

**BYLAWS OF THE INTERNATIONAL
BOTTLED WATER ASSOCIATION
(As amended September 24, 2010)**

ARTICLE I — NAME

Section 1. The name of the association shall be International Bottled Water Association. The letters IBWA may serve in lieu of the full name.

Section 2. The principal office of the association shall be in Alexandria, Virginia. The association may have such other offices as may from time to time be designated by the Board of Directors.

ARTICLE II — OBJECTIVES

The purpose and objectives of the association shall be:

- A. To serve as the authoritative source, based in the United States, of information about all types of bottled waters and their respective advantages.
- B. To accurately inform the public as to bottled water's source, quality, purity, naturalness and bottling processes.
- C. To diligently pursue, through public legislative and regulatory bodies, those legislative and regulatory actions which will affect all types of bottled water and to work closely with all government agencies whose regulations affect the bottled water industry and the standards of quality and/or purity of bottled water.
- D. To assist its members in obtaining regulatory information to prepare for sale the highest and finest quality of bottled water, which is in the best interest of the industry and the general public.
- E. To promote through education, government relations and public relations the use of bottled water as a safe, quality source of drinking water and an alternative to other beverages.
- F. To establish a continuing education program and provide technical assistance to industry members, their officers and employees in quality control and production of the highest possible quality of bottled water.
- G. To facilitate the exchange of technical, scientific and government relations information among industry members.
- H. To assist the industry in attaining and maintaining high standards of quality and sanitation through annual inspections of its member companies to the highest possible level. These inspections may be made voluntary by a two-thirds vote by the Board of Directors or by a majority vote of the membership.
- I. To cooperate and discuss mutual interests with other industries, organizations, associations and administrative bodies or agencies.
- J. To continually inform the membership of the development, implementation and state of the art of the Point-of-Use Industry as it relates to drinking water.

K. To conduct or engage in all lawful activities in furtherance of the foregoing purposes or incidental thereto.

ARTICLE III — MEMBERSHIP

Section 1. Eligibility for Membership. Any person, partnership, corporation or other entity engaged in the bottling of water or in the distribution of bottled water, or in supplying products or services to those who do, shall be eligible for a membership in the association.

Section 2. Classes of Membership

a. **Bottler:** Bottler Member shall be defined as a company which bottles or packages water for sale within the United States and which meets IBWA criteria by demonstrating compliance with IBWA standards through an annual plant inspection.

b. **Supplier:** Supplier Member shall be defined as a company engaged in the rental or sale of equipment, products, supplies or services to the bottled water industry. Suppliers shall be assessed dues on sales to the bottled water industry only.

c. **Distributor:** Distributor Member shall be defined as a company which does not bottle water and which is the distributor of an IBWA Bottler Member.

d. **International Section:**

(i) **International Bottler:** International Bottler Member shall be defined as a company located outside the United States which bottles or packages water for sale outside the United States. Such companies must supply IBWA with a certificate of inspection from an IBWA-approved third party organization.

(ii) **International Supplier:** International Supplier Member shall be defined as a company located outside the United States which is engaged in the rental or sale of equipment, products, supplies or services to the bottled water industry outside the United States.

(iii) **International Distributor:** International Distributor Member shall be defined as a company located outside the United States which does not bottle water and which is the distributor of an IBWA Bottler Member which sells outside of the United States.

e. **Candidate Bottler:** A Candidate Bottler shall be defined as a company which bottles or packages water within the United States and who is not yet prepared to submit to the annual inspection requirement for IBWA Bottler Members. The purpose of this program is to assist Candidate Bottlers in achieving compliance with all IBWA Bottler Member inspection requirements. A Candidate Bottler shall pay a reduced annual dues set by the Board of Directors. A Candidate Bottler may remain in this status for up to twenty-four (24) months during which time an IBWA-approved qualified sanitation inspection service and IBWA shall work with the Candidate Bottler to ensure that the Candidate Bottler can satisfactorily meet all IBWA inspection requirements. The Candidate Bottler may not use the association logo or otherwise portray itself as an IBWA member unless and until the Candidate Bottler becomes a Bottler Member as defined in Section 2.a. The Candidate Bottler shall receive any association materials as the Board of Directors deems appropriate. If the Candidate Bottler meets all requirements for membership, the

Candidate Bottler must immediately apply for Bottler Membership and any dues shall be pro-rated. Should the Candidate Bottler not show sufficient willingness to work with IBWA and the qualified sanitation inspection service to meet the IBWA inspection requirements, IBWA may terminate the relationship or refuse to renew the candidate bottler status after twelve (12) months. Such actions shall be taken by IBWA by written notice to the Candidate Bottler and shall not require the process described in Section 4.c. of these by-laws for such actions taken against Bottler Members. Candidate Bottlers shall have limited privileges, as determined by the Board of Directors.

f. **Affiliate Members.** Affiliate membership is for individuals or companies interested in establishing a company to bottle or package drinking water. Once such a member actually begins to bottle or package water, the member must immediately apply for either Candidate Bottler status or Bottler Membership. This class of membership shall have limited membership privileges, as determined by the Board of Directors. All of the restrictions and limitations applicable to a Candidate Bottlers shall apply to this class of membership as well.

g. **Honorary Life Membership:** Honorary Life Membership may be awarded to an individual as special recognition for meritorious service to the association or to the bottled water industry. Individuals may be nominated and elected to this category by majority vote of the Board of Directors. Honorary Life Members shall not be liable for dues or assessments.

h. The Board of Directors may from time to time establish additional categories of membership.

Section 3. Qualification for Membership

a. **Application.** An applicant for membership shall submit in writing to the association headquarters office such forms as may be prescribed by the Board of Directors to enable the association to determine if the applicant meets the requirements of membership.

b. **Sanitary Inspection.** Upon receipt of an application for Bottler Membership or a renewal form, accompanied by payment of dues, a notification will be made to a qualified sanitation inspection service as shall be approved from time to time by the Board of Directors for inspection of the Bottler Member's plants.

This inspection service shall inspect the bottling plants and bottled water products of the applicant pursuant to any inspection protocol and evaluation system approved by the Board of Directors. If a sufficient score, as set by the Board of Directors, is obtained, the applicant shall be given full IBWA Bottler Membership.

Applications for Distributor Membership of packaged bottled water shall designate the names of all bottlers who supply water to the applicant and shall include verification from the Bottler Member that the Bottler has met all IBWA requirements and has received a sanitary inspection.

c. **Effective Date.** Membership shall become effective upon receipt of the application, and correct dues amount, contingent upon timely receipt of the applicant's inspection report and attainment of the minimum score. Notification will be made to the Board of Directors on a regular basis of new members. Payment for said plant(s) inspection(s) must be paid in full as part of the annual membership dues, unless the Board of Directors has otherwise directed that payment be made in part or whole from

association revenues. The Board of Directors may establish other criteria as part of the membership or renewal application by a vote of two-thirds of the Board of Directors.

Section 4. Rights, Terminations, Suspensions and Expulsions

a. Voting. Each member in good standing is limited to one vote and shall designate to the association headquarters the identity of its principal voting delegate and an alternate, either of whom shall be eligible to vote on behalf of the member firm.

b. Termination. Membership in the association may terminate by voluntary withdrawal as herein provided, or otherwise in accordance with these Bylaws. Upon termination, all rights, privileges and interests of a member in the association shall cease. Any member may, by giving written notice to the headquarters office, withdraw from membership. Withdrawal shall be effective upon fulfillment of all obligations and financial liabilities to IBWA to the date of withdrawal.

c. Suspension and Expulsion.

1. Any member may be suspended or expelled from membership for violation of the Bylaws or any other lawful rule or requirement duly adopted by the association membership or Board of Directors, including but not limited to the failure to undergo the required plant and product inspection and to attain the required minimum score, the failure to pay dues or special assessments; or for any other conduct prejudicial to the interests of the association. Suspension or expulsion shall be by two-thirds vote of the entire voting membership of the Board of Directors, provided that the association shall have sent a statement of the charges by certified mail to the last recorded address of the member at least twenty (20) days before final action is taken. The member shall have the opportunity to appear in person and/or be represented by counsel and to present any defense to such charges before final action is taken. All privileges of membership shall terminate upon final suspension or expulsion of a member and the association shall not be liable to said member for refund or repayment of any portion of the membership dues or assessments. The Board of Directors by similar vote may rescind any such action and reinstate the member.

2. Upon failure of a member of the association to pay dues or assessments for a period of thirty (30) days after becoming due, the member shall be notified with a Second Notice. A Final Notice shall be sent by certified mail sixty (60) days after the original date on which the payment was due and, unless payment in full is received within thirty (30) days of said Final Notice, the membership shall terminate automatically.

3. As a condition of continued Bottler Membership, the plants and products of Bottler Members who bottle or package water must undergo annually the sanitary inspections as are provided elsewhere in these Bylaws for applicants for Bottler Membership. Any Bottler Member that fails to permit such inspection shall be notified in writing by the inspection service and shall take immediate action at the Bottler Member's expense to receive an inspection. If the results of any Bottler Member's annual inspection fall below the minimum standards set by the Board of Directors, the Bottler Member shall be notified in writing by the inspection service and shall take immediate corrective action, or develop a plan for corrective action, and notify the inspection service of such corrective action or plan within ten (10) business days of the receipt of the inspection report. If the inspection service determines based on its review of the member's

supporting documentation and verification that the necessary corrective measures have been implemented or are being implemented on a timely basis and that a reinspection is not necessary to verify correction of the deficiencies, the association shall not require said reinspection. If a reinspection is determined to be necessary to verify correction of the deficiencies or if the inspection service determines that necessary corrections are being implemented on a timely basis but have not been completed, during the period between inspections, or in which corrections are being implemented, the member shall be on probation. If said corrective actions are not implemented within thirty (30) days of the original inspection, the inspection service shall notify the association.

Any original inspection report shall be made available by the inspection service only to the member being inspected. However, advice from the association staff may be offered to the member based upon the inspection report if the member requests it and provides the association with a copy of the report. Should a reinspection report or other supporting documentation from the inspection service show that corrective steps were not taken, or should the member fail to submit to a reinspection, when deemed necessary by the inspection service, the President shall present the matter to the Executive Committee for consideration and action.

ARTICLE IV — DUES AND ASSESSMENTS

Section 1. Initiation Fee. There may be such initiation fee for membership in the association as shall be set by the Board of Directors.

Section 2. Bottler Member Dues. Bottler Member dues shall be based upon a rate and structure to be set annually by the Board of Directors. When an IBWA Bottler Member, or the parent company of a Bottler Member, or any corporation, joint venture, holding company or other entity that owns a Bottler Member, acquires or merges with or purchases a controlling ownership interest in another bottled water company or in any entity that owns a controlling interest in a bottled water company, all bottled water companies, plants and locations within the resulting entity (ies) shall be considered as one Bottler Group. The representation and voting rights within IBWA of all bottled water companies within said Bottler Group shall be limited to that of only one Bottler Member. The dues of said Bottler Member shall increase for the next payment period to include the sales of all bottled water companies and plants in the Bottler Group. Said Bottler Member must pay dues based on the sales of and must submit to an annual inspection for all bottled water plants that are part of or within the Bottler Group.

Section 3. Dual Memberships. If a Bottler Member owns or operates a company meeting the definition of a Supplier Member, or visa versa, membership in both categories must be held, and dues paid separately on both corporations or companies.

Section 4. Other Member Dues. Dues for other classes of membership shall be set by the Board of Directors and may be revised and changed periodically.

Section 5. Assessments. Assessments may be levied against members of the association by a majority vote at any meeting of the members, or by a majority vote of

the membership by mail ballot or by a two-thirds vote of the Board of Directors at any regular or special meeting.

Section 6. Liability. The liability of members for dues or assessments may be enforced by legal action and by forfeiture of membership at the direction of the Board of Directors. The liability of any member to the association is limited to dues, special assessments and contractual obligations such as for exhibit space or other agreements that may be entered into between the association and the member.

ARTICLE V — MEETINGS

Section 1. Annual Meeting. The annual meeting of the membership of the Association shall be held each year at such time and place as the Board of Directors shall determine. Written notice shall be given to the members at least thirty (30) days prior to such meeting. Notice may be by letter or through an official association publication.

Section 2. Special Meetings. Special meetings of the association may be called by the Chairman of the Board of Directors and shall be called by the Chairman upon written request of twenty (20) percent of the active membership. Such special meetings shall be called within forty-five (45) days after receipt of such a request. Notice of special meetings stating place, date, hour and general purpose shall be mailed to each voting member at least fifteen (15) days prior to the meeting.

Section 3. Quorum. At any meeting of the association, twenty-five (25) percent of the voting members in good standing shall constitute a quorum. For any and all purposes, including the election of officers and directors, a majority vote of those present shall be required. The presiding officer may from time to time adjourn the meeting until a quorum is present.

ARTICLE VI — OFFICERS

Section 1. General. The officers of the association shall be Chairman, Vice Chairman, Treasurer, and Past Chairman. The offices of Chairman and Vice Chairman shall be filled by Bottler or International Bottler Members. Such officers shall be selected annually by the Board of Directors from the Board membership and submitted to the membership for a vote. All officers shall not serve more than two terms in immediate succession, but may be reelected to the same office after a four year period. The Chairman and Vice Chairman shall not serve more than two terms in immediate succession. The directors may, by a majority vote, create other offices as they shall deem necessary and may prescribe the terms of office, qualifications, powers and duties of the offices created. Any officer may be removed by a vote of two-thirds of the total number of directors. All officers shall serve without remuneration except for expenses incurred for association work approved by the Board of Directors.

Section 2. Chairman. The Chairman shall be the principal elective officer of the association, shall preside at all meetings of the association and the Board of Directors and

of the Executive Committee and shall be a member ex officio, with the right to vote, of all committees except Nominating Committee and Past Chairman's Advisory Council. He/she shall, also, at the annual meeting of the association and at such other times as he/she shall deem necessary, communicate to the association or to the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the association, and shall perform such other duties as are necessarily incident to the office of Chairman or as may be prescribed by the Board of Directors. The Chairman is not charged with executive or administrative responsibilities in the management and continuing conduct of the association affairs.

Section 3. Vice Chairman. The Vice Chairman shall, at the request of the Chairman, or in his/her absence or disability, perform all duties of the Chairman with all power. In the event that the office of Chairman becomes vacant, the Vice Chairman shall assume the position only for the remainder of the term. The Vice Chairman may be reelected to his/her new office for one full term in his/her own right.

Section 4. Treasurer. The Treasurer or the President shall give all required notices and keep the minutes of all meetings of the membership and directors. The officer, or the officer's designate, shall also keep such records as may be required by law or the association. The officer, or the officer's designate, shall keep account of all monies received and expended for the use of the association. The Treasurer shall keep such financial accounts as may be required by the Board of Directors, and shall present reports of the finances of the association at each annual meeting of the membership, board meetings and at other times as the Board of Directors may direct. The Treasurer shall see that regular financial statements are prepared by a certified accounting firm and staff, and that an annual audited report be rendered. The duties in part or in whole of the Treasurer may be assigned to the President or salaried staff.

Section 5. Past Chairman. The Immediate Past Chairman shall serve as a director of the association and as a member of the Executive Committee.

Section 6. Term. All officers shall hold office for one (1) year or until their successors are elected and take office.

Section 7. Administration. The administration and management of the association shall be in a salaried staff head, appointed by the Board of Directors and directly responsible to the Executive Committee. He/she shall have the title of President or such other title as the Board of Directors shall from time to time designate. The President shall be the chief executive and operating officer of the association with responsibility for the management and direction of all operations, programs, activities and affairs of the association, including the employment and termination of employment and the determination of compensation of members of the staff and supporting personnel functioning within the framework of policy aims and programs as generally determined by the Board of Directors. The President shall have such other duties as may be prescribed by the Board of Directors.

ARTICLE VII — BOARD OF DIRECTORS

Section 1. Purpose. The Board of Directors shall have supervision, control and direction of the affairs of the association, shall determine its policies or changes therein within the limits of the Bylaws, shall actively prosecute its purposes and have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Eligibility. The principal or alternate delegate of any Bottler, Supplier, International Bottler, or Distributor Member in good standing shall be eligible for membership on the Board of Directors and shall have full voting rights thereon. However, no more than four Supplier directors and, except as provided in Section 4 of this Article, no more than one director from any one corporate member firm shall serve on the Board at any given time. When a director terminates his/her employment with the member firm that the director represented at the time of his/her election, or said firm leaves the association, or revokes his/her right of representation as a voting member to the association, the directorship shall terminate immediately and the vacancy shall be filled as provided herein. Members of the Board shall serve without compensation.

Section 3. Composition. The Board of Directors shall consist of at least twelve (12) members, but not more than twenty-two (22). The directors shall be selected as elsewhere provided herein, except that the Immediate Past Chairman shall serve as a director in addition to the regular directors for a period of one (1) year, after the expiration of his/her term as Chairman.

Section 4. Term. All directors (except those appointed to fill vacancies on the Board) shall be elected to serve three-year terms, with one-third being elected each year. Any director shall be eligible for reelection. Notwithstanding Section 2 of this Article, the term of the Chairman, Vice-Chairman or Treasurer, whose company is the subject of a merger or acquisition, can be extended for the length of time necessary for them to complete their progression through the chairs, even though two people from the same company would serve on the Board. That company would, however, only be entitled to one vote on matters being decided by the Board and this provision would only apply if such officer remains an employee of, or affiliated with, the merged or acquired company.

Section 5. Removal. A director may be removed from office by the affirmative vote of two-thirds of the voting members of the association.

Section 6. Meetings. The Board shall meet at the time and place of the annual meeting and shall meet at least once in each six-month period. Special meetings shall be held at the call of the Chairman or upon the demand of a majority of the directors. Notice of all meetings shall be sent to each member of the Board at least fifteen (15) days in advance of said meeting.

Section 7. Quorum. A majority of the whole Board shall constitute a quorum at any meeting of the Board of Directors.

Section 8. Vacancies. Any vacancies that may occur on the Board of Directors by reason of death, resignation or otherwise, may be filled by the Chairman with the approval of the Executive Committee.

ARTICLE VIII — COMMITTEES

Section 1. Standing and Special. The Chairman may appoint such standing and special committees as may be necessary or required in the operation and conduct of business.

Section 2. Past Chairman's Advisory Council. The Past Chairman's Advisory Council shall be a permanent standing committee. It shall be composed of all active past chairs of the association who are willing and able to serve, and it shall act in an advisory capacity. Its chairman shall be the Immediate Past Chairman, if available, and he/she shall be a member of the Board of Directors as provided elsewhere within.

Section 3. Executive Committee. There shall be an Executive Committee composed of the Chairman, Vice-Chairman, Treasurer, Immediate Past Chairman, a supplier representative appointed by the Chairman and such other members as the Chairman shall appoint to ensure the effective operation of the Committee. They may exercise the powers of the Board of Directors when the Board is not in session, reporting to the Board at its succeeding meeting any action taken. A majority of the members shall constitute a quorum.

Section 4. Nominating Committee. The chairman of the Nominating Committee shall be the Immediate Past Chairman, if available. The committee shall consist of the members of the Executive Committee, the President, and two other IBWA members who may be selected by the chairman. The Nominating Committee shall prepare and recommend to the Board its slate of officers and directors no later than June 30 of each year. Such slate shall be submitted to the membership for a vote at the Annual Meeting. The slate shall be provided to the membership with notice of the annual meeting or earlier in an association publication. Additional nominations or slate may be made from the floor if endorsed in writing by fifty (50) active members.

Section 5. Ex Officio Members. The President and/or members of the paid staff shall serve as ex officio members of all committees, except the Executive Committee.

ARTICLE IX — MAIL VOTE

Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the active membership and when it deems it

inexpedient to call a special meeting, the matter may be submitted to the membership in writing by mail for vote and discussion. Each member will have thirty (30) days to return the ballot from the mailing date. Action taken by mail vote shall require the majority of the members voting within the thirty (30) day period.

ARTICLE X — SEAL

The association shall have a seal or logo which the Board of Directors shall approve. Only members in good standing may use the seal in any manner approved by the Board of Directors.

ARTICLE XI — INDEMNIFICATION

The association shall indemnify each officer, board member, committee member, regular employee of the association and other association members acting in an official capacity on behalf of the association against all expenses and liabilities actually and reasonably incurred by him/her in connection with and arising out of his/her activities performed on behalf of the association. Such expenses and liabilities shall include, but are not limited to, judgments, reasonable settlements, court costs and attorney fees, provided however, that such officer, committee member, regular employee or other member has acted in good faith and in a manner he/she reasonably believed to be lawful and in the best interests of the association.

ARTICLE XII — FISCAL YEAR

The fiscal year of the association shall be determined by the Board of Directors and may be changed by a majority vote of the IBWA Directors.

ARTICLE XIII — DISSOLUTION

The association shall use its funds only to accomplish the objectives and purposes specified in the Bylaws, and no part of said funds shall inure, or be distributed to the members of the association except for approved expenditures. On dissolution of the association, any funds remaining shall be distributed to one or more regularly, original and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XIV — AMENDMENTS

Upon proposal by the Board of Directors, these Bylaws may be amended, repealed or altered, in whole or in part, (a) by a two-thirds vote at any meeting of the association, provided that a copy of any amendment proposed for consideration shall be mailed to each member at least thirty (30) days prior to the date of the meeting; or (b) by approval of two-thirds of the members through mail votes as provided elsewhere within.

Amended by the IBWA Board, _____, 2009