



By-Laws of Independent Copier Dealer Alliance

- I. **The Association History and Purpose** The ICDA was started by independent non-competitive copier equipment dealers who were interested in an exchange of best practices in their businesses to help in the development of a dealer's organization. It was essential that members be non-competitive in geographical territories, so a free exchange of information could be shared of one's operation.
- II. **By-Law Revisions** These by-laws may be amended all or in part by a 2/3 vote of the membership.
- III. **Membership**
 - A. Qualification Members must be dealer principals who are able and willing to share ideas and information with other members, who will regularly attend meetings, and who will meet the non-competitive restriction of the association.
 - B. Selection A prospective member will be submitted to the general membership to establish qualifications and acceptance for membership. A published list of qualifications will be detailed on the Association's membership application.
 - C. Fees A \$1,000.00 one-time initiation fee and \$750.00 annual dues. These dues are non-refundable once paid. Unpaid and delinquent membership fees are cause for membership revocation (see III.E.)
 - D. Change in Membership Upon death, change of ownership, or closing of business a review and re-approval by membership is required of a new prospective member by a 2/3 vote of the membership.
 - E. Membership Revocation
 1. For Cause. A membership maybe revoked for cause by a 2/3 vote of the membership.
 2. Inactivity. A member who misses two (2) consecutive meetings may have his membership revoked by a 2/3 vote of the membership.

F. Limited Size The Association is limited to twenty-five (25) dealerships and two (2) members from each dealership. All member dealerships must be from different marketing areas as the Association requires confidentiality, close personal relationships and the ability to discuss each organization's confidential best practices.

IV. **Honorary Membership**

Honorary members are given such status by majority vote of the membership. Such members are invited to attend meetings but are not required to pay membership dues. Removal of honorary membership status requires a majority vote of the membership.

V. **Voting**

Although each member dealership may have two member representatives in the Association, each dealership will be granted only one vote in all matters requiring a membership vote.

VI. **Executive Structure**

A. Officers

1. President is responsible for (1) presiding over general meetings, and (2) planning agenda for general meetings. The term is Two (2) years.
2. Vice President is responsible for (1) recruiting speakers and helping plan the agenda for general meetings with the President, (2) backing up the President, performing special assignments and preparing for succession to Presidency. The term is two (2) years.
3. Treasurer is responsible for maintaining financials, maintaining the Association checking account, sending out and collecting annual dues, paying all expenses and completing an annual income and expense report. The Treasurer will serve a permanent term so as to establish continuity with banking and accounting arrangements. When a treasurer resigns the post, the successive treasurer's term will also be permanent.
4. Secretary is responsible for maintaining all records, minutes and communications with members. Also, for maintaining legal status and new member applications and status. The term is for two years.

B. Election Process

1. Nominations will be taken from the floor and made by members
2. Officers will be elected by a majority vote of the membership
3. The current President will conduct the election

VII. **Meetings**

A. Location and Date Meetings are held two (2) times per year at locations, dates and times to be determined by membership.

- B. Representation Only the members listed on Association records are entitled to attend meetings.
- C. Guests All guests must be approved by polling (by telephone or email) of the membership.

VIII. **Confidentiality**

Because all members must feel free to discuss business topics, all Association discussions are confidential. Any event that would limit this freedom of expression must be avoided. Any member found in violation of compromising confidentiality by disclosure to outsiders is subject to Membership Revocation.

IX. **Dealership Size**

Membership is limited to Independent Copier Dealerships with Revenues in excess of Three (3) million dollars per year in total revenue. One member with total revenue less than three (3) million dollars per year in total revenue will be allowed. The ICDC will work to have this dealer exceed three (3) million dollars in total revenue. At that time, the ICDC will recruit a dealer with revenue less than three (3) million dollars with the same objective.