



# Bylaws\* of the World Food Logistics Organization The Refrigeration Research and Education Foundation

## ARTICLE I

### Title, Location, Mission, Prohibited Acts, Fiscal Year

**Section 1. Title.** The name of this corporation shall be the World Food Logistics Organization and shall be referred to in these bylaws as the “organization” or “WFLO.”

**Section 2. Location of Principal Office.** The general office of the organization shall be the headquarters and office of the President and CEO located in Alexandria, Virginia. There shall be at all times a registered agent appointed by the Board of Governors located in the State of Illinois.

**Section 3. Mission.** The mission of the organization as set forth in its Articles of Incorporation is as follows:

#### Mission Statement

To develop and support systems, networks and best practices through research and education, within the global food industry and among trading partners, for the safe, efficient and reliable movement of food to the people of the world.

- (a) To improve the knowledge of the preservation of perishable commodities essential to the health and welfare of the world's people.
- (b) To develop and support research in the science and art of refrigeration and distribution of food and other commodities through the organization's own resources and through an international program of financial grants to established institutions and agencies of research.
- (c) To offer members of the international food logistics industry the resources, research, education, and consistent information in food logistics with which to improve standards and practices and facilitate the safe, cost-effective distribution of perishable foods among trading partners around the world.
- (d) To establish fellowships in institutions and agencies of research and thereby to aid in the training of competent personnel to provide advancement and leadership to the refrigeration and distribution of commodities essential to the world economy.

---

\* Adopted April 19, 1964. Amended April 5, 1970; October 28, 1970; April 23, 1974; May 17, 1978; May 6, 1987; April 25, 1995; April 15, 1996; May 14, 1997; November 20, 1998; April 30, 2000.

- (e) To provide a forum for the collection and dissemination of information and the exchange of ideas among members as well as information on the development of the food logistics infrastructure.
- (f) To establish in the interest of the people of the world a repository of scientific information relating to the refrigeration and distribution of foods and other materials.
- (g) To develop critical food science research and information and to advise members on technical questions in a wide variety of matters pertaining to developing the food logistics infrastructure, especially the storage and transportation of perishable commodities.
- (h) To establish an advisory council of leading scientists and authorities in the matters of food preservation and logistics.
- (i) To cooperate with and aid agencies of international, federal and state governments, institutions of research and others in connection with their scientific and educational work involving the refrigeration and distribution of food and other products.
- (j) To implement a consultancy program to guide government agencies, companies, or industries in their pursuit of safe and improved food handling and distribution.
- (k) To develop timely educational programs for the food logistics industry on local, national, regional and global levels.
- (l) To take a leadership role in the formation of national or regional industry associations dedicated to these missions.

**Section 4. Prohibited Acts.** The organization shall be in all respects a non-profit corporation and shall not engage in any business or activity customarily performed for profit, nor shall it engage, directly or indirectly, in political activity, nor carry on propaganda, nor attempt to influence legislation.

**Section 5. Corporate Seal.** The organization shall have a corporate seal, as approved by the Board of Governors.

**Section 6. Fiscal Year.** The calendar year shall constitute the fiscal year of the organization, during which annual membership dues as established by the Board of Governors shall be paid.

## **ARTICLE II**

### **Membership — Categories and Qualifications**

**Section 1. Membership.** The membership of this organization shall consist of three categories designated as follows:

- (a) Industry
- (b) Government
- (c) Academia

**Section 2. Qualifications for Membership.**

- (a) Industry. A private corporation, company or trade association involved directly or indirectly in the food logistics industry shall be eligible for membership. Any public refrigerated warehouse (PRW) which is an active member of the International Association of Refrigerated Warehouses (IARW) shall be an industry member of WFLO. Only through IARW membership may a company that operates PRWs also be a member of WFLO.
- (b) Government. Any local, regional, national, or international government agency involved in the development, improvement or regulation of the food industry shall be eligible for membership.
- (c) Academia. Any person or institution directly or indirectly related to education or research in food science or distribution is eligible for membership.

**Section 3. Membership Rights and Privileges.** All members shall be entitled to one vote, either in person or by proxy at all membership meetings and shall also have the right to vote at all elections.

**Section 4. Transfer of Memberships.** Memberships in this organization shall not be subject to transfer.

**Section 5. Shares of Stock and Dividends Prohibited.** The organization shall not have or issue shares of stock. No dividend shall be paid and no part of the income of the organization shall be distributed to its members, Governors or Officers (excluding salaries to employees); provided, however, that the organization may reimburse in a reasonable amount for expenses incurred by members, Officers or Governors.

**ARTICLE III  
Board of Governors**

**Section 1. Board of Governors.** The governing of the organization and the control and management of its properties and affairs shall be vested in a Board of Governors, hereinafter sometimes referred to in these bylaws as the "Board." The Board shall consist of no more than twenty-one persons, up to seven of whom may be public members (an individual elected to the Board, from the general public, in recognition of civic, business and scientific leadership) who shall be chosen for a three-year term (three term limit) by the elected Governors at each Annual Meeting of the Board. The remaining board members will be elected from the IARW active membership and shall serve for a three-year term or until their successors are duly elected.

**Section 2. Powers and Duties of the Board of Governors.** The Board of Governors shall have, in addition to the power and authority expressly conferred upon it by these bylaws, the power and authority to control and manage all the affairs and the property of the organization, approve all contracts and purchases, provide for all expenditures and otherwise administer the affairs of the organization in such manner as may be necessary to carry out its objectives and purposes as set forth in its Articles of Incorporation, subject, nevertheless, to the statutes of the State of Illinois relating to non-profit corporations and any amendment of such statutes, and provided, further, that the Board of Governors may delegate to the Executive Committee, hereinafter provided for, any and all of its power and authority, except to the extent that it may be prohibited from doing so by the statutes of the State of Illinois.

**Section 3. Annual Meeting.** There shall be an annual meeting of the Board of Governors which shall be held at the same place and time proximate to the annual meeting of members.

**Section 4. Regular and Specific Meetings.** Regular meetings of the Board of Governors shall be held from time to time as it shall by resolution be determined. Special meetings of the Board may be called by the Chairman or by eight members of the Board on five days' notice served on each member, either personally or by written communication.

**Section 5. Place of Meeting.** Regular and special meetings of the Board shall be held at such time and place as specified in the notice of the meeting.

**Section 6. Notice of Meetings.** Notices of regular and special meetings shall be communicated in writing to each member of the Board at their last known address by the Vice President/Secretary at least five days prior to the date of said meeting.

**Section 7. Quorum.** A majority of the members of the Board shall be necessary to constitute a quorum for the transaction of any business at any meeting.

**Section 8. Majority Vote.** A vote of a majority of the members of the Board present at any meeting, if there is also a quorum present, shall constitute an act of the board.

#### **ARTICLE IV Committees**

##### **Section 1. Executive Committee.**

- (a) **The Executive Committee** will be the officers elected by the members of the Board of Governors, reporting to the Board of Governors thereon at the succeeding meeting. The Chairman of the organization shall act as Chairman of the Executive Committee. The Chairman of the WFLO Scientific Advisory Council shall be a member of the Executive Committee. The President and CEO or the Vice President/Secretary of the organization shall act as secretary of the Executive Committee or the Chairman may appoint one of the members of the committee to act as secretary of the committee for that meeting.
- (b) **Meetings of Executive Committee.** Regular meetings of the Executive Committee shall be held from time to time as said Executive Committee may by resolution determine. Special meetings of the Executive Committee may be called by the Chairman or by three members of the Executive Committee on five days' notice to each member of the committee, either personally or by written communication.
- (c) **Place of Meeting.** All regular and special meetings of the Executive Committee shall be held at such time and place as said committee may from time to time determine.
- (d) **Notice of Meetings.** Notice of regular meetings shall be communicated by writing to each Executive Committee member at their last known address by the Vice President/Secretary thereof at least five days prior to the date of such meeting, but any meeting of the Executive Committee at which all the members of the Executive Committee are present shall be as valid as if called pursuant to proper notice.

- (e) **Quorum.** A majority of the appointed and acting members of the Executive Committee shall be necessary to constitute a quorum for the transaction of any business at any meeting.
- (f) **Majority Vote.** A vote of the majority of the members of the Executive Committee present at any meeting, if a quorum be present, shall constitute an act of the Executive Committee. If any matter of the organization's business shall be considered and acted upon by written ballot, then a majority approval shall be required.
- (g) **Informal Action.** The individual members of the Executive Committee shall have no power as such except as in this section provided and the Executive Committee shall act and shall have the capacity to act only as a committee. Nevertheless, any action taken pursuant to a prior authorization and confirmed and approved by subsequent ratification in writing, whether of record in the corporate record book or otherwise, signed by all the members of the Executive Committee, shall have the same force and effect as if such action had been taken pursuant to a resolution adopted in a regularly called or constituted meeting of the members of the Executive Committee.

## **Section 2. Committees**

- (a) **Nominating Committee.** Committees shall include a Nominating Committee of three, two of whom, including one designated as chairman, will be selected by the International Association of Refrigerated Warehouses' Chairman and one selected by the Chairman of the organization. The Nominating Committee shall present at each annual meeting of the members nominees for the Board of Governors as well as the organization's officers and public members of the Board.
- (b) **Other Committees.** Other committees for special purposes of the Board of Governors in the management of the organization may be appointed by the Chairman of the organization upon motion adopted by a majority of the Governors or members of the Executive Committee at a meeting at which a quorum is present. These committees review commodities, technology, industry needs and current research in their specific area of interest and, as appropriate, propose research needs to the board.

## **ARTICLE V Scientific Advisory Council (SAC)**

**Section 1. Scientific Advisory Council.** The Board of Governors shall appoint a Scientific Advisory Council consisting of not fewer than three but no more than twenty-one members. Each appointment to the Council shall be for a term of three years. The number of the Scientific Advisory Council may only be enlarged at the annual meeting of the Board of Governors, but the Board shall have power to fill any vacancy occurring on the Council during the interim between annual meetings of the Board. Each person appointed to the Scientific Advisory Council shall be an outstanding scientist in food preservation or an industry related field.

**Section 2. Prohibition with Respect to Grants.** The organization shall not make any contribution or grant of funds to an organization or institution unless it be organized and operated for scientific and/or educational purposes, no part of the net earnings of which inures

to the benefit of any private shareholder or individual and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation.

## **ARTICLE VI Officers**

**Section 1. Officers.** Within 60 days prior to each annual meeting of the members of the organization, the Board of Governors shall meet and elect either from its membership or from the active members of the organization who have served on any previous Board of Governors, a Chairman, a Vice Chairman, 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 Board shall also elect from the public members of the Board, a Chairman of SAC.

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. The Chairman may not enter another term in the same office at the completion of one full term.

The duly elected officers of the organization shall automatically become members of the Board of Governors.

**Section 2. Appointed Officers.** Executive staff positions are by appointment of the elected Board of Governors. These appointed positions are: President and CEO, and Vice President/Secretary.

**Section 3. Chairman of the Scientific Advisory Council.** The Chairman of SAC shall preside at all meetings of the members of the organization's Scientific Advisory Council. The Chairman of SAC shall be chosen from the public members of the organization and shall be a representative of the general public.

**Section 4. Chairman.** The Chairman shall preside at all meetings of the members and Board. The Chairman shall be the chief elected officer of the organization and shall see that the bylaws, rules and regulations of the organization are enforced and shall perform all other duties that may be prescribed from time to time by the Board or Executive Committee. The Chairman, the President and CEO, as hereafter defined, or Vice President/Secretary shall sign all written contracts and obligations of the organization which have been approved specifically or conceptually by the Board or Executive Committee. The Chairman shall, by and with the consent of the Board, appoint all executive officers and the department heads other than those elected by the Board or Executive Committee, appoint all committees as the Board may authorize and shall be an ex-officio member of all committees. The retiring Chairman of the organization shall serve as a member of the Board of Governors, with all the rights and privileges of a Governor, for one year following the term of office.

**Section 5. President and CEO.** The Board of Governors shall employ a President and CEO of the organization, who shall be the chief executive officer. It shall be the duty of the President and CEO to devise, put into operation and coordinate plans for carrying out a program which will achieve the purposes and objectives for which the organization exists, and generally to manage and direct the affairs of the organization. The President and CEO shall be an ex-officio member of the Scientific Advisory Council.

**Section 6. Vice Chairman.** In the absence or in the event of the disability of the Chairman, the Vice Chairman shall have the powers and shall perform the duties of the Chairman and such other duties as may be prescribed by the Board or Executive Committee.

**Section 7. Vice President/Secretary.** The Vice President/Secretary, as employed by the Board, shall issue all corporate notices required to be given by or on behalf of the organization, conduct the corporate correspondence, and have custody of and affix the seal of the organization. The Vice President/Secretary may sign with the Chairman, or President and CEO, all written contracts and obligations of the organization which have been approved by the Board or the Executive Committee.

**Section 8. Treasurer.** The Treasurer shall have charge of all monies received, shall supervise the deposit of that money in the name of the corporation in such bank or banks or any other depositories as the Board of Governors may designate, and shall supervise the investment or disbursement of the same in such manner as shall be prescribed by the Board of Governors. The Treasurer shall supervise the keeping of 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 Governors. The accounting firm shall certify to the correctness of the accounts before the presentation of the Treasurer's annual report. The Treasurer shall perform such other duties as may be prescribed by the Board.

**Section 9. Other Officers.** Other officers, if any, shall perform such duties as may be prescribed from time to time by the Board or Executive Committee.

**Section 10. Surety Bonds.** The Treasurer and other officers or employees who may have the handling of any funds of the organization may be required by the Board or Executive Committee to give a surety bond to be furnished at the expense of the organization for the faithful discharge of duties, which bonds shall be in such amount and with such sureties as the Executive Committee shall direct and approve.

## **ARTICLE VII Meeting of Members**

**Section 1. Annual Meeting.** An annual meeting of the members of the organization shall be held at such time and place as the Executive Committee may from time to time by resolution determine, and notice of such meeting shall be communicated in writing to all members at least ten days before the date of such meeting.

**Section 2. Special Meeting.** Special meetings of the members may be held at any time upon written call of the Executive Committee or shall be called upon notice signed by twenty-five members of the organization. Any call or notice of a special meeting shall indicate the purpose thereof and no business shall be transacted at said special meeting except as specified in the call and notice. A notice of such special meeting shall be communicated in writing by the Vice President/Secretary to all members of the organization at least ten days before the date of such meeting.

**Section 3. Place of Meeting.** All meetings of the members shall be held at the place designated in the call and notice.

**Section 4. Voting.** At any regular or special meeting, each member in good standing shall be entitled to vote in person or by written proxy.

**Section 5. Quorum.** The members present, in person or by proxy, shall constitute a quorum for the transaction of business at any regular or special meeting of the members.

**Section 6. Majority Vote.** An act of the members at any regular or special meeting is achieved by a majority of all members present in person or by proxy.

## **ARTICLE VIII Holding Office Until Successor Qualifies Vacancies**

**Section 1. Holding Office Until Successor Qualifies.** Each Governor, member of the Executive Committee and officer of the organization shall hold the respective office to which elected for the period for which elected to serve and/or until their respective successor has been elected and has qualified.

**Section 2. Vacancies.** If the office of any of the officers of the organization specified in Article VI of these bylaws becomes vacant for any cause and/or if a vacancy occurs in the membership of the Board of Governors or of the Scientific Advisory Council, the Board shall have the power to elect a successor to fill such vacancy by a simple majority vote of its remaining members.

## **ARTICLE IX Indemnification**

The corporation may, by resolution of the Executive Committee, provide for indemnification by the corporation of any and all of its governors or officers or former governors 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 governors or a governor or officer of the corporation, except in relation to matters to which such governor or officer or former governor 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 X Amendment of Bylaws**

Any bylaw may be repealed, modified, altered, amended or adopted by the Board of Governors at any regular meeting or at a special meeting called for that purpose. All such amendments and modifications and any bylaws so adopted shall be in force and effect until the next annual meeting of the members and unless disapproved by the affirmative vote, in person or by proxy, of a majority of the members qualified to vote at such meeting, or at a subsequent one, shall continue in full force and effect.

## **ARTICLE XI Dissolution - Liquidation**

**Section 1. Distribution of Assets.** This organization is organized as a non-profit corporation and no part of the net earnings thereof shall inure to the benefit of any member, Governor or officer either immediately or in the future, and therefore, upon dissolution or final liquidation, the assets of the organization shall be applied and distributed as follows:

- (a) All liabilities and obligations of the organization shall be paid, satisfied and discharged, or adequate provision shall be made thereof.
- (b) Assets held by the organization upon condition requiring the return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- (c) The remaining assets shall be transferred or conveyed to one or more corporations, societies or organizations operated exclusively for scientific or educational purposes, pursuant to a plan or distribution adopted by the Board of Governors or the International Association of Refrigerated Warehouses.