

## Bylaws of the International Kitchen Exhaust Cleaning Association

### ARTICLE I - NAME AND MISSION

**Section 1: Name.** The name of this Corporation shall be the International Kitchen Exhaust Cleaning Association, Inc.

**Section 2: Mission.** The International Kitchen Exhaust Cleaning Association is committed to serve and represent the interests of the commercial kitchen exhaust cleaning industry by promoting the highest cleaning and ethical standards; providing education and certification opportunities; creating a broader awareness of the need for continually improving fire prevention by cooperating with and involving fire departments and the insurance industry and influencing in a positive manner regulations and governmental actions affecting the industry; advancing the safety, image, efficiency, competitiveness and profitability of industry members; and working to create healthier, cleaner and safer environments in which to operate a kitchen.

### ARTICLE II - MEMBERSHIP

**Section 1: Classifications and Conditions.** Classifications and conditions of membership in the Corporation shall be determined by the Board of Directors. This shall include all dues, fees and application requirements that shall be, from time to time, reviewed and revised by simple majority vote of the Board.

**Section 2: Termination and Reinstatement.** Membership termination and reinstatement policies shall be determined by the Board of Directors.

### ARTICLE III- BOARD OF DIRECTORS

**Section 1: Number of Directors.** The Board of Directors shall consist of nine (9) at large Directors and one (1) representative Director from the IKECA Canadian Council, which shall be the appointed President of the Canadian Council. The Immediate Past President shall serve in an ex officio capacity.

**Section 2: Officers.** Officers shall be elected by the Board of Directors from within the Board of Directors.

**Section 3. Terms of Office.** The terms of office for a member of the Board of Directors shall begin immediately upon installation and shall be for a term of three (3) years. No Director shall be allowed to serve more than two (2) consecutive terms as a Director on the Board of Directors.

**Section 4. Powers and Duties.** The direction, control, and management of the affairs, securities, properties, and funds of the Corporation shall be vested in the Board of Directors, which shall pursue such policies and activities as shall be in accordance with the provisions and the Articles of Incorporation, these bylaws, and the appropriate statutes of the United States, and the District of Columbia.

**Section 5. Assumption of Duties:** Newly elected Directors will assume their duties starting with the next meeting of the Board as may be scheduled immediately following the conclusion of the election process.

**Section 6. Vacancies.** In the event of a vacancy on the Board of Directors, such a vacancy may be filled by majority vote of the remaining Board for the unexpired term.

**Section 7 Resignations and Removals:** Any Director may resign at any time by written notice to the Board of Directors. Any Director of the Corporation may be removed for cause as unanimously agreed upon by the Board of Directors.

**Section 8. Attendance:** Any member of the Board of Directors (at-large or ex-officio) who fails to attend three (3) consecutive Board Meetings forfeit their position on the Board.

**Section 9. Voting:** Each at large Director shall hold one vote. In the event of a tie, the Immediate Past President may cast an additional vote to end any deadlock.

**Section 10. Liability.** The members of the Board of Directors and Officers of this Corporation shall not be liable for their acts performed in good faith.

#### ARTICLE IV -MEETINGS OF THE BOARD OF DIRECTORS

**Section 1. Meetings of the Board of Directors.** The Board of Directors shall not hold less than two (2) regular meetings each year. The Board shall approve a schedule of meeting dates and times as it sees fit.

**Section 2: Special Meetings.** The Board may, from time to time, hold special meetings upon the call of the President or of any three (3) at large Directors.

**Section 3. Notice of Meetings.** Notice of any Regular or Special Meeting shall be made to the Directors not less than ten (10) days before each meeting.

**Section 4. Quorum.** At all meetings of the Board of Directors, a majority of the Directors present at said meeting shall be deemed sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as otherwise provided herein.

**Section 5: Election of Directors.** Directors of the Association shall be elected by majority vote of the general active membership by mail-in ballot, or any other such method as decided by the Board. Results of the election shall be made known at the Annual Meeting of the general membership.

**Section 6: Nominations.** Nominations shall be made by the Nominating Committee of the Board. The Committee shall be chaired by Immediate Past President and consist of no more than five (5) members including one (1) Director other than the Chair and three (3) persons from the general membership who are not Directors. The Committee shall prepare a slate of candidates and shall mail said slate to all Active Members not less than thirty (30) days prior to the annual meeting. The Committee shall set such procedures and policies regarding nominations as it sees fit, inasmuch as these are in accordance with these Bylaws.

#### ARTICLE V -MEETINGS OF THE MEMBERSHIP AND VOTING

**Section 1. Annual Meeting.** An annual meeting of the Corporation membership shall be held each year at such place and on such date as may be determined by the Board of Directors.

**Section 2. Special Meetings.** Special Meetings of the Membership may be called at any time by the Board of Directors or by a petition of 2/3 of the eligible voting membership. Written notice of any Special Meeting of the Membership shall be mailed to the last known address of each member not less than thirty (30) days prior to the meeting date.

**Section 3. Voting.** At all meetings of the Membership, only Active Members shall be eligible to vote on such issues as may be presented. Each Active Member shall have one (1) vote, and may take part in voting only in person. A simple majority shall be deemed sufficient to approve any item set forth.

**Section 4 Quorum.** A quorum shall be deemed present at the annual meeting or other special meetings if at least one-fourth (1/4) of the voting membership of the organization is present.

#### ARTICLE VI- OFFICERS

**Section 1. Composition and Powers.** The Officers of the Corporation shall consist of the President, Vice President, Secretary, and Treasurer. The Officers shall have and exercise the authority of the Board of Directors in the management of the Corporation in the interim between meetings of the Board of Directors, provided, however, that the Officers shall not have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing, or removing any Officer; authorizing, amending, or revoking any proceedings for the voluntary dissolution of the Corporation; adopting a plan for

the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors

**Section 2. Nomination and Election of Officers.** The Board of Directors shall convene prior to the Annual Meeting and nominate candidates from within to serve as officers of the Corporation. The officers shall be elected by a majority vote of the Board of Directors.

**Section 3. Terms of Office.** The President shall serve a one (1) year term, after which he/she shall service a one (1) year term as Immediate Past President. Other officers shall each serve one (1) year terms. No Director may not serve more than two (2) consecutive terms in any one-officer position.

**Section 4. Removal.** Any Officer may be removed at any time by an affirmative vote of a majority of the Board of Directors.

**Section 5: President.** The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Board of Directors. He shall carry out all duties assigned by the Board of Directors, shall have authority to appoint committees, and shall have active management of the activities of the Corporation.

**Section 6: Vice President.** The Vice President shall perform such duties as may be assigned him by the Board of Directors. The Vice President shall assume the duties of the President in his absence or inability to act.

**Section 7: Secretary.** The Secretary shall keep a record of all proceedings of the Board of Directors and the Membership meetings. He shall maintain appropriate records of the Membership in the Corporation. The Secretary shall at his discretion delegate all or part of his duties. The responsibilities of his position as stated in the Bylaws, however, shall be solely his.

**Section 8: Treasurer.** The Treasurer shall keep a proper record of all financial transactions of the Corporation. He shall make a report of the Corporation's financial standing at each special or Annual Meeting of the Membership. The Treasurer shall at his discretion delegate all or part of his duties. The responsibilities of his position as stated in the Bylaws, however, shall be solely his.

**Section 9: Immediate Past President.** The Immediate Past President shall remain on the IKECA Board of Directors in an ex-officio capacity. The Immediate Past President shall be Chairman of the Nominating Committee. Should the Immediate Past President not be available, the president will appoint, with board approval, a chairman of the Nominating Committee.

**Section 10: Standing and Other Committees:** Standing committees shall consist of the Executive Committee and the Nominating Committee. The Board may provide for such other committees as shall be deemed appropriate. The President shall appoint chairpersons to such committees with advice and consent of the Board of Directors, and may delegate to each committee such duties and powers, not inconsistent with these By-Laws.

## ARTICLE VII –STAFF AND LOCATION

**Section One: Staff.** The Board of Directors shall select and appoint an Executive Director, who shall assume such duties as may be assigned by the President and / or Board of Directors.

**Section 2: Location.** Offices of this Corporation shall be located in such a place or locality as may be determined by the Board of Directors. The head office shall be known as the International Office.

## ARTICLE VIII -INDEMNIFICATION

All Directors, Officers, former Officers, or former Directors of the Corporation or any person who may have served at the request of the Corporation as a Director or Officer of another Corporation shall be indemnified and made whole by this Corporation against expenses incurred by sum Director or Officer in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having

been such Director or Officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed to be exclusive of any other rights to which such Officer or Director may be entitled under any bylaw, agreement, vote of the Board of Directors or Members, or otherwise.

**ARTICLE IX –BANKING AND USE OF FUNDS**

**Section 1: Banking.** The funds of the Corporation shall be deposited in such banks or trust companies as may from time to time be designated by the Board of Directors. The securities of the Corporation and other evidence of its property shall be deposited in such safe deposit boxes or vaults and under such safeguards as the Board of Directors shall designate.

**Section 2: Funds.** The Corporation shall use its funds only to accomplish the objectives and purposes specified by these bylaws and no part of said funds shall inure, or be distributed, to the benefit of Members of the Corporation.

**ARTICLE X-AMENDMENTS**

These By-Laws may be amended by the affirmative vote of a majority of the Directors in office at any meeting of the Board of Directors, providing notice of such proposed amendment has been included in the notice of meeting.

**ARTICLE XI- FISCAL YEAR**

The fiscal year of the Association shall be the same as the calendar year commencing January 1 and ending December 31.