



BYLAWS

International Kitchen Exhaust Cleaning Association

(Approved 4.3.2019)

ARTICLE I - NAME AND MISSION

Section I: Name. The name of the 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 I. 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, one (1) representative Director from the IKECA Canadian Chapter, which shall be the nominated President of the Canadian Chapter and approved by the Board, and one (1) Associate Member Director, which shall be a non-voting position elected by the IKECA Associate Members. The Immediate Past President shall serve in an ex officio (non-voting) capacity except as provided for in Article III Section 9 of these bylaws.

Section 2. Qualification of Directors: The Board of Directors shall consist of individual representatives of IKECA member companies. The individual's Company's membership must be in good standing to be eligible to serve on the IKECA Board of Directors. Moreover, the at large Directors and representative Director from the IKECA Canadian Chapter must hold a current CECS or higher certification. The Associate Member Director is exempt from the certification requirement. No more than one (1) brand may be represented on the Board at one (1) time.

Section 3. Terms of Office. The terms of office for at large members of the Board of Directors and the Canadian Chapter Director shall begin immediately upon installation and shall be for a term of three (3) years. The term of office for the Associate Member Director shall begin immediately upon installation and shall be for a term of two (2) years. No Director shall be allowed to serve more than two (2) consecutive terms as a Director on the Board of Directors, with the exception that an at-large Director who is appointed to a vacancy and serves out the last eighteen (18) months or less of another at-large Director's term shall not have that service counted against the two-term limit. An at-large Director who serves more than eighteen months in filling a vacancy shall be eligible for election to only one full term. These term limits all expire upon one full year away from the Board, including at-large and ex-officio membership. Officers need not be voting Board members, and Officers who are Board members may continue to serve as Officers, subject to their term limits as Officers, even if their Board terms have reached their limits. However, an Officer who reaches a term limit as an Officer may not run for or be appointed to a Board seat until at least one year has elapsed after leaving his or her

Officer position, and any Board member who has reached his or her term limit may not be appointed or elected to the Board until at least one year has elapsed, with that person being neither a Board member nor an Officer.

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.

All directors will conduct themselves ethically, in good faith, and in the best interests of IKECA. No director will be discriminated against or treated unfairly on the basis of sex, race, age, disability, color, national origin, or religion. Claims of unethical or inappropriate conduct against a director will be investigated fully the Ethics Committee (minus either the accuser or the alleged perpetrator) and two impartial members of IKECA (in good standing) within 30 calendar days of reported incident. IKECA supports and maintains a zero-tolerance policy in matters related to verbal and sexual harassment and will fully resolve any incidents or claims concerning same within 30 calendar days of reported incident. If claims are substantiated, adjudication of any sanctions will be the purview of a simple majority of voting directors upon advice and counsel from the Ethics Committee.

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. The Executive Committee will recommend a candidate for Board approval.

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 by a vote of all eligible voting members of the Board, which must be a unanimous vote not counting the vote of the Director proposed to be removed, as allowed by law. Such a vote can take place only at a live or telephonic meeting of the Board in which at least one week's notice has been given that such a vote will be taken. Any Director of the Corporation also may be removed for breach of his/her or her fiduciary obligations to the Corporation by two-thirds (2/3) vote of those members present and voting at a properly convened membership meeting, the notice for which includes announcement of the intention to remove such Director.

Section 8. Attendance. Any member of the Board of Directors (at large or ex officio) who fails to attend three (3) consecutive Board Meetings forfeits his/her position on the Board.

Section 9. Voting. Each at large Director shall hold one (1) 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 his/her Corporation shall not be liable for their acts performed in good faith and in a manner they reasonably believe to be in the best interests of the Corporation, except as otherwise allowed by law.

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. Board members will be notified of such meetings via digital communications, US mail, or telephone. In special cases, notice may be given orally.

Section 4. Quorum. At all meetings of the Board of Directors, a majority of the voting Directors 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 electronic vote. Election will be by plurality of the votes cast by active North American members. Active North American members shall be allowed to vote for as many nominees as there are open seats. Results of the election shall be made known electronically upon certification of the vote and at the Annual Meeting of the general membership.

Section 6: Nominations. Nominations for Directors shall be made by the Leadership Development Committee. Nominations for Officers shall be made by the Board of Directors. 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 provide members with written notice of said slate to all Active Members not less than thirty (30) days prior to the fall/winter 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 two-third (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, except in the case of a virtual meeting as provided in Section 4. A simple majority shall be deemed sufficient to approve any item set forth.

Section 4. Virtual Meetings. Membership meetings may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

Section 5. 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 President, Vice President, Secretary and Treasurer shall be elected by the Board of Directors at its meeting held in conjunction with the Annual Meeting of the Corporation and shall hold office until his or her successors are elected. The President shall serve a one (1) year term and may serve a second term for one (1) additional year through re-election by the Board of Directors, which election shall take place at the meeting held in conjunction with the Annual Meeting of the Corporation. The Vice President, Treasurer and Secretary shall serve a one (1) year term, unless the Board of Directors re-elects them individually for a second term (of one additional year). No officer may serve more than two (2) consecutive terms in any given office. Service of six (6) months or less in filling the vacancy left by an officer who leaves his or her position mid-term shall not count toward this term limit, however completion of another officer's term for more than six (6) months shall count as a full term for these purposes."

Section 3. Removal. Any Officer may be removed at any time by an affirmative vote of a majority of the voting-eligible Board of Directors. Such a vote may be taken only at a live or telephonic meeting of the Board in which at least one week's notice has been given that such a vote will be taken.

Section 4: President. The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Board of Directors. He/she 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 5: 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/ her absence or inability to act.

Section 6: Secretary. The Secretary shall keep a record of all proceedings of the Board of Directors and the Membership meetings. He/she shall maintain appropriate records of the Membership in the Corporation. The Secretary shall at his/her discretion delegate all or part of his/her duties. The responsibilities of his/ her position as stated in the Bylaws, however, shall be solely his/ hers.

Section 7: 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/her discretion delegate all or part of his/her duties. The responsibilities of his/her position as stated in the Bylaws, however, shall be solely his/hers.

Section 8: Immediate Past President. The Immediate Past President shall remain on the IKECA Board of Directors in an ex officio capacity. Should the Immediate Past President still hold a seat as a Director on the Board, he will resign their position as a Director, and the Board to fill the position in accordance with the vacancy provision found in Article III of these bylaws. The Immediate Past President shall be Chairman of the Leadership Development Committee. Should the Immediate Past President not be available, the president will appoint, with board approval, a chairman of the Leadership Development Committee.

Section 9: Standing and Other Committees. Standing committees shall consist of the Executive Committee, the Leadership Development Committee and the Finance Committee. The Board may provide for such other committees as shall be deemed appropriate. The President shall appoint or terminate 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 1: 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 as allowed by the District of Columbia Nonprofit Corporation Act.

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

Section 1: Amendments by the Board of Directors. These bylaws may be amended by the affirmative vote of a majority of the Directors in office at any meeting of the Board of Directors, providing the actions in Section 2 have been completed and recorded;

Section 2: Amendment Process. Any member in good standing may propose a bylaw addition, change or deletion to the board of directors.

- a. Proposed changes may be submitted in writing or in person by the proposing member.
- b. Proposed changes must be received by the Board of Directors 30 days prior to the Board of Directors meeting.
- c. The proposed addition, change or deletion must be accompanied by a full disclosure of the purpose of the request and if that request affects a current clause in the bylaws, the affected clause must be provided at the time of submission.
- d. Upon notice of a proposed change that is timely, the Board of Directors shall provide the required time to the proposing member or in their absence the proper time to review the proposal.
- e. Upon review the Board of Directors shall prepare a notice to the general membership that shall include the proposed change, a summary of the context of the request and all the information provided to the Board of Directors in support of the proposed change.
- f. The general membership shall have 45 days to review the proposed change and submit comments to the Board of Directors.
- g. The Board of Directors shall collect all comments and add them to the proposal package.
- h. The Board of Directors shall prepare a Proposed Bylaw Change/Add/Delete memo to be distributed to the general membership in good standing no less than 30 days prior to the annual meeting.
- i. The general membership shall vote on all Proposed Bylaw Change/Add/Delete amendments during the annual meeting that have meet the notice and review requirements of Article X.

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.

Approved by the IKECA Board of Directors 4/3/2019