation shall mail to each member at his last known address a notice of the time and place of such meeting at least sixty days prior thereto.
- (b) Special meetings of the Corporation may be called by the Board of Directors or by the Chairman of the Board of Directors on his or their own initiative. Special meetings shall be called at the written request of ten percent of the active membership. The Executive Office of the Corporation shall mail to each member a notice of the time and place of such meeting and of the business to be transacted at least thirty days in advance.
- (c) Each member firm and corporation shall appoint and certify to the Vice President-Secretary of this Corporation, a member or officer to be its representative in the Corporation and who shall represent, vote and act for the member in all affairs of the Corporation.
- (d) At all meetings of the Corporation, twenty percent, or such other legal quorum as circumstances may require, of the active membership present in person or by duly authorized representative shall constitute a quorum. No representative of a member shall have the right to vote at any meeting unless he shall have properly executed credentials from the member he represents.
- (e) Any action which, under law, may be taken at a meeting of the Corporation may be taken without such meeting, if authorized by the Board of Directors, by written ballot circulated to all active members. Any written vote pursuant to such a ballot must meet the quorum and other voting requirements of the Bylaws.

Section 2. The order of business at the annual meeting of the Corporation shall be prepared under the direction of the Board of Directors.

ARTICLE VI
Board of Directors

Section 1. The affairs of this Corporation shall be managed by a Board of Directors of not less than 14 nor more than 18 members, to be elected as hereinafter provided. This Board shall be charged with the management of the business of the Corporation and shall consider and act upon such matters as are presented to it, and in addition to the powers conferred by these Bylaws and except as restricted by them, may exercise the powers and do all acts and things necessary in conducting the affairs of this Corporation.

Section 2. The Board of Directors may appoint a President and CEO and/or Vice President-Secretary from within or without the Corporation membership, may select the location of their office or offices, fix their remuneration, and prescribe the duties which they shall perform. The Board of Directors may appoint such other agents, representatives, or employees as may be deemed necessary for the conduct of the business of the Corporation and prescribe the location of their officers, their remunerations and duties.

Section 3. The Board of Directors or the Chairman of the Board of Directors may establish such standing and special committees, with such powers and duties, as it or he may deem desirable, and such committees shall be responsible to the Board of Directors and to the Chairman of the Board of Directors for the performance of their prescribed duties.

Section 4.

- (a) The Board of Directors shall present annually to the membership, through the Chairman of the Board of Directors, a report of the activities and affairs of the Corporation for the year.
- (b) The Board of Directors shall also direct the presentation to the membership of an annual report by the Treasurer, which report shall include an audit of the books of the Corporation by a firm of certified public accountants selected by the Board of Directors. This report shall set forth all receipts and expenditures for the year and a statement of the assets and liabilities of the Corporation.
- (c) The Board of Directors may also direct the presentation to the membership of a report by the President and CEO and/or Vice President-Secretary, which shall contain the names and places of business of the members who have been admitted to membership in the Corporation or who have died, resigned, or whose membership shall have been cancelled during the preceding fiscal year.
- (d) The foregoing reports shall be filed with the records of the Corporation for the fiscal year covered thereby and entered in the record of the proceedings of the annual meeting.

Section 5. The Board of Directors may cause to be issued to the members of the Corporation such publications, reports, etc., as in its judgment may further the purposes and work of the Corporation.

Section 6. To provide for closer cooperation and contact within the industry, the Board of Directors shall wherever possible assist in the organization of local and state associations of refrigerated warehouses. The Board of Directors shall also arrange for the creation and recognition of regional chapters of the International Association of Refrigerated Warehouses. The number and territorial boundaries of these chapters shall be determined by the Board of Directors. The management of the aforementioned chapters shall be conducted in accordance with bylaws that are not inconsistent with the Bylaws of this Corporation. The active chapter members must be members of the International Association of Refrigerated Warehouses. All other chapter members shall be designated as associate chapter members. Only active chapter

members may vote for chapter nominees for members of the Board of Directors of this Corporation. The services of this Corporation shall be extended to the chapters and to the local and state associations.

Section 7. Each of the chapters shall be represented on the Board of Directors of this Corporation by one member who shall be known as a Chapter Director. The remaining members of the Board of Directors shall be known as Directors-at-large. All Directors must be either active members or employees of active members of this Corporation, and no one member company shall be represented on the Board of Directors by more than one Director. No Director having served a full three-year term, shall succeed himself, except as hereinafter provided.

Section 8. Four or more members of the Board of Directors shall be elected annually to serve for a term of three years each or until their successors are elected and qualified. Not less than sixty days prior to the annual meeting, the Chairman of the Board of Directors shall appoint a Nominating Committee consisting of three members, none of whom shall be a member of the Board of Directors. Not more than one Nominating Committee member shall be from any single chapter territory. The Chairman of the Board of Directors shall, at the time he makes the appointment, send the names of the Nominating Committee to all members of this Corporation.

Section 9. Within thirty days after each annual meeting of this Corporation, the Vice President-Secretary shall notify the secretary of each chapter which, according to these Bylaws, may nominate a chapter Director to be elected at the next annual meeting, that such nomination is to be made. Such nomination must be submitted in writing to the Vice President-Secretary of the International Association of Refrigerated Warehouses not later than ninety days prior to the annual meeting. Chapter nominees must be active members in good standing of this Corporation. The Vice President-Secretary shall submit in writing the names of chapter nominees to the Nominating Committee, which Committee shall thereupon include such name or names in its report to the membership in annual meeting. Should there be no chapter or should the chapter fail to act, the Nominating Committee shall select a nominee from such area. In the event there are multiple nominations from a single member company, the problem shall be resolved between the Vice President-Secretary, the Nominating Committee, and the chapter or chapters involved, in accordance with Article VI, Section 7, of these Bylaws. On the first day of the annual meeting, the Nominating Committee shall make its report setting forth the names of the four or more nominees to be elected to the Board of Directors. Thereupon, the Chairman of the Board of Directors shall designate the place and hour during the annual meeting at which the election shall be held. The Chairman of the Board shall then read to the membership those sections of these Bylaws pertaining to the nomination and election of Directors. Immediately preceding such election, the Nominating Committee shall report to the meeting the names of any other nominees for either Chapter Directors or Directors-at-large, which shall have been filed with it by petition signed by not less than five active members of the chapter or of the Corporation.

Section 10. The election shall be by ballot and a majority of the votes cast shall determine the election. The ballots shall clearly indicate, in the event of a contest, the contesting nominees from any chapter area or for Directors-at-large. The electees shall take office immediately after their election.

Section 11. Meetings of the Board of Directors may be called by the Chairman of the Board of Directors and shall be called by him upon the written request of three Directors. At least ten days written notice shall be given of all meetings of the Board of Directors. Eight members shall constitute a quorum of the Board of Directors. Vacancies in the Board of Directors among Directors-at-large may be filled by the Board of Directors. Vacancies on the Board of Directors

among Chapter Directors shall be filled by the Chapter, with the approval of the Board of Directors. In the event there is no Chapter or the Chapter fails to act, the vacancy may be filled by the Board of Directors. Any person elected to fill a vacancy shall hold office until the next annual meeting of the Corporation, when an election by the members shall be held to fill the vacancy.

Section 12. Any Director who ceases to be actively engaged in the business of refrigerated warehousing shall automatically cease to be a member of the Board of Directors.

ARTICLE VII Executive Committee

Section 1. The Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, the Treasurer and the Immediate Past Chairman of the Board of Directors of this Corporation shall constitute the Executive Committee. The Executive Committee shall exercise the powers of the Board of Directors, except the election of officers, between meetings of the Board of Directors, reporting to the Board of Directors thereon at the succeeding meeting. Three members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 2. Meetings of the Executive Committee may be called by the Chairman of the Board of Directors, or by two members of the Committee.

ARTICLE VIII Officers

Section 1. The officers of the Corporation shall be a Chairman of the Board of Directors, a Vice Chairman of the Board of Directors, and a Treasurer, to be elected as hereinafter provided. As additional officers, the Board of Directors may appoint a President and CEO and/or a Vice President-Secretary, as more particularly described in Section 2 of Article VI hereof.

Section 2. Within 60 days prior to each annual meeting, the Board of Directors shall meet and elect either from its membership or from the active members of the International Association of Refrigerated Warehouses who have served on any previous Board of Directors, a Chairman of the Board of Directors, a Vice Chairman of the Board of Directors, and a Treasurer, who shall take office at the conclusion of the annual meeting and serve for one year or until their successors are duly elected. The names of the nominees for those offices as selected by the Nominating Committee shall be presented to the Board of Directors. Additional nominations may be made from the Board. The election shall be determined by majority vote. In the event of a tie between two nominees for the same office, the deciding vote will be cast by the presiding Chairman. In the event there are three or more nominees for the same office, none of whom receive a majority vote, the election shall be between the two nominees having the greatest number of votes. Neither the Chairman of the Board of Directors nor Vice Chairman of the Board of Directors of this Corporation may succeed himself in the same office at the completion of a full one-year term. The duly elected officers of this Corporation shall automatically become members of the Board of Directors.

Section 3. The retiring Chairman of the Board of Directors of the International Association of Refrigerated Warehouses shall serve as a member of the Board of Directors, with all the rights and privileges of a Director, for one year following his term of office.

ARTICLE IX
Duties of Officers

Section 1. The Chairman of the Board of Directors shall preside at any and all meetings of the Corporation, of the Board of Directors and of the Executive Committee. He shall appoint all committees, except the Executive Committee, from the membership of the Corporation, which committees shall be directly responsible to him and to the Board of Directors. The Chairman of the Board of Directors shall be a member ex-officio of all committees and may appoint ex-officio members to any committee, except the Executive Committee. He shall present the annual report covering the work of the Board of Directors and of the Corporation and may make such recommendations as he deems proper. He may from time to time bring before the Corporation, the Board of Directors, or the Executive Committee such matters pertaining to the interests of the Corporation as may arise and require action, and in general shall conduct and supervise the business and affairs of the Corporation under the direction of the Board of Directors as the principal executive officer of the Corporation.

Section 2. The Vice Chairman of the Board of Directors shall be a member of the Budget Committee and shall perform all the duties of the Chairman of the Board of Directors in the event of his absence, disability, or refusal to serve.

Section 3. The President and CEO shall have complete charge of the executive offices of the Corporation and shall compile, publish and distribute to the members of the Corporation such reports, publications, etc., as authorized. He shall keep books of account and render to the Board of Directors at such times as may be prescribed statements of all receipts and expenditures in connection with the operation of his office. He shall ensure the preparation and submission to the membership of timely reports covering the affairs of his office as herein before provided and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4. The Treasurer shall have charge of all monies received, shall arrange for the deposit of same in the name of the Corporation in such bank or banks as the Board of Directors may designate, and shall invest or disburse the same in such manner as shall be prescribed by the Board of Directors. He shall keep books of account of all receipts and disbursements, which books shall be available for the inspection of members. Such accounts shall be audited annually by a firm of certified public accountants to be selected by the Board of Directors. The accounting firm shall certify to the correctness of the said accounts before the presentation of the Treasurer's annual report as hereinbefore provided. The Treasurer shall be custodian of all property of the Corporation. The Treasurer shall be reimbursed for all necessary expenses of his office, and shall give a satisfactory bond at the expense of the Corporation, to be kept in the custody of the Corporation Executive Office, the amount of which shall be fixed by the Board of Directors.

Section 5. The Vice President-Secretary shall conduct the corporate work of the Corporation and keep full records of its business and affairs and issue notices of meetings. He shall perform such other duties as he may be directed by the Chairman of the Board of Directors and/or the President and CEO.

Section 6. Vacancies in any office may be filled by the Board of Directors.

ARTICLE X
Affiliations

Section 1. Subject to the approval of the Corporation at any annual meeting or at any special meeting called for that purpose, the Board of Directors is authorized to make or dissolve any affiliations between this Corporation and any other organization or organizations engaged in similar or related lines of business, as they may deem in the best interests of the members of this Corporation.

Section 2. This Corporation shall have complete control and autonomy in all matters pertaining exclusively to its affairs.

ARTICLE XI
Amendments

Section 1. These Bylaws, or any part hereof, may be amended or repealed at any annual meeting of the Corporation or at any special meeting called for that purpose, by a majority vote of the active members, provided that notice of such change as proposed by the Board of Directors or by written request of ten percent of the members, addressed to the Chairman of the Board, shall be sent to all members in the call for such special meeting not less than thirty days prior to the date of such meeting.

ARTICLE XII
Indemnification

Section 1. The Corporation may, by resolution of the Board of Directors, provide for indemnification by the Corporation of any and all of its Directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been directors or a director or officer of the Corporation, except in relation to matters to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

ARTICLE XIII
Dissolution

Section 1. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, distribute all the assets of the Association exclusively to such organization or organizations similar in purpose and activity to the Association, as the Board of Directors may determine.