



Bylaws of the International Association for Cold Storage Construction

ARTICLE I Name

Section 1. The name of the association shall be the International Association for Cold Storage Construction.

Section 2. The principal office of the association shall be in Wilmington, Delaware.

The association may have such other offices as may from time to time be designated by its Board of Directors.

ARTICLE II Definition

Section 1. The term "Cold Storage Industry" includes: business firms with direct or indirect interest in the design and building of cold storage buildings including cold storage insulation.

ARTICLE III Purpose

Section 1. The purposes of this association shall be:

1. To consider and deal by all lawful means with common problems of management, such as those involved in the production, distribution, employment and financial functions of the Cold Storage Industry; to secure cooperative action in advancing by all lawful means the common purposes of its members, foster equity in business usages, and promote activities designed to enable the industry to conduct itself with the greatest economy and efficiency.

2. To elevate and improve the standards of the cold storage industry and promote better understanding within the industry and among the general public of its activities.

3. To provide a forum for the collection and dissemination of statistical information and the exchange of ideas among the industry's members.

4. To afford due consideration to and expression of opinion upon questions affecting the industry and the financial, commercial and industrial interest of the nation, and to promote the common business interest of the industry.

5. To cooperate with other industries and organizations.

6. To conduct or engage in all of the foregoing purposes, or others incidental thereto; but the purposes are expressly to exclude any infringement on the antitrust laws with reference to establishment of prices or disposing of products or any unreasonable restraints of trade.

ARTICLE IV Membership

Section 1. Active - Any proprietorship, partnership or corporation which is engaged in the business of contracting, subcontracting or otherwise assembling or installing systems or facilities, and where this business is the prime activity of the firm and any individual, partnership or corporation engaged in the business of providing products or services to the Cold Storage Industry. Each Active Member is entitled to one vote on each matter submitted to a vote of the membership.

Section 3. Founding Member - Any Member which has met the criteria as set forth by the Board of Directors. This member classification shall receive permanent recognition from the association as Founding Members.

Section 4. Professional - Any individual, partnership or corporation which provides professional services in the design of cold storage facilities, i.e., architects, engineers, etc. Professional Members shall not be entitled to vote on any matter submitted to a vote of the general membership.

Section 5. Special Affiliate - Any professional or trade association in industries with a direct or indirect interest in the Cold Storage Industry. Each Special Affiliate member will be represented by one individual named to serve as its official member-representative to this association.

Section 6. Election of Members - Any person, firm or corporation eligible for membership under these Bylaws may be accepted to membership upon receipt of written application and payment of dues and upon the affirmative vote of a majority of members of the association's Board of Directors.

Section 7. Duration of Membership and Resignation - Membership in this association may terminate by voluntary withdrawal as herein provided, or otherwise in pursuance of these Bylaws. All rights, privileges and interests of a member in or to the association shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership. Such notice shall be presented to the Board of Directors and shall be effective upon receipt. The resignation or expulsion of any member shall not in any way affect said member's indebtedness to the association.

Section 8. Suspension and Expulsion - Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of the Bylaws or any lawful rule or practice duly adopted by the association, or any other conduct prejudicial to the interests of the association. Suspension or expulsion shall be by two-thirds vote of the entire membership of the Board of Directors; provided that a statement of the charges shall have been mailed by certified post to the last recorded membership address of the members at least fifteen (15) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

ARTICLE V Geographic Divisions

Section 1. The association's Board of Directors may arrange for the creation and official recognition of geographic Divisions of the International Association of Cold Storage Construction, the number and territorial boundaries of which shall be determined by the Board of Directors.

Section 2. The affairs of any officially recognized geographic Divisions of the association shall be conducted in accordance with bylaws that are not inconsistent with the Bylaws of the association.

Section 3. The services of the association shall be extended to the members of its officially recognized geographic Divisions.

Section 4. Each officially recognized geographic Division of the association shall submit to the association's Board of Directors, at such time annually as the Board may specify, a proposed Division operating budget for the following fiscal year. Upon the Board's approval of said budget, including any amendments it might make, the association will be at the discretion of its Treasurer, forward the approved amount to the Division operating bank

account established by the Division's Chairman.

Section 5. The Chairman of each officially recognized geographic Division of the association shall account to the association in a manner specified by the association's Treasurer for all expenditures made from the Division's operating budget and for any income earned on operating funds on deposit.

ARTICLE VI Dues

Section 1. The annual dues for each membership of the association shall be set by the Board of Directors. Notification of any change in the association's dues structure shall be published in the official association publication, or by written notice, three (3) months prior to the change date.

Section 2. All dues shall be invoiced by and paid to the association's international headquarters office.

Section 3. Members who fail to pay their dues within sixty (60) days from the time the same become due shall be notified by the President and CEO, and, if payment is not made within the next succeeding thirty (30) days shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership; provided that the Board of Directors may prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

ARTICLE VII Meetings

Section 1. Annual - There shall be an annual meeting of the association ordered by the Board of Directors for election of members of the Board of Directors, for receiving the annual reports, and the transaction of other business. Notice of such meeting, signed by the President and CEO, or other person designated by the Board of Directors, shall be mailed to the last recorded membership address of each member at least thirty (30) days before the time appointed for the meeting.

Section 2. Regular - Regular meetings of the association shall be held as designated by the Board of Directors. Notice of time and place shall be mailed to each member at his/her last recorded membership address at least thirty (30) days in advance of the meeting.

Section 3. Special - Special meetings of the association may be called by the chairman or Board of Directors, or shall be called by the chairman upon the written request of ten percent of the voting members of the association. Notice of any special meeting shall be mailed to each member at his last recorded membership address at least ten (10) days in advance, with a statement of time and place and information as to the subject or subjects to be considered.

Section 4. Quorum - The members present at any meeting of the association shall constitute a quorum.

Section 5. The usual parliamentary rules as laid down in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these Bylaws.

ARTICLE VIII Annual Election

Section 1. At the annual meeting there shall be elected by ballot the number of directors of the association required to fill the number of impending vacancies [open]. All directors

shall be elected for a term of three (3) years, to commence at the completion of the annual meeting. The immediate past chairman shall serve a one (1) year term. Any director shall be eligible for re-election. Directors shall continue in office until their successors shall be duly elected and qualified, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term.

ARTICLE IX Board of Directors

Section 1. The number of directors shall be determined by majority vote of the Board, which shall provide for appropriate representation on the Board of each formally recognized geographic Division.

Section 2. The Board of Directors shall be Active members of the association. The Board of Directors shall have supervision, control and direction of the affairs of the association, shall determine its policies or changes therein within the limits of the Bylaws, shall actively carry out its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulation for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it considers necessary.

Section 3. The officers of the association shall be members ex-officio of the Board, with right to vote.

Section 4. Meetings - Except that the Board shall have a regular meeting at the time and place of the annual meeting, the Board shall meet upon call of the chairman at such times and places as he may designate, and shall be called to meet upon demand of a majority of its members. The Board of Directors shall be notified of all meetings, by the most expedient method, such notice to be received at least ten (10) days in advance of such meetings.

Section 5. Quorum - A majority of the officers and a majority of the directors shall constitute a quorum at any meeting of the Board. Any lesser number may adjourn from time to time until a quorum be present.

Section 6. Absence - Any member of the Board of Directors unable to attend a meeting shall, in a letter addressed to the chairman or President and CEO, state the reason for this absence. If a director is absent from two consecutive meetings for reasons which the Board has failed to declare to be sufficient, his resignation shall be deemed to have been tendered and accepted.

Section 7. Compensation - Directors as such shall not receive any stated compensation for their services as directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties.

Section 8. Resignation or Removal - Any director may resign at any time by giving written notice to the chairman, the President and CEO, or to the Board of Directors. Such resignation shall take effect at the time specified, at the time of acceptance thereof as determined by the president or the Board.

Any director may be removed for just cause by a majority vote of the directors at any regular or special meeting at which a quorum is present.

Section 9. Vacancies - Any vacancies that may occur on the Board shall be filled for the remainder of the unexpired term by majority vote of the remaining members of the Board.

ARTICLE X Officers

Section 1. The elective officers of this association shall be a chairman, vice chairman,

and a treasurer. These officers may be any active member of the association. Only a contractor member may serve as vice chairman and chairman. These officers shall be elected annually by the Board of Directors at a regular meeting held not later than the first day of the annual meeting. Election shall be by voice vote and a majority of the votes cast shall elect.

Section 2. Each elective officer shall take office at the completion of the annual meeting and shall serve for a term of one (1) year and until his successor is duly elected and qualified.

Section 3. Vacancies in any office may be filled for the balance of the term thereof by majority vote of the directors at any regular or special meeting.

Section 4. Chairman - The chairman shall be the principal elective officer of the organization, shall preside at meetings of the association and of the Board of Directors, and shall be a member ex-officio, with right to vote, of all committees except the nominating committee. He shall also, at the annual meeting of the association and at other times as he shall deem proper, communicate to the association or to the Board of Directors such matters and make suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the association, and shall perform such other duties as are necessarily incident to the office of chairman or as may be prescribed by the Board of Directors. The chairman is not charged with executive or administrative responsibilities in the management and continuing conduct of the association's affairs.

Section 5. Vice Chairman - The vice chairman may, in the order of delegation by the chairman, be delegated to perform his duties, in the event of his temporary disability or absence from meetings, and shall have such other duties as the chairman or the Board may assign.

Section 6. Treasurer - The treasurer shall supervise the keeping of an account of all monies received and expended for the use of the association. He shall also oversee the establishment of appropriate bank accounts. All monies received by the association shall be placed in the account and may be withdrawn only by the treasurer or other signatory to the account. The account shall have a limitation established by the Board. It is to be used by the President and CEO to meet the operating obligations of the association. The treasurer shall make a report at the annual meeting or when called upon by the chairman. The funds, books and vouchers in his hands shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the Board of Directors.

Section 7. The manager of the association shall be approved by the Board of Directors, and shall have the title of President and CEO. The President and CEO shall keep all the minutes of the Board of Directors and the minutes of the annual meeting of the association, and shall give notice of and attend the annual meeting of the association and meetings of the Board of Directors. He/she shall manage and direct all functions and activities of the association and perform such other duties as may be specified by the Board.

Section 8. Bonding - The treasurer, or any other person entrusted with signatory authority or with the other handling of funds or property of the association, shall, at the discretion of the Board of Directors, furnish, at the expense of the association, a fidelity bond approved by the Board, in such a sum as the Board shall prescribe.

ARTICLE XI Committees

Section 1. The chairman, subject to the approval of the Board of Directors, shall annually appoint such standing, special or subcommittees as may be required by the Bylaws or as he may find necessary.

ARTICLE XII
Mail/Telefax Vote/Email

Section 1. Whenever, in the judgment of the Board of Directors, any question shall arise it believes should be put to a vote of the regular members and when it deems it inexpedient to call a special meeting for such purpose, the directors may, unless otherwise required by these Bylaws, submit such a matter to the membership in writing by mail,, telefax or email for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail,, telefax or email within two (2) weeks after such submission to the membership. Any and all action taken in pursuance of a majority mail vote in each such case shall be binding upon the association in the same manner as would be action taken at a duly called meeting.

ARTICLE XIII
Fiscal Year

Section 1. The fiscal year shall be determined by the Board of Directors.

ARTICLE XIV
Amendments

Section 1. These Bylaws may be amended by a majority vote at any duly organized meeting of the association or by mail or telefax; provided that a copy of any such amendment proposed for consideration shall be mailed or telefaxed to the last recorded membership address of each Active Member at least thirty (30) days prior to the date of the meeting or the date by which the return of mail or telefax votes is requested.

ARTICLE XV
Dissolution

Section 1. The balance, if any, of all money received by the corporation from its members, or any other source, shall be used exclusively to carry out the objectives and purposes for which this corporation was formed, and in the event of a dissolution of this corporation, the assets thereof shall be transferred to a nonprofit activity as may be selected by the Directors. It being the intention that should there be a dissolution of this corporation to carry out the purposes herein set forth, the property and assets then owned by the corporation shall never belong to or be distributed to any member, any suspended member or expelled member, nor shall any member, suspended member or expelled member, have any claim to interest thereto, and in the event of such dissolution, the Board of Directors is authorized to convey and distribute all of the assets of this corporation to a corporation or association engaged in carrying on a like or similar non-profit purpose.

Amended June 9, 1992
Amended August 1, 1992
Amended November 10, 1994
Amended November 9, 1996
Amended November 13, 1999
Amended November 11, 2000
Amended November 6, 2002
Amended November 7, 2009

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