

# INTERNATIONAL SANITARY SUPPLY ASSOCIATION, INC.

## BYLAWS\*

### Article I

#### NAME, OFFICE, OPERATION

**Section I. NAME.** The name of this association, incorporated under the laws of the State of Illinois on June 5, 1950, shall be the International Sanitary Supply Association, Incorporated, which may be abbreviated “International Sanitary Supply Association” and/or “ISSA”.

**Section 2. OFFICE.** The principal office of the association shall be located in Illinois, and this office shall also be the registered office in Illinois. The association may have such other offices, both within and without the State of Illinois, as the business of the association may from time to time require.

**Section 3. OPERATION.** The association shall be a not-for-profit corporation, and shall have no capital stock. No part of its revenues or earnings shall inure to the benefit of any member or group of members. In the event of dissolution, and after liquidation of all liabilities, all remaining assets of the association shall be transferred to one or more corporations, funds, organizations, or foundations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, as may be selected by the board of the association in the manner provided by law.

### Article II

#### OBJECT AND PURPOSE

Membership in the association shall be voluntary, and shall be open to reputable firms, organized and operated as profit-generating enterprises, and which are engaged in the manufacture, marketing, distribution and facility services of cleaning and maintenance and related products and services for the purpose of:

1. Maintaining and raising business and merchandising ethics to the highest possible levels in order to benefit both the industry as a whole and the public
2. Aiding in the development of greater efficiency within the cleaning and maintenance industry
3. Eliminating product and service misrepresentation
4. Collecting and disseminating information of interest to members
5. Representing industry interests in dealings with government, trade, consumer groups and the community
6. Supplying governmental agencies information and assistance on matters concerning the industry, and apprising the industry of legislative and regulatory activity affecting the industry
7. Elevating the public image of the industry and aiding the education of the public in proper sanitation methods in order to maintain and improve health and environmental responsibility
8. Creating and maintaining a high degree of public goodwill toward the industry
9. Alerting members to the need for self-regulation in the industry
10. Providing education and training and opportunities for the general membership to network and to trade with each other.

### Article III

#### MEMBERSHIP

**Section 1. CLASSES; TYPES.** Membership shall be open to firms that are U.S. and Canadian, International, Branch as well as Personal Memberships as set forth below:

#### U.S. and Canadian Memberships

a. **Distributor** membership shall be open to those firms which occupy a place of business, a principal purpose of which is the sale of cleaning and maintenance products to commercial, industrial, or institutional end users. The primary source of these products shall be the distributor’s warehouse inventory, which in turn is derived from several manufacturers representing a broad offering of diversified products applicable to the cleaning industry. Distributor members shall have the right to vote and hold office.

b. **Wholesaler** membership shall be open to those firms which occupy a place of business, a principal purpose of which is the sale of cleaning and maintenance products from several manufacturers to distributor members primarily from the firm's warehouse inventory. No sales shall be made to industrial/institutional end users. Such members shall have the right to vote and hold office as distributor members.

c. **Manufacturer Representative** membership shall be open to those firms which are independent contractor sales representatives of ISSA manufacturer members. Manufacturer Representatives shall have the right to vote and hold office.

d. **Manufacturer** membership shall be open to those firms engaged in the manufacture of products for sale to members. This classification is also open to importers into the U.S. or Canada from one or more international manufacturers for sale to members. Such members shall have the right to vote and hold office.

e. **Facility Service Provider (FSP):**

- **Building Service Contractor (BSC).** FSP membership shall be open to BSC firms that provide cleaning or facility services for others. Building Service Contractor members shall have the right to vote and hold office.
- **In-House Service Provider (ISP).** FSP membership shall be open to firms (corporate memberships) that provide cleaning or facility services for themselves, and to individuals (personal memberships) who are the department head or manager responsible for in-house cleaning or facility services. This category of FSP members shall be referred to as In-House Service Providers (ISP). Distributors, Manufacturers and Wholesalers involved with cleaning products or their agents are not eligible for ISP membership. In-House Service Provider members shall have all the rights and privileges of membership except the right to vote or hold office.
- **Small Contract Cleaning Professional (SCCP).** SCCC membership shall be open to firms with \$500,000 or less in annual revenue that provide cleaning or facility services for others. SCCC members shall not have the right to vote or hold office.

f. **Residential Cleaner.**

Residential Cleaner membership shall be open to firms that provide professional residential cleaning services of any type directly to consumers in a house, apartment, condo or other residence. Residential Cleaner members shall have all the rights and privileges of membership except the right to vote or hold office.

g. **Associate** membership shall be open to organizations that: (i) offer services to any class of members; (ii) produce or sell products that are primarily used as raw materials or components by ISSA Manufacturer members in the manufacturing process; (iii) produce finished products other than cleaning products that are used by any class of members in support of their business; or (iv) are either associations, buying groups, or selling groups. Associate members shall not have the right to vote nor hold office.

**International Memberships**

**International** membership shall be open to those firms located outside of the United States and Canada. Such members classified as Distributor, Wholesaler, Manufacturer, BSC, and Manufacturer Representative, shall have the right to vote for officers of the ISSA Board of Directors and in matters regarding approval of proposed bylaw amendments. These members may also serve in international board positions. ISP, Residential Cleaner, Associate, and Publisher members shall not have the right to vote or hold office.

**Branch Memberships**

**Branch** membership shall be available to all classifications of members for facilities that are geographically separated from the official membership location, and in which the official member owns controlling interest. The branch's principal operations must be within the same classification of membership and shall carry with it all the privileges and responsibilities except the right to vote or hold office. Eligibility for a branch membership within the United States and Canada requires a full voting membership within the United States or Canada.

**Personal Memberships**

**Life** membership shall be conferred upon all Past Presidents of the association. Such membership shall carry with it all the privileges and responsibilities of active membership, including the payment of dues. Whenever a life member is no longer actively employed within the cleaning and maintenance products industry, such member shall be entitled to all privileges of active membership for life, except the right to vote or hold office, and shall not pay dues or personal registration fees to attend the convention.

**Section 2. DUES AND FEES.** The annual dues and any applicable fees for all classes of membership shall be determined by the board. Membership in the association shall be non-transferable and shall be renewed annually by payment of the

designated amount of dues.

**Section 3. ADMISSION; TERMINATION.** The Board of Directors shall establish a membership approval process to ensure that an applicant for membership meets the requirements for membership set forth in Article III, Section 1 of these bylaws.

The board may take disciplinary action against any member, and any membership may be terminated for cause. No membership shall be terminated, nor shall any member be subject to discipline, unless such member shall first be afforded reasonable notice of the charge, and a hearing, after reasonable notice, at which the accused member shall have the opportunity to confront and cross-examine witnesses and to refute all charges. Resignation of members shall be made to the Executive Director and shall be effective upon receipt; provided, however, that no resignation shall discharge any indebtedness due to the association.

**Section 4. OFFICIAL REPRESENTATIVES.** The Official Representative of a member firm must be an owner (>5%), CEO, President, COO, General Manager, or the senior person of the segment of the firm within our industry. For firms above \$300 million in annual sales, the Official Representative may be the senior person responsible for sales, marketing, operations or procurement. Each member firm shall designate in writing its Official Representative to act in its behalf with regard to association business. A member firm which fails to designate an Official Representative possessing these qualifications retains all the rights of membership except that of voting and holding office. The Official Representative may be replaced by a member firm by its most senior officer or the incumbent Official Representative.

#### **Article IV AWARDS**

a. **The Jack D. Ramaley Industry Distinguished Service Award** may be conferred by the board to those individuals who have demonstrated outstanding service to the cleaning and maintenance products industry through their innovation, professionalism, leadership, elevation of industry standards, promotion of the association's growth and development, unselfish dedication without personal gain, and emulation of the Code of Ethics. These individuals shall have served at least ten years in the industry. The maximum number of such awards shall be established by a resolution of the board. A board member shall not be eligible for this award until at least the third year after the year leaving office.

b. **The Honorary Lifetime Achievement Award** may be conferred by the board upon an individual who, in the opinion of the board, deserves recognition for substantial contributions to the advancement of the industry and/or to ISSA over a significant period of time. Recipients of this award shall not pay personal registration fees to attend the convention.

c. **Silver lifetime benefits** shall be available for retired employees of members at a one-time fee as set by the board and who wish to keep active in the association. It shall include complimentary registration to the annual convention and other events and services of ISSA as determined by ISSA.

#### **Article V GENERAL MEETINGS/VOTING BY MEMBERS**

**Section 1. General Meeting.** The association shall meet annually at a designated time and place as determined by the board. Notice of the General Meeting shall be mailed to each voting member at his/her last known address by the Executive Director not less than ten (10) nor more than forty (40) days prior to the date of such meeting. Proposals requiring membership approval may be submitted to the voting members for a vote at the General Meeting, and shall be deemed adopted if approved by a majority of voting members present.

**Section 2. SPECIAL MEETINGS.** Special meetings of the membership may be called by the president, by the board, or by a majority of the membership. The notice requirement for such meetings shall not differ from that for the General Meeting, except that such notice shall state the purpose or purposes of the meeting, and shall be mailed not less than 10 (ten) nor more than 40 (forty) days prior to the date of the special meeting. In all other respects, special meetings shall be conducted in the same manner as the General Meeting.

**Section 3. VOTING BY MEMBERS.** The Official Representative of voting members shall be the only representative entitled to cast that member's vote. Proposals requiring membership approval shall be submitted to the members for a mail or electronic vote. For the purposes hereof, an electronic ballot shall be deemed to be a writing and shall be effective when transmitted. If ballots in favor of such proposals, submitted by a majority of the members casting such votes, shall have been received within 30 (thirty) days of the mailing or electronic transmission of the ballot, such proposals shall be deemed adopted as of the date of submission. Notice of the adoption or rejection of the proposals shall be published in the first available issue of *ISSA Today* as well as reported at the next General Meeting.

## Article VI BOARD

**Section 1. ORGANIZATION.** The business and affairs of this association shall be managed by a board, and such board shall have the right, power, and authority to exercise such powers and to do all such acts and things as may be exercised or done by the association. The board shall discharge, or cause to be discharged, each and every duty imposed on it by any present or future statute of the State of Illinois or by the United States.

The board shall consist of 6 (six) officers and 11 (eleven) directors, pursuant to Articles VII, VIII and IX. All members of the board shall be voting members. The board elections will be structured so that all officers and the directors from the United States represent an equal balance between the Distributor/Wholesaler and Manufacturer classes of membership. The Executive Director will participate at all meetings of the board in a non-voting capacity. The chair has the authority to invite guests to a board meeting, for ad hoc purposes, to provide pertinent information or in a consulting capacity, as non-voting participants.

**Section 2. TERM; ELIGIBILITY.** Board members shall be elected or appointed as the case may be, in accordance with Article X. Each board member shall hold office until a successor shall have been duly elected and qualified or until the board member's removal or vacancy of the position in the manner set forth in Section 3.

**Section 3. REMOVAL; VACANCY.** A vacancy of a board position may occur:

- by removal from board membership at any time with or without cause by a two-thirds majority of the board or by a majority vote of the members.
- if a board member (or candidate for election to the board) is no longer employed by the member firm which he/she represented during the nomination and the election processes. A change of employer, as a result of acquisition or merger, does not constitute a change for the purpose of completing an election and/or board term, when the surviving corporation is a member firm and the board member (or candidate) remains in a position of authority of the surviving corporation that meets the requirements to remain the Official Representative (Article III, Section 4),
- by reason of resignation, disqualification, death, or inability to act.

If the office of any board director (other than an officer position) becomes vacant, the Nominating Committee may nominate and the remaining board members may, by majority vote, appoint a successor from those qualified to hold office for the unexpired term. In the event the vacancy occurs during the final year of a term, the board may elect to leave the position open until the next normal election.

If a vacancy occurs in the position of treasurer, the secretary will also assume the office of treasurer and become secretary/treasurer for the remainder of the year, and the vacant position will remain open until the next scheduled nominating and election process.

If the vacancy occurs in the position of secretary, the treasurer will also assume the office of secretary and become secretary/treasurer for the remainder of that year and the vacant position will remain open until the next scheduled nominating and election process.

If the vacancy occurs in the position of executive officer, or if, following the closing of the nominating period, the candidate or executive officer-elect is no longer eligible prior to taking office, the Nominating Committee shall nominate a successor from among the sitting board directors in the same member classification as the person who has vacated the position. The remaining board members must, by majority vote, approve the nomination. This officer will then continue as executive officer for the remainder of the term and then succeed to the positions of secretary and treasurer in subsequent years.

If the vacancy occurs in the office of president for any reason other than the completion of a term of office, the vice president shall assume the office of president for the remainder of that year, and shall also serve his/her full term as president.

If a vacancy occurs in the position of vice president/president elect or following the closing of the nominating period, the vice president or vice president elect becomes ineligible, the Nominating Committee will nominate a new candidate within 30 (thirty) days of the vacancy from among those qualified. A special election by the members will then immediately commence for 30 (thirty) days to elect a new vice president.

In the event the office of immediate past president becomes vacant for any reason, it shall remain vacant until filled by the

president following his/her term of office.

**Section 4. BOARD MEETINGS.** The president shall call a regular meeting of the board within 90 (ninety) days after the close of the fiscal quarter in which the General Meeting of the association is held or as soon thereafter as practical. The president will call other board meetings as required to conduct the association's business. A board meeting may be held by physical presence or by teleconference.

Notice of the time and place of meetings of the board shall be in writing and communicated to each board member at his/her last known address no later than 15 (fifteen) days prior to the meeting. Attendance by a board member at any meeting shall constitute a waiver of notice of such meeting except where a board member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

A quorum will be in place for the transaction of business at a board meeting when all officers and U.S. and Canadian board directors and the Executive Director are invited and nine voting board members are present. Any board action may be taken without a meeting of the board when initiated by the chair or the Executive Director and a ballot is sent to all board members and a written vote of acceptance on an action is received signed by all the board members.

## **Article VII OFFICERS**

**Section 1. PRESIDENT.** The President shall be the Chief Executive Officer of the association and shall have general powers and duties of supervision and management incident to such office. The President shall preside at all meetings of the board in his/ her role as board chair. The President/chair will serve for one year.

**Section 2. VICE PRESIDENT/PRESIDENT ELECT.** The Vice President/President Elect shall perform all duties and exercise all powers of the President when the President is temporarily absent or otherwise temporarily unable to act. The Vice President/President Elect shall be elected by the membership to serve a term of one year and shall, upon performance of his/her duties with good conduct, automatically succeed to the office of President. The Vice President/President Elect shall be elected from each of the classes of Distributor, Manufacturer and BSC in a successive three-year rotation.

**Section 3. INTERNATIONAL DIRECTOR/IMMEDIATE PAST PRESIDENT.** The International Director/Immediate Past President shall have the responsibility to serve at meetings of international councils unless delegated to the President or another board officer. The President of the association, upon completing his/her term as President, shall automatically succeed to the office of International Director/Immediate Past President, and serve in that responsibility for a term of one year.

**Section 4. EXECUTIVE OFFICER.** The Executive Officer shall perform all duties as an officer of the corporation and shall be elected by the membership to serve a term of one year as Executive Officer and upon completing the term shall automatically succeed to the office of Secretary. The Executive Officer shall be elected from each of the classes of Distributor, Manufacturer and BSC in a successive three-year rotation.

**Section 5. SECRETARY.** The Secretary of the association shall be responsible for keeping minutes of all board meetings. In addition, he/she shall give all notices required by law or by these bylaws and perform all duties and have all powers incident to the office of Secretary. The Secretary shall serve a term of one year and upon completing the term shall automatically succeed to the office of Treasurer.

**Section 6. TREASURER.** The Treasurer of the association shall be responsible for the charge and custody of all funds of the association and for ensuring accurate records of the financial transactions and financial status of the association. The Treasurer will chair the Finance Committee, the Audit Committee, and the Investment Committee. The Treasurer shall have all duties and powers incident to the office of Treasurer and shall serve a term of one year.

**Section 7. EXECUTIVE DIRECTOR.** The Executive Director of the association shall be responsible for the management of the staff, the headquarters and all offices of the association, the charge for carrying out the strategy of the association, the negotiations and selections as well as the conduct of business with outside suppliers and/or association alliance partners, and its day to day activities, and shall have all the duties and powers incident to the office of Executive Director. In addition to, but not by way of limitation of the foregoing, the Executive Director shall serve as the association's registered agent and keep the corporate seal; maintain records of the membership; act as purchasing agent; have the authority, as defined by the board, to enter into contracts on behalf of the association; and have the duty, along with the Treasurer and Vice President/President Elect, to present a budget for the fiscal year to the Finance Committee at a schedule set by the Treasurer, and subsequently to the board for approval at the first regular meeting in each fiscal year. The Executive Director shall have the authority to

expend funds of the association in accordance with the approved budget and programs approved by the board and to act as prime contact with the association's investment management firm with oversight by the Finance Committee. Checks and other instruments drawn on or payable from the funds of the Association, and bills, notes, and other evidences of indebtedness of the association may also require the signature of an officer of the board for amounts in excess of an amount established by the Board of Directors. The Executive Director shall have such other powers and duties as the board shall give him/her. The Executive Director shall be appointed by the board and shall serve until he/she resigns, dies, or is removed from office by a majority of the board.

### **Article VIII** **DIRECTORS – UNITED STATES AND CANADA**

There shall be nine Board Directors from within the United States and Canada.

Manufacturer Representative Director shall serve for a term of three years and will be from within the Manufacturer Representative class from within the U.S. or Canada.

Director-Canada shall serve for three years and will be based in Canada and shall be elected from each of the classes of Distributor/Wholesaler, Manufacturer and BSC in a successive three-year rotation.

Distributor Directors. Three positions will be from within the Distributor/Wholesaler class located within the U.S. For eligibility for election, the Official Representative must be physically located within the U.S. Each will be elected for a three-year term and one position will be elected each year.

Manufacturer Directors. Three positions will be from within the Manufacturer class with the Official Representative physically located within the U.S. Each will be elected for a three-year term and one position will be elected within each year.

BSC Director shall serve for a term of three years and shall be from the BSC membership class from within the U.S. or Canada.

All directors shall represent and act in the best interest of the broad membership of all ISSA member classifications and the best interests and fiduciary responsibilities of the association. Each director shall:

- Reinforce and support the ISSA Bylaws, Code of Ethics, and policies/resolutions of the current and prior boards
- Have a voice and a vote on the board to enact policy changes through resolution of the board
- Maintain confidentiality regarding individual opinions and votes at Board of Director meetings.

### **Article IX** **DIRECTORS FROM OUTSIDE THE UNITED STATES AND CANADA**

The chair of the Europe Council of Representatives and the Latin America Council of Representatives shall serve as directors of the ISSA Board and will represent the membership within their respective areas as well as the general interest of all the members. The ISSA Board chair will invite the chair of the Europe Council to one ISSA Board of Directors meeting each year and more often as necessary when the agenda includes issues of international significance or to conduct formal strategic planning.

### **Article X** **ELECTIONS**

**Section 1. QUALIFICATIONS FOR ELECTION TO THE BOARD.** Only the Official Representative of a member company in good standing shall be eligible to serve as a board member. For eligibility as Official Representative of a member firm, see Article III, Section 4. In order to be eligible for a Board position, a U.S. Manufacturer candidate for election to the Board or to an Officer position must represent a firm which has been an exhibitor at ISSA North America for at least five consecutive years immediately preceding the candidacy, including the year of the candidacy and the term of office. The firm to be represented must have been a member for the five consecutive years immediately preceding the candidacy. To be eligible for a board position, a candidate must provide written agreement to association compliance, campaigning, and other board policies prior to the closing of the nominating period. If an Official Representative has been so designated by a member firm, and is later determined not to meet the bylaw requirements for that position, the prospective candidate may be deemed ineligible as determined solely by a majority vote of the Nominating Committee.

Eligibility for election to the office of Vice President/President Elect requires previous service as an ISSA board member.

No person shall be eligible to be nominated or elected to a board officer or director position if that person was previously an owner of a member firm but has sold his/her interest in that firm within the previous three years, unless the individual occupies the position of CEO or COO of the surviving company. If the sale occurs following nomination, or while such person is serving on the board, then upon closing of such sale, the person shall be deemed to have resigned from his or her position and it will be declared vacant. Such position shall then be filled in accordance with these bylaws.

No more than one person from a member firm or from the same parent firm, including its majority-owned subsidiaries, shall be eligible to serve as a board member at the same time. No person shall be a candidate for more than one office at the same time, or a candidate for one office while holding another. In addition, no person shall be eligible to serve as a Board member if within one fiscal year of that person taking office, an individual from the same member company has served on the board. No person shall be eligible to be nominated as a candidate for the same position previously held, unless invited and nominated by the Nominating Committee.

Board members and officers shall be elected or appointed, as the case may be, prior to the annual convention. They shall be presented to the association members at the convention, shall assume office at the close of the convention, and shall hold office until their respective successors have been elected or appointed and have taken office.

**Section 2. ELECTION JUDGES.** As appointed by the board, one or more independent accountants, lawyers, or an electronic balloting service provider shall serve as judge of an election or other official ballots of the voting members. The election judge may consult with and rely upon the advice and opinions of the association attorney.

**Section 3. VOTING.** The election of board members may be held via mail or electronic ballot. A board member shall be elected by ballot of eligible voters for that position as defined within these bylaws. Ballots shall be cast only by the Official Representatives of voting members, and in all elections, the qualified candidate receiving the highest number of votes shall be deemed elected. In the event that there is only one qualified candidate, at the sole discretion of the Nominating Committee: a ballot may be mailed or transmitted electronically by the election judge listing that one candidate with a request for affirmation or rejection by the eligible voting members; or the one qualified candidate may be appointed to the Board by the Nominating Committee in lieu of the election process. For purposes hereof, an electronic ballot shall be deemed to be a writing.

**Officers.** All voting members worldwide will receive a ballot and may vote in officer elections.

**Manufacturer Representatives' Director.** Ballots will be accepted from the Official Representative of Manufacturer Representative members, worldwide.

**Director Canada.** Ballots will be accepted from the Official Representative of Manufacturer, Distributor, and Wholesaler members within Canada.

**Distributor Directors.** Ballots will be accepted from the Official Representative of Manufacturer, Distributor and Wholesaler members within the entire U.S.

**Manufacturer Directors.** Ballots will be accepted from the Official Representative of Manufacturer, Distributor, and Wholesaler members within the entire U.S.

**International Directors.** The position of chair of the Latin America and Europe Councils are each elected by the council of each respective geography. The chair of each council must be of a voting class of membership and eligible to serve on the ISSA board, see Article III, Section 1, and Article X, Section 1.

**BSC Director.** Ballots will be accepted from the Official Representative of BSC members within the U.S. and Canada.

**Section 4. ELECTION SCHEDULE.** A general election schedule for each year shall be announced to the members at the opening of director nominations. The nominating period shall consist of not less than 30 (thirty) days for the filing of nominating petitions for elections to U.S. and Canada non-officer open positions on the Board of Directors. The election period shall reflect a date on or before which ballots shall be submitted to the members by the election judge for all open positions on the board and a period of not less than 30 (thirty) days within which ballots shall be returned to the election judge. The election process shall be scheduled so that it is completed by the end of August each year.

Notices and reports from ISSA shall be deemed given as of the date of mailing or electronic transmission thereof, and nominating petitions, documents and election ballots shall be deemed received or served as of the date of actual receipt by the election judge. Documents and ballots received by the election judge subsequent to the end of the designated period shall not

be counted.

**Section 5. NOMINATIONS.** All nominations require compliance with the requirements for Official Representative, Article III, Section 4, and the requirements within Article X, Section 1 of these bylaws. Nomination documents must be received by the election judge within the designated time schedule.

a. **Directors—U.S. and Canada.** For the Distributor Director, Manufacturer Director, Director Canada, and Manufacturer Representative Director positions, nominations may be made by the Nominating Committee or by written petition. For the positions of U.S. Distributor, Manufacturer, and Director Canada, the written petition must be from the Official Representative of an eligible firm and be sponsored by three Distributor or Wholesaler members and three Manufacturer members from within the respective geography described in Article VIII for that board position. The Manufacturer Representatives' Director written petition must be from three Manufacturer Representative members and the Official Representative of three other voting members. The Nominating Committee shall select candidate(s) for the BSC Director position and positions for which there were no self-nominations.

b. **Officers.** The Vice President/President Elect shall be elected from each of the classes of Distributor, Manufacturer, and BSC membership categories in a successive three-year rotation. Nominations for a candidate(s) for the office of Vice President/President Elect shall be made by the Nominating Committee. Eligibility for nomination to be elected to the office of Vice President/President Elect requires previous service as an ISSA board member. In the event that no eligible candidate is available, the Nominating Committee may approve a nomination without the requirement of previous board experience. Nominations for the Executive Officer position will be made by the Nominating Committee. For distributor and manufacturer elections, nominations may also be made by written petition endorsed by ten Distributor and/or Wholesaler members and ten Manufacturer members if received by the election judge prior to the closing of the nominating period.

**Section 6. NOMINATING COMMITTEE.** The Nominating Committee shall be responsible for presenting the membership with a qualified candidate or candidates for each open position on the Board of Directors and to verify the qualification of candidates within these bylaws. The Nominating Committee will meet at least 30 days prior to the election period to verify the candidacy of nominees and may also nominate eligible candidates of its own choosing prior to an election. Nominations will be by a simple majority vote. The Nominating Committee also nominates candidates to fill board vacancies as described in Article VI, Section 3.

**Section 7. RUNOFF ELECTIONS.** In the event of a tie, a runoff election shall be conducted by the election judge at the earliest practical date.

## **Article XI COMMITTEES**

**Section 1. APPOINTMENT.** Except as otherwise provided in the bylaws, or by resolution of the Board of Directors, the appointment of committees and their chairs shall be made by the President, and their duties defined by the President at the time of their appointment. The President shall automatically be a member of all committees, except as otherwise provided in the bylaws or by resolution of the Board of Directors. The term of office for these committees is for one year unless specified otherwise within these bylaws or by board resolution.

**Section 2. MEETINGS.** Meetings of committees may be called at any time by the President or by a majority of the board, and the majority of the membership of a committee shall constitute a quorum of the committee.

**Section 3. PERMANENT COMMITTEES.** The Nominating Committee, Executive Committee, Finance Committee, Audit Committee, Investment Committee, Compensation Committee, Strategic Planning Committee shall be permanent committees and shall perform the functions assigned to them by these bylaws, by board resolution or by the President of the association. The Nominating Committee shall consist of: the President, Vice President, Past President, and the Executive Director and is chaired by the President. The Executive Committee shall include the President, Vice President, Past President, Treasurer, Secretary, Executive Officer, and the Executive Director, and shall be chaired by the President. The Executive Committee will meet to discuss executive issues at each board meeting or more often, as convened by the President. The Finance Committee shall consist of the Executive Committee and shall be chaired by the Treasurer. The Finance Committee will meet four times annually to review the association's financial performance and financial issues. The Audit Committee shall consist of the Finance Committee and have oversight of the outside auditor and will meet with the outside auditor at least annually and be chaired by the Treasurer. The Investment Committees shall consist of the Finance Committee and have oversight of the outside investment manager and will meet with outside investment manager at least annually and be chaired by the Treasurer. The Compensation Committee shall consist of the Executive Committee and be chaired by the President. It will meet as necessary to develop goals, measure performance and determine compensation for the Executive Director. It shall also establish terms with the Executive Director for an employment agreement. The Strategic Planning Committee shall be



organized and meet at least every five years and will consist of the board and include staff, as selected by the Executive Director. It is chaired by the President.

## **Article XII** EMBLEM AND CODE OF ETHICS

The association may have one or more official emblems and/or collective membership trademarks and shall have an official Code of Ethics, as adopted and approved from time to time by the board. Such emblems, trademarks, and Code of Ethics of the association shall at all times remain the property of the association, and shall be used solely in accordance with these bylaws and such rules and regulations as the board may promulgate.

The emblem of the association may be used by members which are in good standing, on their stationery, advertising literature, business cards, and similar items to denote membership in the association. ISSA identification may not be used on a product label or package. Use of the emblem must be discontinued entirely immediately upon termination of membership for any reason.

## **Article XIII** BOOKS AND RECORDS

**Section 1. RECORDS.** The membership books, books of accounts, and records of the association shall be kept at the association headquarters. The books and accounts of the association shall be audited by a certified public accountant no less periodically than once in each twelve months. The statement of financial position and statement of activities of the association shall be published to the Finance Committee quarterly and to the board at each of its official meetings. The annual audited statements shall be published to the board by its first meeting following the completion of the audit. A statement of the financial position will be published to the members from the audited report within 60 days following the board's review of the audited statements.

**Section 2. FISCAL YEAR: TERMS OF OFFICE.** The fiscal year of the association shall be established by resolution of the board. In all cases where these bylaws provide for a term of office measured by one or more "years," such term shall run from the close of the General or other meeting at which such office is filled to the close of such next General Meeting as corresponds to the number of years in said term of office.

**Section 3. RESERVE ACCOUNT.** A separate reserve account shall be maintained in the amount specified by resolution of the board. The funds in this account may be combined with other association funds for investment purposes only. Withdrawal of funds from the reserve account will be subject to the terms and conditions set by a minimum of two-thirds approval of the board.

## **Article XIV** RULES OF ORDER

The meeting of the association, its board and committees, and its elections shall be conducted in accordance with "Roberts Rules of Order Revised" unless these bylaws otherwise provide or as unanimously agreed upon by the board or individual committee(s).

## **Article XV** EXPENSES AND INDEMNIFICATION

**Section 1. EXPENSES.** All reasonable travel expenses incurred by the board, committee members and members of the association staff, while in the course of performance of association duties, shall be paid by the association.

**Section 2. INDEMNIFICATION.** The association shall provide, at its expense, a liability insurance policy providing coverage of at least two million dollars (\$2,000,000) for association board members and officers in connection with their association activities.

## **Article XVI** ISSA NEXT GEN

ISSA Next Gen is dedicated to the promotion of youthful leadership within the industry. Membership in ISSA Next Gen shall be open to individuals under 40 (forty) years of age who are employed by an ISSA member firm located in the U.S. or Canada. An individual's membership is contingent on his/her continuous employment with an ISSA member. ISSA Next Gen shall adhere to the ISSA bylaws and Code of Ethics and act under the guidance and authority of the Board of Directors. Membership shall be individual or corporate subject to policies established by the ISSA Next Gen coordinators and the Board

of Directors.

**Article XVII**  
AMENDMENTS

Recommendations to amend these bylaws may be made from time to time by resolution of the board which shall become effective upon an affirmative vote of at least eleven (11) of the total fifteen (15) board members.

\*As adopted by the Board of Directors and ratified by the membership of ISSA October 8, 1977, and last revised February 2, 2024.