

RULES & PROCEDURES

For the
**International Credit Executives group
of the Wisconsin Credit Association Inc.**

ARTICLE I

Name, Definition, Administration & Affiliation

The name of the organization shall be the International Credit Executives (ICE) group of the Wisconsin Credit Association Inc., herein referred to as the **Group**. ICE is a professional Group for international credit and finance personnel.

The Group is administered by the Wisconsin Credit Association Inc. (WCA), a for-profit association of business services and credit groups, who designates the Group administrator.

WCA is affiliated by its membership in the Business Credit Management Association Inc. (BCMA), a not-for-profit trade association that provides education, consulting and credentialing services to credit and finance professionals.

ARTICLE II

Purpose

The purpose of the Group is to: legally exchange international credit information, encourage communication between and among members on international credit and commerce related issues, develop members' international credit knowledge through presentations and discussion, and generally support the continuing education of individuals interested in international business. Education is one of the key elements of the Group's purpose.

ARTICLE III

Officers & Directors, Hereafter Referred to as the **Board**

The Officers shall consist of a Chairperson, Chairperson-elect, Vice President, Secretary, Treasurer, and a Councilor. The Chairperson, Chairperson-elect, Vice President, Secretary, Treasurer and Councilor shall serve a one (1) year term of office. There will be a total of four (4) Directors; 2 (two) shall serve a one-year term, 2 (two) shall serve a two-year term. Directors shall serve up to two (2) years. A senior Director position may be established to substitute one of the four (4) Director positions. The full Board by a two-thirds vote shall have authority to change the number of Officers and Directors and to add non-voting advisory members to the Board as they deem necessary to effectively administer the Group. The Officers and Directors collectively shall be the only voting Board Members.

Each year the outgoing Councilor shall rotate off the board and the outgoing Chairperson shall become the Councilor for the Group. The outgoing Chairperson-elect, Vice President, Secretary, and Treasurer shall elevate to the Chairperson, Chairperson-elect, Vice President, and Secretary positions, respectively. A new Treasurer shall be elected by the membership. The four (4) Directors shall complete their remaining term of office and new Director(s) shall be elected by the membership.

Officers of the Board shall comprise the Nomination Committee. Their role will be to make recommendations to the full Board for nominations for Officers and Board Members. A full slate of Board members and a qualified nominee(s) for vacant Director(s) position(s) will be presented at the annual meeting, for approval by a simple majority of those members present. Assuming availability, the slate will normally consist of the incumbents and new Director vacancy(s).

Any member in good standing may recommend candidates for Director by submitting the name(s) in writing to a member of the Board (60) days prior to the annual meeting. When recommending nominees, one should consider (1) professional qualifications, (2) number of years of membership, (3) attendance, and (4) other participation.

The Board shall have the authority to fill interim officer and director vacancies as they occur, designate meeting times and places, plan programs, authorize expenditures, establish committees, appoint non-voting advisors as needed for a one (1) year advisor position, change Group administrator and recommend changes to the Group's Rules and Procedures as are necessary to effectively administer the daily affairs of the Group.

If a vacancy occurs in the Councilor position, it is to be filled by the most recent available accepting past Chairperson.

The Board shall be responsible for overseeing the Group funds. The Treasurer shall be responsible for reporting the condition of Group funds to the Board, including a summary report of the ICE group assessment, meeting fees, costs incurred and funds available for business activities. The Wisconsin Credit Association shall be responsible for collecting and disbursing all Group funds and preparing fund reports.

The Board will establish Committees for the Group as needed and said Committees may be comprised of both Board and non-Board members.

Interest in new membership will be directed to the current Group administrator. The Board shall review all requests for membership to the Group for appropriateness in accordance with the guidelines articulated in Article IV. The Board will also have the authority to approve or reject said requests. Upon approval, the prospective member will receive an invoice for membership. Payment of the invoice begins membership and is an acknowledgement by the member to abide by the Group's Rules and Procedures which shall be posted to the Group's website.

A quorum of two-thirds voting Board Members must be present in order to vote on material decisions on behalf of the Group during the regularly scheduled Board Meetings. When voting on Group decisions pertaining to non-material agenda items such as meeting locations, speakers and topics, a simple majority of the attending voting Board Members (with minimum four (4) present) rules. In case of a tie in voting, the matter is defeated.

ARTICLE IV

Members & Membership

Membership is open to businesses or organizations that participate in international trade or related services. Membership resides with the business organization not individual representative(s). The common bond of this group is the need for credit-related information, international economic and political risk evaluation by country, and the need to share experience, procedures and techniques in exporting goods and services.

Members of the Group acknowledge that a relationship of mutual trust and confidence is essential to the Group's purpose. Therefore, without regard to any other provision of these rules, the Board (with or without cause) may dismiss a member for what the Board determines is in the best interest of the Group.

ARTICLE V

Standard Rules of Conduct

Each member will be responsible for adhering to and complying with the Group's current Standard Rules of Conduct that include but are not limited to the following:

- A. Information generated and distributed among Group members is for the sole use of Group members.
- B. No member of the Group, acting individually or collectively, shall suggest, make or participate in any understanding or agreement, the purpose of which is to:
 - 1. Fix or determine to whom sales are to be made, or
 - 2. Establish joint or uniform prices or terms and conditions of sale, or
 - 3. Undertake any other activity jointly with respect to an account discussed before the group, or
 - 4. No member may discuss any future action that the member may take with respect to an account discussed before the Group.
- C. Violate the law of the United States

ARTICLE VI

Meetings

There will be six (6) Group meetings each year. Additional meetings may be scheduled at the Board's discretion. The time, date and location will be established by the Board.

ARTICLE VII

Conflicts of Interest

In the event that any matter under consideration by the Group or any Committee appears to involve or does involve a conflict of interest with any member(s), such member shall make the conflict known to the Group immediately. All discussions with regard to the conflict will cease. The Board will be responsible for resolving any conflicts of interest.

ARTICLE VIII

Amending Rules and Procedures

Any significant proposed changes to the Group's Rules and Procedures that could have a material effect on the Group can be made by two-thirds vote of those member companies in attendance at the next scheduled meeting. Membership will be notified of any proposed changes prior to the meeting.

ARTICLE IX

Services Provided

The services and pricing (cost of services) provided by the Group administrator will be reviewed annually by the Board.

ARTICLE X

Group Assessment & Meeting Fees

The Board will recommend the annual assessment to the ICE group fund as well as meeting fees that are appropriate and necessary to effectively administer the Group's activities.

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