

# **INTERNATIONAL FLIGHT SERVICES ASSOCIATION (IFSA)**

## **BYLAWS**

### **ARTICLE I. PURPOSE**

IFSA is organized for the purpose of representing those entities providing food and other products or services to the transportation industry. IFSA shall operate as a New York not-for-profit corporation, and shall have such powers as are now or as may hereafter be granted by the New York Not-For-Profit Corporation Law of 1969, as amended.

### **ARTICLE II. MEMBERSHIP**

#### **Section 1. Categories of Membership**

There shall be five categories of IFSA membership: Active Membership, Supplier Membership, Individual Membership, Associate Membership, and Honorary Membership.

#### **Section 2. Active Members**

Active Membership is open to any bona fide airline, railroad or inflight or rail caterer. For purposes of these bylaws, an inflight or rail caterer is any company (i.e. a person, firm, partnership, corporation or department or division of a corporation) actively engaged in the conduct of an inflight or rail catering operation or operations on a full-time, regularly scheduled basis. Active Memberships shall be in the name of --- and on ---a company basis (e.g., a specific airline, under its corporate name, may become an Active Member), and may not be transferred or assigned.

#### **Section 3. Supplier Members**

Supplier Membership is open to any bona fide vendor. For purposes of these bylaws, a vendor is any company (i.e., person, firm, consultant, partnership, corporation or department or division of a corporation) actively engaged in providing food or other products or services to entities in the transportation industry, including but not limited to airport or railway foodservice facilities, airlines, railways, and/or inflight or railway caterers. Supplier Memberships shall be in the name of --- and on --- a company basis, and may not be transferred or assigned.

## **Section 4. Individual Membership**

Individual Membership is available to individuals who wish to maintain a close relationship with the inflight or railway foodservice industry. Those eligible may include but are not limited to educators and persons not presently employed in any other IFSA membership classification, including those now retired from the industry. This membership category has no voting rights.

## **Section 5. Associate Membership**

Associate Membership is available to governmental or private, not-for-profit associations or agencies directly or indirectly involved in aviation, railway, inflight or railway foodservice, airport management, rail station management, public health, sanitation and safety. The IFSA Board of Directors must approve such associations or agencies for Associate Membership. This membership category has no voting rights.

## **Section 6. Honorary Members**

Any person who deserves special recognition for his or her outstanding contribution to aviation, Association service, government, public service or inflight catering, may be elected an Honorary Member upon being proposed for such membership by at least ten (10) Active and/or Supplier Members, and upon receiving a majority vote of the Board of Directors. This membership category has no voting rights.

## **Section 7. Voting Rights and Representatives**

Active members in good standing shall be entitled to vote. Any representatives or any executive officer of a member firm may attend meetings of the Association, but only one accredited representative of an Active member firm shall be entitled to vote or to hold office. The Board of Directors may determine from time to time the manner of accrediting representatives of a member firm. In addition, each of the three (3) directors at-large elected from among representatives of the Supplier Members shall have one (1) vote on each matter submitted to a vote of the IFSA membership; Supplier Members shall not otherwise be entitled to vote at IFSA membership meetings except in the context of electing or removing said three (3) director-at-large.

The Active Member representatives and the three (3) directors-at-large elected from among representatives of the Supplier Members shall be the IFSA Voting Representatives.

## **Section 8. Use of IFSA Name and Logo**

The IFSA name and logo are marks owned by the Association, and may not be used without the permission of the Board of Directors.

## **Section 9. Resignation**

Any member may withdraw from IFSA by giving notice to the organization. Such resignation shall not relieve a member of any outstanding obligation to the Association.

## **Section 10. Termination of Membership**

The Board of Directors may make provision for the expulsion of any member for good cause, and provide procedures for such action, in which provision shall be made for a hearing and appeal rights before any such expulsion becomes effective. Membership in the Association shall automatically terminate whenever a member is ninety (90) days in default of any dues or charges; provided, however, that in special circumstances, such automatic termination may be reviewed and rescinded by the Board of Directors.

## **ARTICLE III. MEMBERSHIP DUES AND FEES**

The annual dues of the Association shall be determined by the Board of Directors and will be reviewed from time to time. Other fees including initiation fees may be established and reviewed at the discretion of the Board of Directors.

## **ARTICLE IV. MEETINGS & COMMUNICATIONS**

### **Section 1. Annual Meeting**

The Annual Meeting of the IFSA membership shall be held concurrently with the Association's Annual Conference, and shall be open to all members.

The Secretary of IFSA shall send written notice of the Annual Meeting and the Annual Conference to all IFSA members.

### **Section 2. Special Meetings**

Special meetings of the IFSA membership may be called by the President or the Board of Directors at any time. Upon written request submitted to the Secretary by those IFSA member representatives entitled to cast at least ten percent (10%) of the total number of votes entitled to be cast at such meeting, the President shall call a special meeting to consider a specific subject or subjects. The Secretary of IFSA shall send written notice of any special meeting to all Active and Supplier Members before the scheduled time of the meeting and in accordance with applicable law.

Business for discussion must be included in the meeting notice in order to be transacted at a special meeting.

### **Section 3. Quorum**

A minimum of 30 Voting Representatives, in person or by proxy, shall constitute a quorum at any meeting of the IFSA membership; provided, however, that for purposes of electing or removing directors-at-large, a simple majority of the IFSA members in the relevant category shall constitute a quorum.

### **Section 4. Order of Business**

The order of business at all meetings of the IFSA membership may vary to conform to the business at hand, but shall be governed, to the greatest possible extent, by Robert's Rules of Order. Any question as to the priority of business shall be decided by the President without debate.

### **Section 5. Electronic Transmissions and Transactions**

Any Association communication, including meeting notices, proxies, and ballots, may be made using electronic means if permitted by the Board of Directors and if allowed by law. In addition, any meeting may be conducted electronically, in whole or in part, if so directed by the Board of Directors and if allowed by law."

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. Composition of Board**

The property, affairs, activities, and concerns of IFSA shall be managed by a Board of Directors consisting of not less than eight (8) or more than sixteen (16) individuals: the President, the Vice President, the Secretary and the Treasurer; no more than eight (8) directors-at-large elected by and from among the Active Members; no more than three (3) directors-at-large elected by and from among the Supplier Members; and the Chairman of IFSA. No IFSA member may be represented by more than one individual on the board. The directors shall, upon election, immediately undertake the performance of their duties, and shall serve until their successors have been duly elected and qualified.

### **Section 2. Authority and Responsibility**

The Board of Directors shall have the responsibility for taking action necessary to further the purposes and objectives of the Association. The Board of Directors shall have supervision, control, and direction of the property and affairs of the Association, shall determine its policies within the limits of these bylaws as shall be deemed

advisable, may delegate duties to any officer, committee, employee or agent of the Association, and shall have the power to determine who shall be authorized to sign, on behalf of the Association, any and all contracts, checks, drafts and other orders for the payment of money, notes, or other evidences of indebtedness, and shall make such authorizations. The Board of Directors may adopt such rules and regulations 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 may consider necessary.

### **Section 3. Election of Directors-at-Large and Term**

The directors-at-large shall be elected by the Voting Representatives at the Annual Meeting or by proxy from among those individuals nominated pursuant to Article IX of these bylaws according to the process developed by the Board of Directors and permitted by applicable law.

Each director-at-large shall be elected to serve a term of three years, and such terms shall be staggered. At the expiration of any term of three years, any director-at-large may be re-elected.

### **Section 4. Meetings and Notice**

The Annual Meeting of the Board of Directors shall be held at the place of the Annual Meeting of the members. Regular meetings of the Board shall be held as determined by the Board. Notice shall be provided as required by applicable law.

### **Section 5. Quorum**

A simple majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided, however, that if less than a majority of the directors is present at a meeting, a majority of the directors present may adjourn the meeting from time-to-time.

### **Section 6. Manner of Acting**

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by law of these bylaws.

### **Section 7. Vacancies**

A vacancy among one of the officers including the Chairman may be filled as provided in Article VI, Section 4 of these bylaws. A vacancy among one of the directors-at-large may be filled by a nomination from the President and approval by

the Board of Directors, and the appointee shall be eligible to serve in such capacity for the remainder of the current term year and until his or her successor is installed following the next election.

### **Section 8, Resignation or Removal**

Any director may resign at any time by giving written notice to the President. Any officer may be removed as provided in Article VII, Section 3 of these bylaws; any director-at-large may be removed with or without cause, at any time, by a vote of two-thirds of a quorum of that category of IFSA members (Active or Supplier) responsible for his or her election. If a board member ceases employment in the membership category under which he/she was elected, the individual may serve the remainder of the current term year and until his/her successor is installed following the next election. A person elected as an officer shall relinquish his or her position as a director at large and the term associated with that position, and any vacancy created thereby shall be filled consistent with these Bylaws for the remainder of the original term.

### **Section 9. Informal Action by Directors**

Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be submitted by all of the directors entitled to vote with respect to the subject matter thereof.

### **Section 10. Attendance by Communications Equipment**

Any one or more members of the Board of Directors may participate in any meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **ARTICLE VI. OFFICERS**

### **Section 1. Number and Qualifications**

The officers of the Association shall be a President, a Vice President, a Treasurer, a Secretary, a Chairman and such other officers as may be determined from time to time by the Board of Directors. Representatives of Active Members and Supplier Members may serve as IFSA officers, and no IFSA member company may be represented by more than one officer.

## **Section 2. Method of Election and Term**

The positions of President, Vice President, Treasurer, Secretary and Chairman shall be filled from amongst Board of Director members by a majority vote of the Board of Directors, to include at least one airline, caterer and supplier member. The officers of the Association shall be announced at the Annual Business Meeting of the Association. Each officer position shall be held for a term of two years.

## **Section 3. Resignation or Removal**

Any officer may resign at any time by giving written notice to the President. Any officer may be removed, with or without cause, by majority vote of the Voting Representatives present, in person or by proxy, at a meeting of the IFSA membership at which a quorum is present.

## **Section 4. Vacancies**

A vacancy in any office may be filled for the remainder of the term by the Board of Directors at a regular meeting, or at a meeting specially called for that purpose. Vacancies may be filled by current directors or by individuals not currently serving on the Board of Directors.

## **Section 5. President**

The President shall preside at meetings of the IFSA Board and the IFSA membership, and shall be a member, ex officio, with right to vote, of all committees (including the Nominating Committee). The President shall also perform such other duties incident to the office of President.

## **Section 6. Vice President**

In the case of the death or absence of the President, or of the President's inability to act from any other cause, the Vice President shall perform the duties of the office of the President. The Vice President shall also serve on the Finance Committee and participate in the future site selection process for the Annual Meeting (helping to ensure that these sites are reserved in a timely fashion and in accordance with prescribed criteria).

## **Section 7. Secretary**

The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records of the Association; and in general perform all duties incident to the office of

Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In the case of absence or disability of the Secretary, the President may appoint a Secretary pro tem.

### **Section 8. Treasurer**

The Treasurer shall have charge of and be responsible for all funds and securities of the Association; shall deposit or have deposited all such funds in the name of the Association in such banks, trust companies or other depositories as the Board of Directors shall select; shall serve on the Finance Committee; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In the case of absence or disability of the Treasurer, the President may appoint a Treasurer pro tem.

### **Section 9. Executive Administrator**

The Board of Directors may appoint an Executive Administrator, who shall perform such management duties as may be prescribed by the Board of Directors. Further, he or she may be directed to assume various specific responsibilities and duties as may be delegated by the President, the Vice President, the Treasurer, or the Secretary.

### **Section 10. Bonding**

Any person entrusted with the 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 amount as the Board shall prescribe.

## **ARTICLE VII. COMMITTEES**

IFSA shall have two distinct Nominating Committees (one each for the Active Membership and Supplier Membership), a Finance Committee, and other such committees as the Board deems appropriate. Functions and guidelines for all committees shall be determined by the Board of Directors, except where otherwise provided under these bylaws.

## **ARTICLE VIII. NOMINATIONS**

### **Section 1. Nominating Committees**

On an annual basis, as soon as practicable after the Annual Meeting of the IFSA membership, the President shall submit to the Board of Directors, for its approval, the names of those individuals whom the President proposes to appoint to each of



IFSA's two (2) Nominating Committees (one each for Active Member representatives and Supplier Member representatives). Each Nominating Committee shall consist of at least three individuals, at least one of whom shall be a director whose term will not expire at the following Annual Meeting. The Nominating Committees will be responsible for the nomination of IFSA officers and directors-at-large to be elected at the next Annual Meeting of the IFSA membership. No individual may serve more than three consecutive years on one of the Nominating Committees.

Not less than 60 days before the date of the next Annual Meeting of the IFSA membership, the Active Membership Nominating Committee shall issue a request to each Active Member for proposed candidates to fill those Active Member representative positions to be filled at the next Annual Meeting of the IFSA membership (i.e., from among the positions of directors-at-large). Each Active Member is allowed to nominate a number of candidates equal to the number of open positions. The Committee shall then select two candidates, as feasible, for each open position from among those who received the highest number of recommendations from the Active Membership, and shall prepare a slate accordingly; provided, however, that the Committee may adjust the number of candidates for any position to account for multiple candidates receiving an equivalent number of recommendations, or other anomalies, and may adjust the slate in order to ensure that no IFSA member is represented by more than one individual on the Board.

Not less than 60 days before the date of the next Annual Meeting of the IFSA membership, the Supplier Membership Nominating Committee shall issue a request to each Supplier Member for proposed candidates to fill the Supplier Member director-at-large seat to be filled at the next Annual Meeting of the IFSA membership. Each Supplier Member is allowed to nominate a number of candidates equal to the number of open positions. The Committee shall then select two candidates for each open position, as feasible, from among those who received the highest number of recommendations from the Supplier Membership, and shall prepare a slate accordingly; provided, however, that the Committee may adjust the number of candidates for any position to account for multiple candidates receiving an equivalent number of recommendations, or other anomalies, and may adjust the slate in order to ensure that no IFSA member is represented by more than one individual on the Board.

Not less than 45 days before the date of the next Annual Meeting of the IFSA membership, both of the Nominating Committees shall notify the Secretary of IFSA and the secretary of APEX, in writing, of their respective slates for the director positions to be filled at the next Annual Meeting of the IFSA membership. APEX shall review and has the right to endorse the slate by not less than 30 days before the date of the next Annual Meeting of the IFSA membership so long as the right to endorse the board selection in the agreement dated January 18, 2017 (or its replacement) between APEX and IFSA is currently in effect. The slate will be

considered endorsed by APEX if there written endorsement from the APEX secretary to the IFSA Secretary or there is no response from the APEX board by the 30-day mark.

If the APEX board endorses the slate proposed by the Nominating Committees, each of the Nominating Committees shall send a copy of its report to the last recorded address of each IFSA member within its category of membership. If any nominee shall become unavailable to serve subsequent to such mailing, then the appropriate Nominating Committee may select a substitute nominee reflecting, to the extent possible, the recommendations received during the slating process outlined herein.

## **Section 2. Independent Nominations**

(Active) – Nominations for Active directors-at-large may also be made, if endorsed with the names of representatives from no less than 20 Active Members, and if forwarded to the Secretary at least 45 days prior to the Annual Meeting of IFSA for immediate transmittal by the Secretary to the Active Members; provided, however, that the Secretary may invalidate any independent nomination so made in order to ensure that no IFSA member is represented by more than one individual on the Board.

(Supplier) – Nominations for Supplier directors-at-large may also be made, if endorsed with the names of representatives from no less than 20 Supplier Members, and if forwarded to the Secretary at least 45 days prior to the Annual Meeting of IFSA for immediate transmittal by the Secretary to the Supplier Members; provide, however, that the Secretary may invalidate any independent nomination so made in order to ensure that no IFSA member is represented by more than one individual on the Board.

The Secretary will notify APEX of any director nominated by the members under this Section 2. APEX shall have the right to endorse such directors so long as the right to endorse the board selection in the agreement dated January 18, 2017 (or its replacement) between APEX and IFSA is currently in effect. The nominations will be considered endorsed by APEX if there is written endorsement from the APEX secretary to the IFSA Secretary or there is no response from the APEX board by the 30-day mark.

## **ARTICLE IX. FISCAL YEAR**

The fiscal year of the Association shall be January 1 through December 31.

## **ARTICLE X. IDEMNIFICATION AND INSURANCE**

## **Section 1. Indemnification**

To the extent permitted by law, the Association may, upon action of the Board of Directors, indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason or service as a director, officer, employee or agent of the Association, or service at the request of the Association as a director, officer, employee or agent of another corporation, partnership joint venture, trust or other enterprise, for all expenses (including attorneys' fees) judgments, fines or amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association.

## **Section 2. Insurance**

The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such. Evidence of such insurance shall be provided to persons mentioned above upon their request.

## **ARTICLE XI. AMENDMENTS**

These bylaws may be amended, repealed, or altered in whole or in part, by a majority vote of a quorum of all Voting Representatives present, in person or by proxy, at any duly organized meeting of the membership. The proposed change(s) shall be forwarded to each Voting Representative at least 10 days before the time of the meeting which is to consider the change.

## **ARTICLE XII. LIMITATION OF LIABILITIES**

### **Section 1. Limitation of Authority**

Nothing herein shall constitute members of the Association as partners for any purpose. No member, director, officer, agent or employee of this Association shall be liable for the acts or failure to act on the part of any other member, officer, director, agent or employee of the Association. Nor shall any member, officer, director, agent or employee be liable for his acts or failure to act under these bylaws, except to the extent provided under the New York Not-For-Profit Corporation Law, as amended from time to time.

## **Section 2. Legal Compliance**

It has always been and is now the fixed and unalterable policy of the Association to comply at all times with all national, state and local statutes, ordinances, rules and regulations pertaining to the Association, including but not limited to antitrust laws. No member, director, or officer of the Association shall do, omit to do, or have the power to do any action the effect of which constitutes a violation by the Association of any antitrust law.