

CONSTITUTION AND BY-LAWS OF THE GREAT LAKES ICE ASSOCIATION

ARTICLE I

- Section 1.00 Name, Location and Objective
- Section 2.00 **NAME:** The name of the Corporation is Great Lakes Ice Association, Inc., hereinafter referred to as the Association.
- Section 3.00 **LOCATION:** The office of the Association shall retain the corporate documents for the Great Lakes Region and shall be determined by the Board of Directors.
- Section 4.00 **OBJECTIVE:** The purposes of this Association shall be:
- Section 4.10 to facilitate the acquirement and interchange of practical knowledge among its members;
- Section 4.20 to encourage the development of the art of manufacturing and the distribution of ice;
- Section 4.30 to create a standard of excellence in manufacturing and distribution;
- Section 4.40 to arrange and provide for advertising products of members;
- Section 4.50 to gather data and issue bulletins of promotional and/or technical Character;
- Section 4.60 to exercise a corrective influence on the quality of the products to the end that Association standards are maintained;
- Section 4.70 to secure efficient cooperation with associated industries, the government and agencies thereof as related to the ice industry; and
- Section 4.80 to do any and all other things necessary, incident or proper to the accomplishment of such purposes.

ARTICLE II

- Section 1.00 **MEMBERSHIP.**
- Section 1.10 The membership shall consist of classes which shall be as follows:
- Section 1.20 **Manufacturer Membership:** Manufacturer membership in the Association shall be open to firms, individuals and corporations engaged in the manufacturing of ice in one or more locations. Manufacturer members are entitled to vote and to hold offices within the Association.
- Section 1.30 **Distributor Memberships:** Distributor membership in the Association shall be open to firms, individuals and corporations engaged in the distribution of ice. Distributor members shall be entitled to vote and to hold offices within the Association.

Section 1.40 Associate Membership: Associate Membership in the Association shall be open to manufacturers and distributors of equipment, supplies and services related to the ice industry. *Associate members shall be entitled to a vote in the general business sessions and may hold an office other than that of Associate Director.*

Section 2.00 Application for Membership: Application for membership shall be submitted to the Association Executive Office. Upon payment in full of dues, the applicant shall become a member of the Association.

Section 2.10 Membership may also be dependent upon verification of compliance with any qualifications which may be set forth by the Board of Directors.

Section 3.00 Membership Addresses. It shall be the duty of all members to keep on file with the Association Executive Office an address to which any and all notices required by these By-Laws, rules or regulations of the Association may be sent. The consistent return of mail sent to the addresses on file will be investigated. If a member is unable to be located, the member's name will be submitted to the Board for removal from the membership roster.

Section 4.00 Voting Members: Each eligible voting member shall be entitled to one vote for candidates for various offices and directorships of the Association.

ARTICLE III

Section 1.00 Board of Directors.

Section 1.10 The **Board of Directors** of the Association shall consist of not more than six (8) regular members, plus five (5) officers, all to be elected from the eligible membership. ~~Each State/Province in the Great Lakes Region should have at least one (1) Director/Officer, but not more than two (2) Directors/Officers.~~ The term of these Directors shall be three (3) years. ~~and terms shall expire on alternate years.~~

Section 1.20 Associate Members "Suppliers" of the Association shall elect from their membership a Representative to the Board of Directors who shall serve a three (3) year term and will be eligible to vote on matters of the Association, during meetings of the Board of Directors. The Associate Director's company is not required to be headquartered within the Great Lakes Region.

Section 1.30 The **Immediate Past President** shall serve on the Board of Directors for one (1) Year, even if his/her term on the Board of Directors expires coincidental with his/her term as President.

Section 1.40 Election of Directors shall take place during the Annual Meeting of the Association. New Directors are elected by a majority of the members present at the time of election. There may be only two (2) Directors sitting on the Board from any one (1) member company at the time of their election.

Section 2.00 Succession. A regular member may succeed themselves for additional three (3) year terms as a Director upon election from the GLIA membership. ~~only once, serving a maximum of six (6) consecutive years on the Board.~~

Section 3.00 Officers. The officers of the Association shall consist of a President, Vice President/President-Elect, Treasurer, Secretary (an officer may hold a dual role as Secretary / Treasurer) and the Immediate Past President. The Executive Director shall be an ex-officio officer of the Association. These officers shall also compose the Executive Committee of the

Association which shall be empowered to act on behalf of the Board of Directors/
Association when warranted.

- Section 3.10** The membership shall also elect during the Annual Meeting the Secretary (or Secretary/ Treasurer) who shall ascend through the chairs of Treasurer, Vice President, President and Immediate Past President of the Association. With each new election of a Secretary (Secretary / Treasurer), those officers serving as the Treasurer, Vice President and President shall automatically be advanced to the next highest position and/or end their term on the Board of Directors.
- Section 3.20** The Secretary shall be any regular member who has served not less than one (1) year on the Board of Directors.
- Section 3.30** The Board of Directors shall also reaffirm the financial management firm of the Association and name an Executive Director, who will serve as an Ex-officio member of the board. This reaffirmation shall be in accordance with the agreement for services between the management firm and the Association.
- Section 4.00** **Meetings.** Regular Meetings of the Board of Directors shall be held at the Annual Convention (prior to its official opening). ~~immediately following the Annual Meeting (as described in Article III, Section 3.00), and in the Fall of each year.~~ Additional meetings may be conducted upon the call of the President or at least Three (3) Board Members.
- Section 5.00** **Quorum.** A simple majority of the Directors must be present to constitute a quorum for the transaction of business at any regular or special meeting of the Board.
- Section 6.00** **Authority.** The Board of Directors of the Association shall be empowered to conduct the affairs of the Association in such a manner as to further the Objectives as set forth in Article I, Section 4.
- Section 6.10** The Board of Directors shall be empowered to fill vacancies by appointment. Terms of such appointments shall run until a successor is elected by the membership at their next regular meeting. Such short term appointments shall not disqualify such appointees from election to a subsequent regular term as a Director.
- Section 6.20** Failure of any officer or director to attend two (2) consecutive meetings of the Board of Directors, without appropriate, reasonable excuse or 50 percent of the meetings during their term shall be deemed unavailable to serve and shall be removed from the Board of Directors. The position shall be filled as prescribed In these By-laws.
- Section 6.30** In the event of consolidation, liquidation or acquisition of member companies, it is possible two (2) representatives from the resulting company may be serving on the Board of Directors simultaneously. In such cases those representatives shall determine which of them shall be the sitting director. The Board will then fill the vacancy created via the process as outlined in these By-Laws.
- Section 7.00** **Nominations.** Nominations for Directors shall be made by a Nominating Committee composed of the Vice President/ President-Elect, Treasurer, Secretary, Immediate Past President, and two (2) regular members-at-large appointed by the President. ~~The Executive Director shall serve as an Ex-officio member of the committee.~~ The Immediate Past President shall serve as Chair of the committee. After the Nominating Committee has proposed candidates, additional nominations may be made from the floor at the annual meeting.

ARTICLE IV

Section 1.00 **Annual Audit.**

Section 1.10 The books and accounts of the Association shall be audited at least once annually by the Treasurer and/or an independent public accountant and shall be reviewed by the Board of Directors. Financial and operating statements, including a Profit and Loss Statement shall be submitted to the member of the Association at the annual meeting.

ARTICLE V

Section 1.00 **Meetings of the Members.**

Section 1.10 A regular meeting of the Association shall be held during the Annual Convention on the date and at the place to be designated by the Board of Directors, and notice of such meeting shall be communicated ~~mailed~~ to all members of the Association with notice of such meeting being included in the convention promotion materials. The election of directors shall be held at this meeting. The Board of Directors may also designate dates for additional regular meetings of the members of the Association with notice of such meetings being sent no less than thirty (30) days in advance of such meetings.

Section 2.00 **Quorum.** A majority of members present at the Annual Convention and in the room at the time the Annual Meeting is called to order will constitute a quorum.

ARTICLE VI

Section 1.00 **Dues.**

Section 1.10 **Dues.** The dues shall be determined by the Board of Directors and reviewed on an annual Basis during the Board of Directors meeting at the Annual Convention, preceding its official opening.

Section 1.20 **Payment of Dues.** Dues will be payable upon receipt of the billing statement. Billing statements are to be mailed so as to be received during the month of October, and will cover the time period of January 1 to December 31. If necessary, a second notice will be sent in November, a third and final notice will be sent in December.

Section 2.00 **Failure to Pay.** Failure of any member to pay the dues assessed to such member, in the time and manner as described in Section 1.20 of these By-Laws, shall, by that very fact, cause the suspension of such member, which shall continue until the dues are paid.

Section 2.10 As long as such suspension shall continue the member shall have no rights or privileges in the Association nor its activities. The Board of Directors may take any action at its discretion for the enforcement of all obligations due to the Association or for the disciplining of delinquent members, irrespective of any existing suspension.

Section 2.20 The Board of Directors also shall have the power in its discretion to remit, settle, or adjust or otherwise satisfy any obligation of any member irrespective of the other provisions of these By-Laws upon a majority vote of all members of the Board.

Section 3.00 **Fiscal year.** The fiscal year of the Association shall be January 1 to December 31.

ARTICLE VII

Section

1.00 Amendments.

Section

1.10 The Constitution and By-Laws of the Association may be appealed and modified, altered or amended or new By-Laws adopted at any regular or special meeting of the members of the Association or by return mail ballot by a simple majority vote of the members present or by ballots returned to the Association Executive Office, provided however that notice of such proposed change(s) in the Constitution or By-Laws shall be included in the call of the meeting or mailed at least thirty (30) days in advance of ballots return mail due date.

Section

2.00 **Quorum.** A majority of members present at the Annual Convention and in the room at the time the Annual Meeting is called to order will constitute a quorum.