

BY-LAWS AMENDED AND READOPTED  
April, 2012

**ARTICLE I. NAME AND LOCATION**

- SECTION 1.** The name of the Association shall be the “Food Industry Association Executives, Inc.” (FIAE). It is a Utah non-profit corporation.
- SECTION 2.** The location of the principal office of the Association shall be as determined by the Board of Directors.

**ARTICLE II. PURPOSE AND OBJECTIVES**

- SECTION 1.** The Food Industry Association Executives, Inc. is composed of trade Associations representing the food distribution industry at the local, state, regional, national, and international level. The purposes of the “FIAE” are:
- (a) To provide a forum for the exchange of ideas and information in Association management programs and operations;
  - (b) To provide training opportunities for the staffs of member Associations;
  - (c) To provide an organization for the presentation of positions and views on issues of concern to members;
  - (d) To strengthen the professionalism of the management of the member Associations;
  - (e) To engage in any lawful act or activity for which Associations may be organized under the Nonprofit Corporation Act of the State of Utah.

**ARTICLE III. MEMBERSHIP**

- SECTION 1.** **MEMBERSHIP:** Membership in this Association shall consist of three (3) classes: (a) Active, (b) Affiliate, and (c) Honorary.
- SECTION 2.** **ACTIVE MEMBER:** Active Membership in this Association shall be limited to local, state, regional, national and international trade associations representing the food industry. Active members shall be represented in the affairs of the Association through a Designated Representative as provided in Section 5.



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- SECTION 3.       AFFILIATE MEMBER:** Affiliate membership in this Association shall consist of food manufacturers, suppliers, educators, service companies, associations or others who have a working relationship with the active members and with grocers. The Board of Directors shall provide for the terms and conditions of affiliation.
- SECTION 4.       HONORARY MEMBER:** Honorary membership in this Association may be conferred upon former representatives of Active and Affiliate members. This selection will be at the discretion of the Board of Directors. Honorary members do not pay dues and have no voting rights.
- SECTION 5.       DESIGNATION OF REPRESENTATIVES:** Upon becoming a member, each member shall designate its representative to the Association. Designation shall be in writing to the President. Such representative shall be a salaried official of the member entity. Designation of a representative shall be indefinite as to duration and shall continue until a substitute representative is designated. Staff of the members would be welcome to serve on committees and attend meetings at member rates.
- SECTION 6.       POWERS AND DUTIES OF THE DESIGNATED REPRESENTATIVE:** By the act of designation, members shall be deemed to warrant that its Designated Representative is fully empowered to represent it in all matters that shall come before the Association. It shall be deemed to warrant further that the Designated Representative will participate actively in the affairs of the Association, including the conduct of any office to which the Designated Representative may be elected.
- SECTION 7.       RIGHT TO VOTE:** The right to vote on all matters within this Association shall be exercised by the members through their Designated Representative.
- SECTION 8.       APPLICATION FOR MEMBERSHIP:** Applications shall be addressed to the President at the designated FIAE headquarters.
- SECTION 9.       RESIGNATION:** A member may withdraw from the Association, after fulfilling all its outstanding financial obligations by giving written notice to the President.



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- SECTION 10.      **TERMINATION OF MEMBERSHIP:**** The membership of any member of the Association may be terminated upon a majority vote of the Board of Directors for non-fulfillment of financial obligations, for breach of the Association’s Bylaws, or for loss of eligibility for membership as defined in Article III.
- SECTION 11.      **RIGHTS UPON CESSATION OF MEMBERSHIP:**** Upon cessation of its membership, no former member shall be entitled to any interest in the assets of the Association or to any claim against the Association or its remaining members relative to matters involving the Association.
- SECTION 12.      **APPEAL:**** Denial of an application for membership, or termination of membership, may be appealed to the membership of the Association and may be overturned by a majority vote of the members present and voting at any meeting of the Association.

**ARTICLE IV. DUES**

- SECTION 1.**      The Board of Directors is authorized to prescribe a schedule of dues based on operating requirements of the Food Industry Association Executives, Inc. and may from time-to-time levy and impose special assessments in addition thereto.
- SECTION 2.**      Annual dues shall be payable by January 1 of each year, or 30 days following the date of billing, whichever is later. Membership shall terminate as of April if dues are unpaid, unless the Board of Directors decides that specific circumstances would allow membership to continue.

**ARTICLE V. MEMBERSHIP MEETINGS**

- SECTION 1.**      **ANNUAL MEMBERSHIP MEETINGS:** There shall be an annual membership meeting held each calendar year. The Board of Directors shall determine the time and place of such meeting and all other membership meetings.



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- SECTION 2. SPECIAL MEETINGS:** A special membership meeting may be called by at least 30% of the members who pledge their attendance in writing. Thereafter, a notice shall be sent to all members of the Association setting forth the time and place as well as the matters and purposes to be addressed at such a meeting. A special meeting shall not be held earlier than 30 days after mailing of the said notice, and the business transacted at that meeting shall pertain only to the matters and purpose set forth in the notice.
- SECTION 3. QUORUM:** Any number of members present at any membership meeting shall be considered a quorum for the transaction of business. The order of business may be altered or suspended at any meeting, except in a special meeting as described in Section 2, by a vote of the members present. The parliamentary procedures set forth in "*Roberts Rules of Order*" shall govern all deliberations, when not in conflict with these Bylaws.
- SECTION 4. OPEN MEETINGS:** All meetings shall be considered open unless otherwise designated by the Board of Directors.

**ARTICLE VI. BOARD OF DIRECTORS AND OFFICERS**

- SECTION 1.** The Board of Directors shall consist of up to eighteen (18) members, up to thirteen (13) of who shall be elected from the Active Members; and up to six (6) shall be elected from among the Affiliate Members. Directors shall be Designated Representatives of Active/Affiliate Members. Directors will be elected for terms of up to three years. Directors who are not officers may serve a maximum of six consecutive years, or until the next annual meeting following their six years of service. Officers include a Chairman, Vice Chairman, Secretary/Treasurer and Immediate Past Chairman. Officers shall serve one-year terms, or until the next annual meeting following their one-year of service. Elections shall be staggered so as to have approximately one-third of the Directors elected each year.
- SECTION 2. ELECTION OF DIRECTORS AND OFFICERS:** A Nominating Committee, composed of Designated Representatives of Active/Affiliate members will present a slate of eligible candidates for consideration. The Directors and Officers shall be elected by a majority vote of the Designated Representatives of members present at the Annual Meeting.



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- SECTION 3. MEETINGS AND QUORUM:** The Board of Directors shall hold at least two (2) meetings each year, at such times as the Chairman may deem desirable. Meetings of the Board of Directors may also be called by a majority of the Board. A majority of the total Board members currently sitting shall constitute a quorum at any duly called meeting of The Board for the purpose of transacting business, and any action receiving vote of those present shall be deemed an affirmative vote by the Association's Board of Directors.
- SECTION 4. CONSENT IN LIEU OF MEETINGS:** Any action required or permitted to be taken at any meeting of the Board or any meeting of a committee duly appointed by the Chairman may be taken without a meeting, without prior notice, and without a vote if the Board of Directors or any committee thereof, as the case may be, by the majority of the membership thereof, consents thereto in writing and such writings are filed with the minutes in the Association's office.
- SECTION 5. MEETINGS BY TELEPHONE:** The members of the Board of Directors and of any committee duly appointed by the Chairman may participate in any meeting of such Board or committee in a conference telephone call or similar communication equipment by which all persons participating in such telephone call meeting can hear each other. Participating in such meeting pursuant to this section shall constitute presence in person at such meeting.
- 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, state the reason for absence. If a Director is absent from two (2) consecutive meetings for reasons which the Board determines to be in sufficient, his or her resignation shall be deemed to have been tendered and accepted, and he or she shall be so notified.
- SECTION 7. VACANCIES ON THE BOARD:** Vacancies on the Board shall be filled by nomination of the Chairman and confirmation by the Board of Directors to complete the term of office of the vacancy. If elected to fill less than one-third of the term of office, the time served shall not be counted against a Board member's tenure.



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**ARTICLE VII. OFFICERS, DUTIES AND RESPONSIBILITIES**

**SECTION 1.** The officers of the Association, except for the President, shall be elected annually at the Annual Meeting. The officer positions for the Association shall be those of the Chairman, Vice-Chairman, Immediate Past Chairman, and Secretary-Treasurer. All officers, except in the case of an individual appointed to fill a vacancy, shall not be eligible for reelection to the same office in any one or successive year.

**SECTION 2. DUTIES AND RESPONSIBILITIES:**

- (a) **THE CHAIRMAN** shall chair all meetings, enforce order, and transact such business as may be set forth herein or as usually pertains to the office. The Chairman shall be an ex-officio member on all committees and shall exercise a general supervision over the affairs of the Association, subject to any directions received from the Association membership or the Board of Directors.
- (b) **THE VICE-CHAIRMAN** in the absence of the Chairman, the Vice-Chairman shall exercise all the powers and discharge all duties of the Chairman. The Vice-Chairman shall have such other duties as the Chairman or the Board of Directors may assign.
- (c) **THE SECRETARY-TREASURER** shall oversee the financial and other records of the Association and assure that the books, meeting minutes and other records and documents are maintained. The Secretary-Treasurer shall have such other duties as the Chairman or Board of Directors may assign.
- (d) **THE PRESIDENT** shall be the Chief Executive Officer, appointed by and responsible to the Board of Directors. The President is an ex-officio non-voting member of the Board of Directors and the Executive Committee. The President shall be responsible for the administration and management of the Association, and perform such other duties as specified by the Board of Directors.



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**ARTICLE VIII. COMMITTEES**

- SECTION 1. THE NOMINATING COMMITTEE** shall consist of the Designated Representative of three (3) members appointed by the Chairman. The Chairman shall designate a committee chairman. It shall be the duty of the Nominating Committee to nominate candidates for eligible positions on the Board of Directors. The committee shall notify the membership at least 90 days prior to the annual meeting of their right to submit members for nomination to the committee. The committee chairman shall report to the membership at the annual membership meeting. This committee shall recommend one or more persons for election to each position to be filled. Nominations may be made independently from the floor with the prior consent of the nominee.
- SECTION 2. GENERAL COMMITTEES** There shall be such other committees as the Board of Directors may annually establish for the operation of the Association. The Chairman and members of such committees shall be appointed by the FIAE Chairman, and serve during his or her term.
- SECTION 3. EXECUTIVE COMMITTEE** The Executive Committee shall consist of the Chairman, Vice-Chairman, Secretary-Treasurer, President, and Immediate Past Chairman. The Executive Committee may act in the place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these Bylaws. Actions of the Executive Committee shall be reported to the Board by fax, e-mail, mail or at the next Board meeting.
- SECTION 4. EXECUTIVE COMMITTEE QUORUM** A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The Chairman shall call such meetings of the Executive Committee as the business of the Association may require, or a meeting may be called by the Chairman or request of two (2) members of the Executive Committee.
- SECTION 5. GENERAL COMMITTEE QUORUM** A majority of those present at any duly-called meeting of a committee shall constitute a quorum for the purpose of conducting business of that committee.



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**ARTICLE IX. MAIL BALLOT**

Voting on all matters, including amendments to the Bylaws and Articles of Incorporation, may be conducted by mail, e-mail or other electronic mean at the discretion of the Board of Directors, provided that all matters or amendments have been mailed to the appropriate members at least thirty (30) days prior to the counting of the ballots. The majority of those voting within the specified time shall constitute a quorum of the members.

**ARTICLE X. DISSOLUTION**

In the event of the dissolution or final liquidation of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association in such manner, or to such organization(s) organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine.

**ARTICLE XI. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Insofar as permitted by law, the Association shall indemnify and save harmless each Director or Officer now or hereafter serving the Association, whether or not then in office, except in relation to matters in which such Director or Officer shall have been guilty of gross negligence or bad faith, from and against any and all claims, liabilities, penalties, forfeitures and fines, to which he or she may be or become subject by reason of his or her becoming a Director or Officer of the Association, including the cost of reasonable settlements made with the approval of a majority of the Directors of the Association, other than those involved, even though less than a quorum, and in addition shall reimburse each such Director or Officer all legal or other expenses reasonably incurred in the defense of such proceeding to enforce or collect any such claim, liability, penalty, forfeiture, or fine, or shall assume the burden of such defense, whichever the Association shall elect to do. The foregoing rule of indemnification shall not be exclusive of other rules to which any such person may now or hereafter be entitled as a matter of law and shall also apply to duly appointed chairman of committees, counsel of the Association and the President of the Association.





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**ARTICLE XII. AMENDMENTS TO THE BYLAWS AND ARTICLES OF INCORPORATION**

The Articles of Incorporation and Bylaws of this Association may be altered, amended or repealed at any regular or special meeting of the Association by a majority vote of the Designated Representatives present, provided that a copy of the amendment(s) arrives thirty (30) days prior to the meeting, or by mail Ballot as set forth in Article IX.

**ARTICLE XIII. NONPROFIT CHARACTER; NONLIABILITY OF MEMBERS**

**SECTION 1.** The Association does not afford any pecuniary gain, incidentally or otherwise, to its members, Directors or Officers. There shall be no personal liability of members for corporate obligations.

**SECTION 2. POWER TO ACQUIRE AND HOLD PROPERTY:** The Association shall be authorized to acquire by grant, gift, purchase, devise or bequest, and to hold and dispose of such property as the Association shall require, subject to such limitation and as may prescribed by law, for the benefit of the members and not for pecuniary profit.

**SECTION 3. CONTRACTS, CHECKS, DEPOSIT AND FUNDS.**

- (a) **Contracts:** The Board of Directors may authorize its President, any Officer or Officers, agent or agents of the Association, in addition to the Officer so authorized by these Bylaws, to enter into any contract or excuse and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.
- (b) **Checks, Drafts, Etc.:** All checks, drafts or orders for payment of money, notice or other evidence of indebtedness issued in the name of the Association shall be signed by such Officer or agents of the Association and in such manner as shall from time-to-time be determined by resolution of the Board of Directors. Such instruments shall be signed by the Treasurer or his or her designee.



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- (c) **Deposits:** All funds of the Association shall be deposited from time-to-time to the credit of the Association bank or trust company or other depositories as the Board of Directors may select.

**SECTION 4. BONDING:** The Secretary-Treasurer and or President and any other such person entrusted with the handling of funds or property of the Association may, at the discretion of the Board of Directors, be requested to furnish at the expense of the Association, a fidelity bond approved by the Board in such sum as the Board shall prescribe.

**ARTICLE XIV. EFFECTIVE DATE OF BYLAWS**

These Bylaws shall become effective and in force at the time of their acceptance.

