

**CODE OF BY-LAWS
OF
THE NATIONAL INDEPENDENT CONCESSIONAIRES ASSOCIATION, INC.**

**ARTICLE I
MEMBERSHIP**

SECTION 1. Membership. To be a member in Good Standing, a member MUST abide by the National Independent Concessionaires Association Code of Ethics and maintain a current and paid membership. There shall be two classes of memberships in the corporation described as follows: **A. Voting Memberships (Regular Member).** Voting memberships shall be available to any person, including partnership, sole proprietorship, joint venture, corporation or other legally recognized entity, who is an independent concessionaire. An Independent Concessionaire is defined as an individual that owns food and beverage concessions, is a commercial retail exhibitor, an independent amusement owner, independent game owner and/or an independent guest services owner. Any such person shall be considered a voting member. **B. Non-Voting Memberships (Associate Members).** A non-voting membership shall be available to any person or partnership, sole proprietorship, joint venture, corporation or other legally recognized entity. Any such entity or person shall be considered a non-voting member. Any ride owner/operator with more than 5 rides shall be considered a non-voting member.

SECTION 2. Expulsion. The NICA organization strives to maintain a workplace that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, it is the organization's policy to emphasize that verbal and/or written harassment, sexual harassment, member misconduct, and inappropriate behavior toward fellow NICA members and staff is specifically prohibited. Any member who engages in discriminatory or harassing conduct towards another member or staff is subject to permanent removal from NICA

membership and/or the NICA Board. Complaints alleging misconduct on the part of Board members and/or general members will be investigated promptly and as confidentially as possible by the Executive Committee. Investigative results will be provided to the Board of Directors for a two-thirds (2/3) vote.

Any member may be expelled or suspended or their membership terminated in accordance with the following procedure: In the event any member is considered for expulsion, suspension, or termination, that member shall receive written notice thereof by certified mail sent to the address of the member shown on the corporation records along with the reasons for such expulsion, suspension or termination. Such member shall have an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of such proposed expulsion, suspension or termination. Any proceeding challenging such expulsion, suspension or termination must be commenced within 90 days after the effective date of such expulsion, suspension or termination. Nonpayment of annual dues more than ninety (90) days from the annual due date is grounds for removal from the membership roster and all rights of membership rescinded.

ARTICLE II

MEETINGS OF MEMBERSHIP

SECTION 1. Place of Meetings. Meeting of the membership of the corporation shall be held at such place as may be specified in the respective calls, notices or waivers of notice thereof.

SECTION 2. Annual Meetings. The annual meeting of the membership of the corporation shall be held during January or February and the membership shall be notified of the exact time and place of such meeting via NICA NEWS.

SECTION 3. Meetings. Meetings of the membership may be called by the President or by the Board of Directors with notification of the exact time, place and purpose of such meeting.

The meeting shall be limited to the stated purpose. Notification to the members shall be by publication in NICA NEWS at least 30 days prior to the meeting date.

SECTION 4. Voting Rights. Each member eligible to vote shall be entitled to one vote (and no more) at an election of Directors or upon any subject submitted at a membership meeting.

SECTION 5. Voting by Proxy. No proxy votes will be permitted.

SECTION 6. Voting Lists. The Secretary shall make or cause to be kept a complete list of the members as of the close of nominations (June 1st), arranged in alphabetical order, with the address of each such member, which list, shall be kept on file at the principal office of the corporation. Such list shall be subject to inspection by any member.

SECTION 7. Quorum. At any membership meeting, twenty-five (25) percent of the votes entitled to be cast on a matter constitutes a quorum of the members who may vote on the business to be transacted at such meeting. A majority vote of such quorum shall be necessary for the transaction of any business at the meeting. No proxy votes shall be permitted. All topics relating to New Business or Member concern that require a motion must be on the agenda for consideration fourteen (14) days prior to the scheduled meeting. Should a request be submitted after the 14-day deadline, at the Board of Director's discretion, the request may/may not be added to the agenda. A voting list will be provided in the event of a required rollcall.

SECTION 8. Record Date. All members entitled to notice of members' meeting shall be those members whose names appear on the membership list of the corporation on the "Record Date". The "Record Date" is the 10th business day preceding the date on which notice is given.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. Qualifications. The day to day business and affairs of the corporation shall be managed by the Executive Director of the corporation, to include but not limited to all aspects of office personnel such as recruitment, hiring, evaluations, disciplinary actions and terminations with oversight by the Officers and Directors. The Officers and Directors shall be voting members of the National Independent Concessionaires Association, Inc.

SECTION 2. Voting by Proxy. No proxy votes are permitted.

SECTION 3. Bylaws. At NO TIME may the rules of this Code of Bylaws be suspended or ignored. Altering of said Bylaws requires the strict adherence of Article VIII.

SECTION . Election. Any regular voting member in good standing for a period of three (3) concurrent consecutive years, who have been an operating manager of a concession business for five (5) concurrent consecutive years or more, shall be eligible to submit his/her nomination for the election to the Board of Directors. The election nomination form and statement of commitment must be received in the NICA office on or before June 1st, annually. A Board of Directors approved, secure online election may be used in lieu of a USPS mailed ballot. Should it be the desire of the board to utilize this option, it will be with the approval of a system that is accessible, secure and guarantees anonymity. Should online elections not be utilized, a ballot will be mailed within forty-five (45) days after the close of nominations to all regular voting members. In the event that any of the candidates for election to the Board withdraws from the election for any reason after the ballots have been mailed, any and all votes cast for that individual are to be considered lost votes. Votes are not transferable. USPS ballots must be sealed in an envelope marked ballot and received by the NICA office or its designee within the time frame designated by the Board for that election. The ballots will be tallied by an election

committee or its designee and the membership notified of the results. In the event of an exact tie in the number of votes cast for individuals, the election committee shall name any obvious winners, declare the tie, and order a run-off election to break the tie. Such election must commence within ten (10) days of the declaration of the tie. All election procedures will remain the same. The run-off ballot shall bear the names of only those candidates who were tied. The terms of the Board of Directors shall be three (3) years with only two (2) consecutive full terms. Newly elected Board members shall be installed at the Annual Meeting of the Board of Directors in January or February. In the event that a member has run for the Board and duly elected then declines his/her seat, that person shall not be permitted to run for any NICA Board or Council for a period of six (6) consecutive years. Personal medical issues or issues of the candidate's family member(s) is the ONLY exception to this rule. Should the Board Elect wish to resign, he/she must do so in writing via USPS or email to the current NICA President and the NICA office. He/she has until the annual meeting of the New Year to resign the seat which then becomes a vacant seat on the Board. Should there become a vacancy, Article III, Section 5 (Vacancies) Bylaws will go into effect.

SECTION 5. Vacancies. Any vacancies in the Board of Directors caused by death, illness, or otherwise, shall be appointed by the President with 2/3 majority of the Board approval. Any Director so appointed shall hold office until the next regularly scheduled election.

SECTION 6. Meetings. The Board of Directors shall meet each year for the purpose of organization, election of officers for the corporation and consideration of any other business that may be brought before the meeting. No notice to the members shall be necessary for the holding of said meeting. Other meetings of the Board of Directors may be held regularly pursuant to a resolution of the Board to such effect or may be held upon the call of the President or any two (2) members of the Board and upon forty-eight (48) hours' notice, specifying the time and place and general purposes of the meeting. This notice shall be delivered by

acceptable communication methodology such as email, phone, text, etc. No proxy votes shall ever be permitted.

SECTION 7. Quorum. A majority of voting members of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of any business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the articles of incorporation, or this code of by-laws.

SECTION 8. Obligations. The current Election Nomination Form and Statement of Commitment (as approved by the Board) must be signed by each candidate. All candidates running for the Board of Directors must be willing to submit to a complete background check. All elected candidates must sign the NICA Board of Directors Confidentiality Agreement.

SECTION 9. Failure of Obligations. Any Director who misses two (2) consecutive regularly called meetings of the Board, without valid, written excuse may forfeit his/her position on the Board with a two-thirds (2/3) majority vote of the remaining Directors. A telephone call should be made prior to the meeting or as soon after as possible, followed by a written valid excuse, sent to the NICA office before the next Board meeting, explaining the absence. If a Director resigns for any other reason than those stated in Article III, Section 4, he/she will not be eligible to run for re-election to the Board of Directors until six (6) election cycles has passed. Violation of the Code of Ethics, including nonpayment of annual membership fee is considered a "Failure of Obligations."

SECTION 10. Removal.

Any Director of the corporation may be removed at the discretion of the Board of Directors by the unanimous vote of the remaining Directors.

SECTION 11. Elected Ex-Officio Regional Council Board Members.

Per the 2007 Policies and Procedures, a member of the West Coast Council who has served a minimum of one (1) year can be appointed to the NICA Board of Directors to serve a three (3) year term as Ex-Officio. He/She may not take the positions 2nd Vice President or higher without being elected by the general membership during the annual Board of Director elections. As the Northeast, Southeast, Mid-West and Great Lakes councils are developed, each may appoint a member who has served a minimum of one (1) year to the NICA Board of Directors to serve a three (3) year term as Ex-Officio. He/She may not take the positions 2nd Vice President or higher without being elected by the general membership during the annual Board of Director elections.

Should a vacancy occur before the 3-year term ends, the affected council will elect a nominee for the next election cycle that will start a new 3-year cycle. The person filling this position shall be a regular member of the organization and will have the same rights as a regular Board Member and will be counted in the quorum and has the right to make motions, debate motions, and vote on all questions. This is a position created "By Virtue of Office." At the time that the member's 3-year term of office ends, his or her term as Ex-Officio Board Member ends as well and the new member filling that office assumes the position of Ex Officio.

SECTION 12. Ex-Officio Board Members.

The Board of Directors may create or abolish Ex-Officio positions on the Board of Directors. This position will be created through normal voting (2/3 majority) procedure. The number of Ex-Officio board members that can be appointed at any time shall NOT EXCEED two (2) positions. Ex-Officio positions may not take the offices of the First or Second Vice President. The 1-year position shall be filled by a person or persons by virtue of the office they hold within the organization or related organization and must not be more than three (3) consecutive years. The person filling this position shall be a regular member of the organization and will have the same

rights as a regular Board Member and will be counted in the quorum and has the right to make motions, debate motions, and vote on all questions. This is a position created “By Virtue of Office.” .

ARTICLE IV

OFFICES

SECTION 1. Offices and Qualifications. The officers of the corporation shall consist of a President, First Vice President, Second Vice President, Secretary and Treasurer. An officer must have served as a Director for a period of one (1) year. Extenuating circumstances may negate the one (1) year obligation with two-thirds approval of the Board. The Executive Director will be considered a non-voting Officer.

SECTION 2. Terms of Office. The offices of Second Vice President, Secretary and Treasurer of the corporation shall be elected annually. by the Board of Directors at its annual meeting. The offices of President, First Vice President, Second Vice President, Secretary and Treasurer shall be a term of one (1) year. The individual holding the position of First Vice President the previous year shall fill the office of President. When the First Vice President term as a Director expires in the year he/she is to become President, the First Vice President’s term shall be extended to the end of his/her one (1) year term as President with full voting privileges. When the Second Vice President’s term as a Director expires in the year he/she is to become First Vice President the Second Vice President’s term shall be extended to the end of his/her one (1) year term as President with full voting privileges. The immediate past President shall have the choice to continue his or her time to serve on the Board of Directors for a period of one year with full voting privileges.

SECTION 3. Vacancies. Whenever a vacancy occurs in either the office of President or First Vice President, there will be an automatic move up of the First Vice President and/or Second Vice President. Whenever vacancy occurs in either the office of the Second Vice President,

Secretary or Treasurer of the corporation, for any reason, the same shall be appointed by the Board of Directors at a special or annual meeting thereof, and any officer so appointed shall hold office until the next annual meeting of the Board of Directors and until successor shall be elected..

SECTION 4. Removal. Any officer of the corporation may be removed, as an officer, at the discretion of the Board of Directors whenever a minimum two third (2/3) majority of such Board shall vote in favor of such removal.

SECTION 5. Council of Past Presidents. The Council of Past Presidents will be made up of all the Past Presidents of NICA who wish to participate. This Council will serve in an Advisory Capacity for the sitting Board of Directors. Their combined wealth of knowledge will be available, at the request of the Board, whenever the Board of Directors needs guidance or direction. This Council will also insure that generations of NICA officers and Directors to follow will not lose sight of the goals and ideals of our founding fathers. The immediate Elected Past President shall be asked to serve as the President of the Council of Past Presidents.

ARTICLE V

POWERS AND DUTIES OF ELECTED OFFICERS

SECTION 1. President. The President of NICA shall be subject to the general control of the Board of Directors and shall discharge all the usual functions of the Chair of a corporation. He/she will also serve as Goodwill Ambassador for the corporation. It is expected that by the time he/she is installed as President, that he/she will already possess a mastery of the financial matters and program of work for the corporation.

In a business meeting, the president cannot make motions or enter into debate. The president can enter into debate only if he or she leaves the chair and lets the vice president or another officer preside; that is, the president gives up his or her function of presiding over the meeting.

The president must stay out of the chair until the motion has been disposed of either temporarily or finally.

A. The President shall be the chief administrator of the Board of Directors, responsible for ensuring the Board Members are aware of and fulfill their responsibilities as Directors.

B. The President shall:

1. Preside over all meetings of the Board of Directors (Executive incl.)

2. Formulate or Dissolve Committees and appoint their Chairperson to further their administration objectives.

3. Fill vacancies of the Board with advice and 2/3 majority approval of the Board of Directors.

4. All actions of the President are subject to the By-Laws of the Corporation.

5. Actions of the President can be called upon for review and dismissal with a 2/3 majority vote of the remaining Directors

6. The president does not vote except in three situations:

i. If the president's vote would break a tie vote

ii. If the president's vote would create a tie vote, then the motion fails

iii. If the vote is taken by ballot (i.e. annual voting of directors to officers by directors or annual vote of directors by the membership)

C. The President shall have direct oversight of the Executive Director, and be the point of contact of assigning duties and work responsibilities with approved direction provided by the Board of Directors.

D. The President shall be member Ex-Officio of all committees.

SECTION 2. First Vice President. The First Vice President of NICA shall act in the President's stead in all cases when the President is unavailable to serve. He/she will be responsible for oversight and follow through of all programs of work for the corporation. He/she will take an active role in all financial matters of the corporation. He/she will work with the

Treasurer and Executive Director to compile all proposed budgets and all final income and expense reports for the corporation as a whole, and for each committee and fundraiser. He/she will serve on the Finance and Audit Committees and Chair the Outreach and Marketing/Voice Committee. He/she will work with the committee President, Board Liaisons and staff, coordinating all matters to see that each meeting, event and fundraiser is organized and completed to the best of its potential. During the annual IAFE Convention, the First Vice President will use the adopted Strategic Plan to create and provide their program of work for their term as President. In the absence, incapacitation, or dismissal, or conflict of interest of the President the First Vice President of the Board of Directors shall discharge the duties and exercise the powers of the President. These situations may be determined by agreement of the President and Vice President or by a majority vote of the Board of Directors. This shall apply to the position of the Second Vice President of the Board should there be vacancy in the office of President and First Vice President. It is expected that by the end of the term as First Vice President, this individual shall possess a keen understanding of all programs of work for the corporation.

SECTION 3. Second Vice President. The Second Vice President of NICA shall act in the First Vice President's stead in all cases when the First Vice President is unavailable to serve. He/she shall Chair the Business Expo and Food Show that occurs during his/her term as First Vice President and Benefits Committee. It is expected that by the end of the term as Second Vice President, this individual shall possess a keen understanding of all programs of work for the corporation.

SECTION 4. Secretary. The Secretary shall attend all meetings of the membership and of the Board of Directors and shall keep, or cause to be kept, in a book provided for the purpose, a true and complete record of the proceedings of such meetings and he/she shall perform a like duty. He/she shall Chair the Membership Committee. Each Committee shall keep record

of pertinent correspondence and Minutes of proceedings should it be necessary and provide the office with the same, which can be obtained and recorded by the Secretary for regular Board meetings. He/she shall attest all deeds, leases, agreements and other official documents executed by the corporation and affix the corporate seal thereto as required by this Code of By-Laws. The Secretary shall have such other powers and duties as this Code of By-Laws or the Board of Directors may prescribe in Policy and Procedures to Record Minutes of the Meeting.

SECTION 5. Treasurer. The Treasurer shall keep, or cause to be kept, correct and complete records of account, showing accurately at all times the financial condition of the corporation to the Board of Directors. He/she shall Chair the Finance/Budget and Audit Committees. He/she shall furnish at meetings of the Board of Directors a statement of the financial condition of the corporation at monthly meetings or when requested by the Board of Directors. The Treasurer must also be present at the annual audit of the corporation and shall have such other duties as this Code of By-Laws or the Board of Directors may prescribe.

SECTION 6. Assistant Secretary.

At the Spring Workshop, the Board of Directors will appoint a Director from the Board. If no Board Member desires the position, a Council Member can be assigned to the Membership Committee and sit in on Board Meeting to assist the Secretary. The Assistant Secretary will learn the legal nuances of NICA and to be prepared, if elected, to assume the office of Secretary. The Assistant Secretary will sit on the same committees as the Secretary but not the Executive Committee. The Assistant Secretary will serve on the Expo and Food Show Committee and the Membership Committee. He/she will work with the Secretary and the Executive Director.

SECTION 7. Assistant Treasurer.

At the Spring Workshop, the Board of Directors will appoint a Director from the Board. If no Board Member desires the position, a Council Member can be assigned to the Finance Committee and sit in on Board Meeting to assist the Treasurer. The Assistant Treasurer will learn the finances of NICA and to be prepared, if elected, to assume the office of Treasurer. The Assistant Treasurer will sit on the same committees as the Treasurer but not the Executive Committee. The Assistant Treasurer will serve on the Audit Committee and the Finance Committee. He/she will work with the Treasurer and the Executive Director to prepare a proposed annual budget for the next fiscal year.

SECTION 8. The Executive Committee– Role and Responsibility.

Members of the Executive Committee are:

President, First Vice President, Second Vice President, Secretary, Treasurer.

Activities include but are not limited to:

Personnel

Strategic Planning

Budget/Audit

Executive Director Evaluation

Election Nominations

Hall of Fame

Tax and Corporation matters

Bylaws

Advisory Duties

The Executive Committee advises NICA's Board of Directors. The committee may meet more frequently than the Board and has limitations based on the its defined purpose. The Committee's primary responsibility is to report on results of research and discussion and make recommendations to the Board and provide minutes of every meeting at the next Board of Directors Meeting. All actions of the Executive Committee shall be subject to the review of the Board of Directors. Any action of the Executive Committee can be overturned by a simple majority (51%) vote of the Board of Directors.

Code of Ethics

Complaints alleging misconduct on the part of Board Members, General Members, and/or staff will be investigated promptly and as confidentially as possible by the Executive Committee as detailed in Article I Section 2. Expulsion. The Committee's primary responsibility is to report on results of research and discussion and make recommendations to the Board and provide minutes of every meeting at the next Board of Directors Meeting.

ARTICLE VI

NON-VOTING OFFICERS

SECTION 1. Executive Director. The Executive Director is a paid, contracted position that serves at the pleasure of the Board. This person assumes the day to day operations of the organization to include but not limited to all aspects of office personnel such as recruitment, hiring, evaluations, disciplinary actions and terminations. He/she will work with the Treasurer to compile all proposed budgets and all final income and expense reports for the corporation as a whole, and for each committee and fundraiser.

ARTICLE VII

MISCELLANEOUS

SECTION 1. Corporate Seal. The seal of the corporation shall be circular in form with the name of the corporation around its periphery and the word "Seal" through the center.

SECTION 2. Fiscal Year. The fiscal year of the corporation is January 1 through December 31.

SECTION 3. Rules of Order. Meetings of members and meetings of the Board of Directors shall be governed by the rules contained in Robert's Rules of Order Revised, in all cases which such rules are applicable and are not inconsistent with the Articles of Incorporation, this Code of By-Laws, or any special rules of order adopted by the Board of Directors.

SECTION 4. Execution of Contracts. Unless otherwise ordered by the Board of Directors, all written contracts entered into by the corporation shall be executed on behalf of the corporation by the President and the Secretary and the corporate seal affixed thereto. Any contract for a period of more than one year must be approved by the Board of Directors. The Executive Director may sign Board approved non-bank related contracts. Contracts extending beyond one year must have a combination of signatures to include a minimum of two (2) from the President, Secretary and/or the Executive Director. Such contract will be attached to the Board Minutes.

SECTION 5. Acceptance.

The National Independent Concessionaires Association, Inc. hereby accepts the provisions of The Articles of Incorporation, and avails itself of the rights, privileges, immunities and franchises provided by these articles.

ARTICLE VIII

AMENDMENT

In order for these Code of Bylaws to be altered or amended such changes must be presented in written form at any regular meeting of the Board of Directors or at any special meeting of the Board called for that purpose. Following that meeting the President shall send a written copy of the proposed amendment(s) to the Council of Past Presidents for consideration and comment. That Council of Past Presidents will be asked to respond (in writing via email or USPS within two (2) weeks) to the NICA President and the NICA office The comments from the Council of Past Presidents shall then be shared with the Board at a regularly scheduled meeting of the Board. At that time, the Board shall again consider the proposed amendment. The proposal must be approved by a two-thirds vote of all Directors.