



BYLAWS and RULES

of the

GREEN COFFEE ASSOCIATION, INC.

As Amended Effective September 29, 2007

**GREEN COFFEE ASSOCIATION INC.
2008-2009**

Daniel Dwyer - Chairman
Gary Stopka - Vice Chairman
Stewart Green – Treasurer
Doreen Madigan – Corporate Secretary

**BOARD OF DIRECTORS
2009 TERM**

Robert V. Fazzolare
George Kneisel
Rebecca Ott

Karen Gordon
Douglas Martocci, Jr.
Donald A. Pisano

TWO YEAR TERM ENDING AUGUST 2010

John DeMuria
John Rotelli
Michael Vellucci

Brian Loughman
George Saffadi
Michael Whitcombe

ADJUDICATION COMMITTEE

Mario Acri
Richard Etkin
Ricardo Schwartz
Kenneth Sullivan

Ernesto Alvarez
Kurt Kappeli
Jon H. Stefenson
Philip Yellen

ALTERNATES

William Callas
John Mastro
Terrence Sullivan

Andreas Enderlin
Robert Phillips

ARBITRATION COMMITTEE

Anthony Caputo
James Graziano
Michael Pucciarell
Sean Starke

Jason Cortellini
Ronald G. Levy
John Randall
Young Wook Yoon

NOMINATING COMMITTEE

David Bagley
Ricardo Schwartz
Miguel Salazar

Anthony Caputo
Thomas Robin

**2008/2009
STANDING COMMITTEES**

FINANCE & EXECUTIVE

Gary Stopka – *Chairman*
Daniel Dwyer
Stewart Green
John Rotelli
Michael Vellucci

Sara Lee Foodservice
Rothfos Corporation
Coffee America (USA)
L.J. Cooper Co.
Brown Brothers Harriman & Co.

BY-LAWS & CONTRACTS

Brian Loughman - *Chairman*
Jason Cortellini
Richard Emanuele
Richard Etkin
Michael Pucciarelli

Atlantic (USA) Inc.
Eight O'Clock Coffee
Coffee America (USA) Corp.
Mercon Coffee Company
Sara Lee Foodservice

TRAFFIC & WAREHOUSE

Donald Pisano – *Chairman*
Douglas Martocci, Jr. - *Co-Chairman*
Brett Anderhub
Paul Bader
Vera Braun
Matt Brauner
Anne Ceraolo
Kevin Colley
Tammy Deininger
Blanca Duarte
Hal Dunlop
John Finkel
Les Gazzola
Camille Izzo
Angelica Koller
Ernesto Lima
David Marker
Peggy Mecca
Anthony Pacchiano
William Quinn
John Rotelli
Steve Stewart
Maria Tanpinco-Queyquep
George Tsiatsios

American Coffee Corp.
Continental Terminals Inc.
Rekerdres & Sons
Sara Lee Foodservice
Coffee America (USA) Corp.
Brauner International Corp.
RPM Warehouse
Dupuy Storage & Forwarding
Volcafe USA
Mercon Coffee Corp.
Atlantic (USA) Inc.
Commodity Sampler Services
Harris & Aldrich Sales
Olam Americas USA
Noble Americas
Coopertiva Cuzcachapa
Louis Dreyfus Coffee
Mecca & Son Trucking Co.
Maersk Lines, Inc.
Kraft Foods NA
L.J. Cooper Company
Gulf Winds International
Rothfos Corporation
Excelco Trading L.P.

BANKING

Michael Vellucci - *Chairman*
Kieran Keaveney
Tom Minogue
Dan Willet

Brown Brothers Harriman & Co.
Coffee America (USA) Corp.
Rothfos Corporation
Atlantic (USA), Inc.

MEMBERSHIP

George Saffadi – *Chairman*
David Bagley
William Cortner
Karen Gordon
Freddy Ramirez

Olam Americas
Nestle USA
The Folger Coffee Co.
Coffee Holding Company
Mitsubishi International Corp.

STANDARD TYPE

John DeMuria – *Co-Chairman*
Stewart Green - *Co-Chairman*
Abba Bayer
David Behrends
Cheryl Burn
Steve Colten
Jason Cortellini
Guido Fernandez
James Graziano
John Meyer
George Saffadi
Terrence M. Sullivan

Volcafe (USA) Inc.
Coffee America (USA) Corp.
J.W. Phyffe & Company
Noble Americas USA
Eight O’Clock Coffee
Atlantic (USA) Inc.
Sara Lee Coffee & Tea
Mitsubishi International Corp.
Gateway Trading Company
ADM Investor Services, Inc.
Olam Americas Inc.
Gateway Trading Company

ACTIVITIES

John Rotelli – *Chairman*
Anthony Caputo
Steven D. Colten
Stewart Green
Angelica Koller
Leslie Lutz
Douglas Martocci, Jr.
Robert Menos
John Meyer
Michael Pucciarelli
Freddy Ramirez
George Saffadi
Michael Vellucci

L.J. Cooper Co.
American Coffee
Atlantic (USA), Inc.
Coffee America (USA) Corp.
Noble Americas USA
Coffee Holding Company
Continental Terminals, Inc.
Coex Coffee International
ADM Investor Services, Inc.
Sara Lee Foodservice
Mitsubishi International Corp.
Olam Americas USA
Brown Brothers Harriman & Co.

INSURANCE

Gary Stopka – *Chairman*
Ted Rekerdres
Doreen Madigan

Sara Lee Coffee & Tea
Rekerdres & Sons Insurance
Green Coffee Association, Inc.

PUBLIC RELATIONS

John DeMuria – *Chairman*
Doreen Madigan
Michael Vellucci

Volcafe (USA) Inc.
Green Coffee Association Inc.
Brown Brothers Harriman & Co.

PROXY

Abba Bayer
Terrance M. Sullivan
Young Wook Yoon

J.W. Phyfe & Company, Inc.
Gateway Trading Co.
Atlantic (USA) Inc.

**OFFICERS OF THE ASSOCIATION
(Effective September 1, 2008)**

	Chairman	
Daniel Dwyer		2008 -
	Vice Chairman	
Gary Stopka		2008 -
	Treasurer	
Stewart Green		2008 -
	Presidents	
William Bayne, Jr.		1922-1925
F.C. Russel		1925-1926
Hugo Volkening		1926-1929
W.L. Mitchell		1929-1932
Joseph J. Day		1932-1933
P.R. Nelson		1933-1935
Richard Hole, Jr.		1935-1938
David E. Fromm		1938-1940
R.A. Medina		1940-1940
James M. O'Connor		1940-1942
F.H. Silence		1942-1945
W.H. Lee		1945-1947
E.J. Walker		1947-1948
Arthur L. Ransohoff		1948-1950
Arthur A. Anisansel		1950-1954
Charles F. Slover		1954-1955
Fred C. Byers		1955-1958
J.M. Clark		1958-1960
H.F. Baerwald		1960-1963
Leon Israel, Jr.		1963-1965
Gordon C. Hunger		1965-1967
William P. Ansardy		1967-1968
Andrew A. Scholtz		1968-1969
Richard F. Wear		1969-1971
John Heuman		1971-1972
Joseph G. Apuzzo		1972-1974
John F. Wohlfahrt, Jr.		1974-1976
John M. Bederka		1976-1978
Stephen H. Gluck		1978-1980
Lawrence E. Gould		1980-1982
John Colaciello		1982-1984
John D'Elena		1984-1986
Eugene Y. David		1986-1988
Gary Fischer		1988-1989
Paul J. Fisher		1989-1990

Effective January 1, 1990 President's Title Changed to Chairman.

Chairmen

Paul J. Fisher	1990-1991
Richard J. Etkin	1991-1993
Joseph Apuzzo, Jr.	1993-1995
Michael Pucciarelli	1995-1997
Mario Acri	1997-1999
Roland W. Veit	2000-2002
Richard J. Etkin	2002-2004
Jon H. Stefenson	2004-2006
John Rotelli	2006-2008

Vice Presidents

Leon Israel	1922-1924
F.C. Russell	1924-1925
W.H. Aborn	1925-1926
W.C. Hamberger	1926-1927
W.L. Mitchell	1927-1929
Joseph J. Day	1929-1932
P.R. Nelson	1932-1933
Richard Hole, Jr.	1933-1935
David E. Fromm	1935-1938
R.A. Medina	1938-1940
James M. O'Connor	1940-1940
W.H. Lee	1940-1945
E.J. Walker	1945-1947
Arthur L. Ransohoff	1947-1948
A.A. Anisansel	1948-1950
H.M. Scheffer	1950-1954
Fred C. Byers	1954-1955
H.F. Baerwald	1955-1957
J.M. Clark	1957-1958
H.F. Baerwald	1958-1960
G.M. McEvoy	1960-1962
J.G. Cargill	1962-1963
G.C. Hunger	1963-1965
R.F. Wear	1965-1967
A.A. Scholtz	1967-1968
R.F. Wear	1969-1969
John Heuman	1969-1971
Joseph G. Apuzzo	1971-1972
John F. Wohlfahrt, Jr.	1972-1974
John M. Bederka	1974-1976
Stephen H. Gluck	1976-1978
Lawrence E. Gould	1978-1980
John Colaciello	1980-1982
John D'Elena	1982-1984
Eugene Y. David	1984-1986
Gary Fischer	1986-1988
Paul J. Fisher	1988-1989
Richard J. Etkin	1989-1990

Effective January 1, 1990 Vice President's Title Changed to Vice Chairman.

Vice Chairmen

Richard J. Etkin	1990-1991
Joseph Apuzzo Jr.	1991-1993
Michael Pucciarelli	1993-1995
Peter Hofferber	1995-1995
Michael Corcoran	1995-1995
Humberto C.E. DeLuigi	1995-1997
Mario Acri	1997-1999
Roland W. Veit	1999-2001
Richard J. Etkin	2001-2003
Jon H. Stefenson	2003-2005
John Rotelli	2005-2006
Daniel Dwyer	2006-2008

Treasurers

C.A. Mackey	1922-1926
A.J. Dannemiller	1926-1930
W. Lee Simmonds	1930-1933
F.H. Koepfel	1933-1937
Joseph J. Day	1937-1942
A.J.O'Loughlin	1942-1946
H.H. Snider	1946-1950
Fred E. Barnard	1950-1958
J.G. Cargill	1958-1962
J.M. Cuchinello	1962-1963
J.G. Cargill	1963-1964
H.H. Whaley	1964-1966
D.A. Sperling	1966-1967
J.F. Wohlfahrt, Jr.	1967-1969
Edward Rosen	1969-1971
Robert C. Taffae	1971-1972
John Colaciello	1972-1973
John M. Bederka	1973-1974
Stephen H. Gluck	1974-1976
Lawrence E. Gould	1976-1978
John Colaciello	1978-1980
John D'Elena	1980-1982
Eugene Y. David	1982-1984
Gary Fischer	1984-1986
Paul J. Fisher	1986-1988
Richard J. Etkin	1988-1989
Joseph Apuzzo Jr.	1989-1991
Michael Pucciarelli	1991-1993
Peter Hofferber	1993-1995
Michael Corcoran	1995-1995
Humberto C.E. DeLuigi	1995-1995
Richard Emanuele	1995-1996
Mario Acri	1996-1997
Roland Veit	1997-1999
Kurt Kappeli	1999-2001
Jeffrey Mass	2001-2003
Kurt Kappeli	2003-2006
Gary Stopka	2006-2008

Secretaries

G.W. Reid	1922-1923
E.M. Brunn .	1923-1929
M.E. Hillman	1929-1943
M.B. Florance	1943-1951
J.F. Toomey	1951-1962
E.P. Lange	1962-1964
J.G. Cargill	1964-1969
M.S. DiPasquale	1969-1975
P.P. Murphy	1975-1981
D.S. Sweet	1981-1989
Walter J. Hines	1997-2004
Doreen Madigan	2004-

Effective January 1, 1990 Secretary Title Changed to President.

Effective 1997 President Title Changed to Secretary

Presidents

Anthony L. Pennachio	1990-1997
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HONORARY LIFE MEMBERS

*Created by Resolution of the Board of Directors
September 23, 1965*

CHANDLER A. MACKEY
First Honorary Life Member

WALTER B. CARSWELL
Honorary Life Member

LEON TAFFAE
Honorary Life Member

MORTIMER H. RUNKEL
*Honorary Life Member
Posthumously*

RALPH P. BALZAC
Honorary Life Member

WILLIAM L. KORBIN, SR.
Honorary Life Member

SAMUEL A. SCHONBRUNN
Honorary Life Member

LOUIS SCHLESINGER
Honorary Life Member

FREDERICK H. SILENCE
Honorary Life Member

GORDON C. HUNGER
Honorary Life Member

THOMAS J. MANGIERI
Honorary Life Member

CHARLES LEISTER
Honorary Life Member

LEON ISRAEL, JR.
Honorary Life Member

THOMAS F. CONROY
Honorary Life Member

GEORGE M. McEVOY
Honorary Life Member

FREDERICK E. BARNARD
Honorary Life Member

J. HENRY SCHOLTZ
Honorary Life Member

JOHN G. CARGILL
Honorary Life Member

KENNETH H. FAIRCHILD
Honorary Life Member

EDWIN J. WALKER
Honorary Life Member

JOHN J. MALONE
*Honorary Life Member
Posthumously*

CHARLES J. HUGHES, JR.
Honorary Life Member

HARRY R. McCOMB
Honorary Life Member

HENRY M. SCHEFFER
*Honorary Life Member
Posthumously*

CHARLES H. BOLTE
Honorary Life Member

HARRY L.C. BENDIKS
Honorary Life Member

PAUL P. MURPHY
Honorary Life Member

JAMES FRANCIS SULLIVAN
Honorary Life Member

HARRY J. ACER
Honorary Life Member

HERMAN F. BAERWALD
*Honorary Life Member
Posthumously*

HONORARY LIFE MEMBERS

(Cont'd)

ARTHUR L. RANSOHOFF
Honorary Life Member

ARTHUR A. ANISANSEL
Honorary Life Member

PETER CASTELLANO
Honorary Life Member
Posthumously

JOHN COLACIELLO
Honorary Life Member

JOHN D'ELENA
Honorary Life Member

WILLIAM R. HEIDT
Honorary Life Member

MELVIN MANDEL
Honorary Life Member

JOSEPH G. APUZZO
Honorary Life Member

JAMES J. CORKERY
Honorary Life Member

THOMAS P. KELLY
Honorary Life Member
Posthumously

GEORGE LEISHMAN
Honorary Life Member

MICHAEL C. DENSEN
Honorary Life Member

EDWARD GERMAIN
Honorary Life Member

STEPHEN H. GLUCK
Honorary Life Member

JOHN F. WOHLFAHRT, JR.
Honorary Life Member

WILLIAM P. ANSARDY
Honorary Life Member

J. ELLIOTT BURT
Honorary Life Member

PAUL KEATING
Honorary Life Member

JOSEPH T. MASTRO
Honorary Life Member

ANDREW A. SCHOLTZ
Honorary Life Member

DAVID S. SWEET
Honorary Life Member

JOSEPH C. RECKTENWALD
Honorary Life Member

FRED W. SCHOENHUT
Honorary Life Member

JOHN M. BEDERKA
Honorary Life Member
Posthumously

MANUEL N. LOPEZ
Honorary Life Member

EDWIN H. RODGER JR
Honorary Life Member

OSCAR J. SUFRIN
Honorary Life Member

JUSTIN COLTEN
Honorary Life Member

HONORARY LIFE MEMBERS

(Cont'd)

RUSSELL H. EGBERT
Honorary Life Member

PETER HOFFERBER
Honorary Life Member

WILLIAM H. MOORE
Honorary Life Member

DENNIS ACER
Honorary Life Member
Posthumously

LAWRENCE GOULD
Honorary Life Member

GARY FISCHER
Honorary Life Member

CLIVE MORRISON
Honorary Life Member

JOHN B. RUSCH
Honorary Life Member
Posthumously

ROBERT DeCARLO
Honorary Life Member

LOUIS TERRAROSA
Honorary Life Member
Posthumously

MEMBERSHIP LIST
of the
GREEN COFFEE ASSOCIATION, INC.
2008-2009

Acer Co., Inc., Harry J.	46 North Central Avenue, Ramsey, NJ 07446
American Coffee Corporation	30 Montgomery St, Jersey City, NJ 07302
Amcafe, Inc.	459 Main Street, New Rochelle, NY 10801
Armenia Coffee Corp	2975 Westchester Avenue, Purchase, NY 10577
Atlantic (USA), Inc	17 State Street, 23rd Floor, NY 10004
Balzac Bros. & Co., Inc.	11 Fulton Street, Charleston, SC 29401
Barrie House Gourmet Coffee Co., Inc.	216 S. 13 th Avenue, Mount Vernon, NY 10550
BK Associates, Inc	127 Commerce Road, Oneonta, NY 13820
Café Imports	2140 Energy Park Drive, St. Paul, MN 55108
Café Lobo LLC	48-4 Marshall Wharf, Belfast, ME 04915
Caturra Coffee Company	5 West Main St., Ste 203, Elmsford, NY 10523
Coex Coffee Intl., Inc.	2121 Ponce De Leon Blvd., Coral Gables, FL 33134
Coffee America (USA) Corp	110 Wall St., 25 th Fl, New York, NY 10005
Coffee Elite	115 River Road, Bldg 8, Ste 826, Edgewater, NJ 07020
Coffee Holding Co., Inc.	P.O. Box 140706, Staten Island, NY 10314
Cooper Co., L.J.	545 Saw Mill River Road, Ardsley, NY 10502
Douek & Sons, N.J.	407 McGill Street, Suite 809, Montreal, Canada H2Y 2G3
Eight O'Clock Coffee	3300 Pennsy Drive, Landover, MD 20785
Excelco Trading L.P.	17 Battery Place, NY 10004
Folger Coffee Company, The	6210 Center Hill Avenue, Cincinnati, OH 45224
Gavina & Sons. Inc., F.	2700 Fruitland Avenue, Vernon, CA 90058
Globus Coffee LLC	426 Plandome Road, Manhasset, NY 11030
Interamerican Commodities, Inc	7600 West Tidwell Suite 111, Houston, TX 77040
Intergrano, S.L.	Gan via Corts Catalanes 670 Desp. 508 08010 Barcelona
Kencaf Importing & Distributing, Inc.	500 Alden Rd, Ste 211-212, Markham, Ontario L3R 5H5
Kraft Foods, Inc.,	555 South Broadway, TB2-3, Tarrytown, NY 10591
Lacas Coffee Company	7950 National Highway, Pennsauken, NJ 08110
Louis Dreyfus Coffee	20 Westport Road, PO Box 810, Wilton, CT, 06897-1810
Massimo Zanetti Beverage USA Inc.	1370 Progress Road, Suffolk, VA 23434
Maximus Coffee Group, L.P.	3900 Harrisburg Blvd., Houston, TX 77003
Mercon Coffee Corp	2 Hudson Place, Hoboken, N07030
Miami Coffee Importers Corp.	3191 Coral Way, Suite 618, Miami, FL 33145
Mitsui USA Inc.	35 Maple Avenue, Norwood, NJ 07648-0409
Mitsubishi International Corp.	520 Madison Avenue, NY 10022
Nestle Beverage Company	800 N. Brand Blvd, 9 th Fl, Glendale, CA 91203
Noble Americas Corp.	333 Ludlow St., Ste 1230, Stamford, CT 06902
Olam Americas Inc.	701 Westchester Avenue, White Plains, NY 10604
Paragon Coffee Trading Co. LLC	445 Hamilton Avenue, Suite 401, White Plains, NY 10601
Phyfe & Company, Inc., J.W	E. 18 th Street, #7L NY 10003
Rothfos Corporation	10 Bank Street, Suite 690, White Plains, NY 10606
Sara Lee Coffee & Tea	10 Empire Blvd., Moonachie, NJ 07074
State Street Coffee	201 St. Charles Ave., New Orleans, LA 70170
Sucafina USA Inc.	140 East 57 th Street, New York, NY 10022
Tristao Trading Inc.	116 John Street, NY 10038
Volcafe USA	80 Cottontail Lane, Somerset, NJ 08873
White Coffee Corp	18-35 38 th Street, Long Island City, NY 11105

ASSOCIATE MEMBERS
(Qualifying Under Art I, Sec. 3)

ADM Investor Services Inc.	140 Broadway, New York, NY 10005
Association of Bi-State Motor Carriers, Inc.	118 Export Street, Port Newark, NY 07114
Brauner Int'l Corp.	66 York Street, Suite 100 Jersey City, NJ 07302
Brown Brothers Harriman Co	140 Broadway, NY 10005-1101
Cadeco Industries Inc.	5610 Clinton Drive, Houston, TX 77020
Café Soluble S.A. KM	8 ½ Carrerera Norte, Managua Nicaragua
Canal Cartage Company	11643A Wallisville Road, Houston, TX 77013
Colmar Storage LLC	6695 N.W, 36 th Avenue, Miami FL 33147
Colombian Coffee Federation, Inc	140 E. 57th Street, NY 10022
Commodity Sampler Services LLC	PO Box 202, Hazlet, NJ 07730-0202
Continental Terminals Inc.	River Terminal Bldg 54A, Hackensack Ave, Kearny NJ 07032
Cooperative Cuzcachapa de R.L.	Canton Galeano-Chalchuapa Santa Ana El Salvador
Descafeinadores Mexicanos SA de CV	Km 341 Carr. Cordoba-Veracruz, Mexico 94690
Dupuy Storage & Forwarding Corp	P.O. Box 52381 New Orleans, LA 70152-2381
Eastbay Logistics	2353 Lincoln Avenue, Hayward, CA 94545
Econocaribe Consolidators, Inc	2401 N.W. 69th Street Miami, FL 33147
Gulf Winds International	411 Brisbane, Houston, TX 77061
H & M Warehousing of Jacksonville, Inc	2101 West 33rd Street Jacksonville, FL 32209
Hagedorn & Company	20 Exchange Place, Main Floor, NY 10005
Hamburg Coffee Co Hacofco	Zipplehaus 5, Hamburg Germany 20457
Harris & Aldrich Sales Inc	560 Lakeville Road, Ste 2E, New Hyde Park NY 11040
Hartley Transportation LLC	110 Sheep Davis Rd, Pembroke NH 03275
Hencorp/CoffeeNetwork	777 Brickell Avenue, Suite 1010, Miami FL 33131
ICE Futures US	One North End Avenue, New York, NY 10282
International Coffee Warehouse, Inc	3600 NW 59th Street, Miami, FL 33142
Maersk Sealand	465 South Street, Ste 200, Morriston, NJ 07462
Markey & Sons, Inc., R	5 Hanover Square, NY 10004
Mecca & Son Trucking Co	580 Marin Boulevard Jersey City, NJ 07310
Molenbergnatie NV	have 200, Nieuwelandenweg 32, b-2030 Antwerpen Belgium
PanAmerican Coffee Trading Co	PO Box 7423 San Jose, 1000 Costa Rica, C.A.
Philadelphia Regional Port Authority	3460 N. Delaware Avenue, Philadelphia PA 19134
Port Cargo Service, Inc	5200 Coffee Drive, New Orleans, LA 70115
Port of Houston Authority	3 Executive Drive, Suite 325, Somerset, NJ 08873
Port of New Orleans	48 South Service Road, Ste 100, Melville, NY 11747
RaboBank International	245 Park Avenue South, New York NY 10003
Rekerdres & Sons Insurance Agency, Inc	3141 Hood Street, Ste 500, Dallas, TX 75219
Roadmaster Depot	9009 Glesby, Suite 1151, Houston, TX 77029
RPM Warehouse	99 Hook Road, Bayonne, NJ 07002
Salvage Groups, The	P.O. Box 230, St. Clair Shores, WI 48080-0230
Seaboard Marine Ltd	77 Brant Street, Ste 300, Clark, NJ 07066
Silocaf of New Orleans	5240 Coffee Drive New Orleans, LA 70115
Spectrum Eland Logistics	9 West Drive. Brampton Ontario L6T 4T2
Starbucks Coffee Trading Co.	Rue du Grand, Chene 1-3, 1003 Lausanne Switzerland
Sucafina SA	34, avenue Eugene-Pittard. 1206 Geneva Switzerland
Tea & Coffee Trade Journal	26 Broadway, Floor 9M, New York, NY 10004

LISTS OF OFFICIAL ARBITRATORS

WASHED ARABICA PANEL

Name

Acri, Mario
Apuzzo, Joseph Jr.
Bauer, Stephen
Bayer, Abba
Briante, Robert E.
Colten, Steven D.
DeMuria, John
Dunlop, Henry C.
Dwyer, Dan
Etkin, Richard J.
Fisher, Paul J.
Fritsch, William F.
Green, Stewart
Graziano, James
Irwin, Jaye
Jaccard, Daniel
Kappeli, Kurt
Kneisel, George T.
Levy, Ronald
Loughman, Brian W.
Mastro, John
Park, Hye
Pucciarelli, Michael
Randall, John
Saffadi, George
Silberstein, Michael
Starke, Sean P.
Stefenson, Jon H.
Sullivan, Kenneth J.
Sullivan, Terrence M.
Tobin, Thomas D.
Veit, Roland W.
Veliz, Felipe
Yellen, Philip

Representing

Sucafina USA Inc.
Armenia Coffee Corp.
Paragon Coffee Trading Co.
J.W. Phyfe & Company, Inc.
Paragon Coffee Trading Co.
Atlantic (USA) Inc.
Volcafe USA
Atlantic (USA) Inc.
Rothfos Corp.
Mercon Coffee Corp.
Eight O'Clock Coffee
Coffee America (USA) Corp.
Coffee America (USA) Corp.
Coffee Elite
Louis Dreyfus Coffee
Louis Dreyfus Coffee
Globus Coffee LLC
Massimo Zanetti Beverage USA
Globus Coffee LLC
Atlantic (USA) Inc.
Coffee America (USA) Inc.
Mercon Coffee Corp.
Sara Lee Coffee & Tea Food Service
Armenia Coffee Corp.
Olam Americas Inc.
Paragon Coffee Trading Co.
Coffee America (USA)
Atlantic (USA) Inc.
Coffee Elite
Coffee Elite
Massimo Zanetti Beverage
Paragon Coffee Trading Co.
Sucafina (USA) Inc.
Louis Dreyfus Coffee

NATURAL ARABICA PANEL

Name

Bayer, Abba
Briante, Robert E.
Colten, Steven D.
DeMuria, John
Dunlop, Henry C.
Etkin, Richard
Fisher, Paul J.
Fritsch, William F.
Graziano, James
Green, Stewart
Kappeli, Kurt
Kneisel, George T.
Levy, Ronald
Loughman, Brian W.
Randall, John
Silberstein, Michael
Starke, Sean P.
Stefenson, Jon H.
Sullivan, Kenneth J.
Sullivan, Terrence M.
Tobin, Thomas D.
Veit, Roland W.

Representing

J.W. Phyfe & Company, Inc.
Paragon Coffee Trading Co.
Atlantic (USA) Inc.
Volcafe USA
Atlantic (USA) Inc.
Mercon Coffee Group
Eight O'Clock Coffee
Coffee America USA Corp.
Coffee Elite
Coffee America (USA) Corp.
Globus Coffee LLC
Massimo Zanetti Beverage
Globus Coffee LLC
Atlantic (USA) Inc.
Armenia Coffee Corp.
Paragon Coffee Trading Co.
Coffee America (USA)
Atlantic (USA) Inc.
Coffee Elite
Coffee Elite
Massimo Zanetti Beverage
Paragon Coffee Trading Co.

ROBUSTA PANEL

Name

Acri, Mario
Bayer, Abba
Briante, Robert E.
Caputo, Anthony
Colten, Steven D.
DeMuria, John
Dwyer, Dan
Dunlop, Henry C.
Etkin, Richard J.
Fisher, Paul J.
Fritsch, William F.
Graziano, James
Green Stewart
Kappeli, Kurt
Silberstein, Michael
Starke, Sean P.
Stefenson, Jon H.
Sullivan, Kenneth J.
Sullivan, Terrence M.
Tobin, Thomas D.
Van der Kaaij, Klaas
Veit, Roland W.
Yellen, Philip

Representing

Sucafina USA Inc.
J.W. Phyfe & Company, Inc.
Paragon Coffee Trading Co.
American Coffee Company
Atlantic (USA) Inc.
Volcafe (USA) Inc.
Rothfos Corp.
Atlantic (USA) Inc.
Mercon Coffee Corp.
Eight O'Clock Coffee
Coffee America (USA) Corp.
Gateway Trading Ltd.
Coffee America (USA) Co.
Globus Coffee LLC
Paragon Coffee Trading Co.
Coffee America (USA) Co.
Atlantic (USA) Inc.
Coffee Elite
Coffee Elite
Massimo Zanetti Beverage
Rothfos Corporation
Paragon Coffee Trading Co.
Louis Dreyfus Coffee

SPECIALTY PANEL

To be comprise of coffee quality professionals who have passed the CQI, Inc. "Q" graders quality exam and the review of the Arbitration Committee. These experts also have sufficient specialty coffee market knowledge to determine who quality defects can be translated into appropriate monetary discounts to settle quality disputes.

TECHNICAL PANEL

Name

Acri, Mario
Bayer, Abba
Briante, Robert E.
Caputo, Anthony
Colten, Steven D.
DeMuria, John
Dunlop, Henry C.
Dwyer, Dan
Etkin, Richard J.
Fisher, Paul
Gordon, Sterling
Graziano, James
Green, Stewart
Kappeli, Kurt
Kneisel, George T.
Levy, Ronald G.
Loughman, Brian W.
Pisano, Donald A.
Pucciarelli, Michael
Puliti, Fred
Randall, John
Rotelli, John
Schwartz, Ricardo
Silberstein, Michael
Starke, Sean P.
Stefenson, Jon H.
Sullivan, Kenneth J.
Sullivan, Terrance M.
Tobin, Thomas D.
Veit, Roland W.
Veliz, Felipe

Representing

Sucafina USA Inc.
J.W. Phyfe & Company, Inc.
Paragon Coffee Trading Co.
American Coffee Company
Atlantic (USA) Inc.
Volcafe USA
Atlantic (USA) Inc.
Rothfos Corporation
Mercon Coffee Corp.
Eight O'Clock Coffee
Coffee Holding Company, Inc.
Coffee Elite
Coffee America (USA) Corp.
Globus Coffee LLC.
Massimo Zanetti Beverage
Globus Coffee LLC.
Atlantic (USA) Inc.
American Coffee Corp.
Sara Lee Foodservice
Mitsubishi International Corp.
Armenia Coffee Corp.
L.J. Cooper Co.
Coffee America (USA) Corp.
Paragon Coffee Trading Co.
Coffee America (USA) Corp.
Atlantic (USA) Inc.
Coffee Elite
Coffee Elite
Massimo Zanetti Beverage USA
Paragon Coffee Trading Co.
Sucafina USA Inc.

DECAFFEINATED PANEL

Name

Briante, Robert E.
Colten, Steven D.
Dwyer, Dan
Etkin, Richard J.
Fritsch, William
Graziano, James
Green, Stewart
Kappeli, Kurt
Pucciarelli, Michael
Silberstein, Michael
Starke, Sean P.
Stefenson, Jon H.
Sullivan, Kenneth J.
Sullivan, Terrence
Veit, Roland W.

Representing

Paragon Coffee Trading Co.
Atlantic (USA) Inc.
Rothfos Corp.
Mercon Coffee Corp.
Coffee America (USA) Corp.
Coffee Elite
Coffee America (USA) Corp.
Globus Coffee LLC
Sara Lee Foodservice
Paragon Coffee Trading Co.
Coffee America (USA) Corp.
Atlantic (USA) Inc.
Coffee Elite
Coffee Elite
Paragon Coffee Trading Co.

**RULES GOVERNING GRADING AND CLASSIFYING
COFFEES PURCHASED BY GOVERNMENT
AGENCIES OR INSTITUTIONS**

RULE 1. At the discretion of the Board of Directors, the facilities of this association shall be available to:

(a) All United States Government Agencies or Institutions.

(b) All Governments or any agency or municipality for the determination of grade or quality of coffee tendered against contracts, and upon request, to determine whether the coffee tendered is equal to specifications on which it has been sold.

RULE 2. This service will be undertaken only if the contract provides that the findings of the Graders and Classifiers shall be final and binding on both parties.

RULE 3. The Government Agency or Institution desiring to avail itself of this service shall send to the Association a copy of the buying specifications and the name of any intermediaries who may be interested, and shall instruct the seller to deliver a five-pound sampling order for each lot selected for delivery against the contract. The Secretary shall have the sample or samples drawn and sealed by a designated sampler who will deliver the sealed sample or samples to the rooms of the Association.

RULE 4. The Secretary shall prepare for the use of each Grader an exact copy of the specifications on which coffee was tendered, being careful, however, to eliminate all names or any references that might serve to identify the parties to the transaction.

RULE 5. In addition, the Secretary shall entirely remove marks, chop numbers and vessel names from each sample submitted, substituting therefore a number, the identity of which shall be known only to the Secretary. The purpose of this step is to conceal from the Graders the identity of the samples and the Secretary shall be guided accordingly.

RULE 6. The Secretary shall then remove from the list of Graders in the classification from which the Graders are to be drawn the names of any Graders known to the Secretary to be directly or indirectly connected with the parties to the transaction.

RULE 7. The Secretary shall then select by lot, a panel of three from all the remaining list of Graders available in that particular subdivision of the Official List of Graders and Classifiers. The three graders thus chosen shall be notified by the Secretary, and each Grader shall promptly accept the appointment or notify the Secretary of his inability to serve. If any of the Graders thus chosen cannot serve, the Secretary shall follow the foregoing procedure until three Graders agree to serve. As soon as three Graders have agreed to serve, the Secretary shall consult with them and fix a time without delay to proceed. After the Graders have been duly sworn in the customary manner and reached a decision on the sample or samples submitted, the Secretary shall promptly make a report of their findings in accordance with the bid specifications.

RULE 8. After the coffee passed by the Graders arrives at its destination, if the buyers require that the deliveries be checked, the consignee shall be requested to draw five pound samples of the deliveries, properly marked, and must forward the samples to the Association, within 48 hours after arrival. When the samples are received, the Graders who passed on the coffee originally, shall compare them with the samples on which the original tests were made, to determine if the coffee is the same. In this latter comparison, cup tests will not be made. Should a vacancy or vacancies occur at any time in the panel of Graders selected, the Secretary shall complete the panel through selection by lot.

RULE 9. A fee for this service shall apply in accordance to the Green Coffee Association, Inc., fee schedule.

**RULES PROVIDING FOR ISSUANCE OF GREEN COFFEE ASSOCIATION, INC.
CERTIFICATE OF GRADE FOR
BIDDERS ON GOVERNMENTAL OR
INSTITUTIONAL CONTRACTS**

Under the following conditions, an opportunity is provided for prospective bidders on governmental or institutional contracts to satisfy themselves in advance that certain coffees will equal certain specifications:

1. The bidder shall state clearly in writing to the Association that he desires the grading for possible bidding on a governmental or institutional contract; he shall also state the exact specifications involved.
2. The location and the sampling procedure of the coffee shall be in accordance with the specifications involved as determined by the Secretary of the Association.
3. The Secretary shall handle the sampling, as provided in Rule 3 of the Rules Governing Grading And Classifying Coffees Purchased By Government Agencies or Institutions and shall proceed with the classification as provided in Rules 4, 5, 6 and 7 of the same rules.

If the three graders or a majority of them shall decide that the sample or samples submitted meet the required specifications, the Secretary shall issue a letter to that effect to the interested, which letter of certification shall be good and valid for thirty days from the date thereof. If during the life of the letter of certification, the owner of the coffee covered by the letter is awarded a contract or contracts for all or part of the certified coffee on the specifications called for in the letter of certification, he shall, when instructed to do so by the Purchasing Agency or Institution, send a sampling order or orders for the same coffee to the Association, together with the letter of classification. Fresh samples will be drawn by a sampler designated by the Association, and the same graders acting on the original letter of classification shall be called by the Secretary to compare the new sample or samples with the sample or samples on which the original classification was made. If the samples are equal, the Graders shall approve the coffee for delivery. Later, if required, a further comparison will be made by the same Graders, as provided in Rule 8 of the Rules Governing Grading And Classifying Coffees Purchased By Government Agencies or Institutions. Should a vacancy or vacancies occur at any time in the panel of Graders selected, the Secretary shall complete the panel through selection by lot.

There must be no variations (except a permissible reduction in quantity) in marks, countermarks, chop numbers, vessel names, or any other differences between the certificated coffees and the new sampling orders. If any disparities appear and the Secretary is not satisfied that the coffee represented by the sampling order or orders is the same as the certificated coffee, he shall submit the matter to the Adjudication Committee for a decision on any doubtful point.

The fee for this service shall be in accordance to Green Coffee Association, Inc. fee schedule

**BY-LAWS of the
GREEN COFFEE ASSOCIATION INC.**

Article I

MEMBERSHIP

Sec. 1. Membership shall consist of Active and Associate Memberships. The term "Member" or "Membership" as used in Bylaws and/or Rules shall include "Active" and "Associate" members unless the context shall define it otherwise.

Sec. 2. Any individual, partnership, firm or corporation engaged as an importer, exporter, jobber, broker, shipper's agent or roaster of green coffee shall be eligible for Active Membership.

Sec. 3. Any individual, partnership, firm or corporation,

- a. Not qualifying under Sec. 2 engaged in a business associated or allied with the green coffee industry or;
- b. Eligible under Sec. 2 and not having their geographic location in the United States or Canada shall be eligible for associate membership.

Sec. 4. Each member, Active or Associate, shall be represented by an officer of the corporation, or partner, or member of the firm, or designated employee, who shall be the registered representative of the member. The Association must be informed immediately in writing of all such designations or substitutions. It shall be within the discretion of the Board of Directors to disapprove such designations. The person so designated shall be vested with full power and authority to comply with and carry out all the provisions of the Bylaws and Rules of the Association to do any and all things and execute all instruments provided for by the Bylaws and Rules.

Sec. 5. (a) Every Candidate for admission into the Association shall make application for membership, on the form provided by the Association.

(b) Candidates shall be proposed by written approval of a "registered representative" of one Active member and sponsored similarly by another, neither of which sponsors have a representative on the Membership Committee. In case either sponsor is a member of the Board of Directors then said member shall abstain from casting a vote on prospective member. No Associate member shall propose or second any candidate for Active or Associate Membership.

(c) Immediately upon receipt of each duly sponsored application for membership, the Secretary shall issue a bulletin to the total membership, requesting comment on the qualification of the candidate. All such comment shall be held in the strictest confidence, available only to the Membership Committee. At the expiration of the time limit stated in the bulletin (at least 5 days from date of issue), both the application and comments, if any, shall be referred to the Membership Committee. It shall be the duty of this Committee after careful consideration and examination, to refer to the Board of Directors the names of candidates with their recommendations. The proceedings of the Membership Committee shall be secret and privileged.

(d) The names so reported shall be voted upon separately by the Board of Directors, two-thirds majority vote for approval. Every application for election so voted on by

the Board may be accepted or rejected at their absolute discretion and every decision of the Board on the question of eligibility of any candidate for membership, shall be final and conclusive, and the Board shall not be required to give any reasons for its decision.

Sec. 6. A member shall, in the discretion of the Board of Directors, cease to be an Active or an Associate member, and his membership in the Association shall be cancelled, if at any time he be adjudicated as bankrupt or shall file a petition in voluntary bankruptcy or shall make an assignment for the benefit of creditors or a receiver or trustee shall be appointed of his property, or if he admits to the Board of Directors his inability to comply with his obligations under contract or with the Bylaws and Rules of the Association.

Sec. 7. The Board shall have the power to cancel any suspension of expulsion, and may reinstate any Active or Associate member suspended, expelled, or resigned under such terms and conditions as the Directors may see fit. The vote shall be by ballot, and it shall require the vote of two-thirds of Board of Directors present and voting to effect a reinstatement.

Sec. 8. All resignations shall be made in writing to the Secretary, but no resignation shall be accepted by the Board while any portion of the annual dues remains unpaid, or while the member offering it is indebted to the Association in any amount, either for dues or otherwise. The Board of Directors may however, vote to suspend the membership of any member who is indebted to the Association and who wishes to resign, in which case his responsibility for all additional dues shall cease and as soon as the existing indebtedness is discharged, the resignation shall become effective automatically. Any individual, partnership or corporation ceasing to be a member of the Association forfeits all interest in, or claim to, any of the property or funds of the Association.

Article II Dues

Sec. 1. The Association fiscal year shall begin on September 1st and end on August 31st. Annual dues are payable in advance on September 1st.

Sec. 2. All new members, upon written notice of their election, shall pay immediately to the Association the dues for the current fiscal year, except that members admitted after the expiration of one half of the fiscal year shall be charged with only one half of the annual dues. If payment is not received within thirty days, they shall be deemed to have declined membership and their election shall be cancelled ipso facto, unless the Board of Directors shall, by affirmative action, waive the default.

Sec. 3. Membership is not transferable, but in the event of the dissolution, merger, or other acquisition of any member, a successor to that business which the Board of Directors in its sole discretion deems is carrying on the business of the retiring member, may apply for election as a member without payment of additional dues for the then current year.

Sec. 4. The Finance and Executive Committee shall recommend the levying of dues and the Board of Directors, not later than 30 days prior to the expiration of the fiscal year of the Association shall levy dues for the ensuing fiscal year.

Sec. 5. The Finance and Executive Committee, in its discretion, may recommend that dues be levied on a percentage basis less than 100% of the maximum schedule.

CLASS	Annual Volume in bags		DUES
	in excess of	not to exceed	
A	750,000	\$8,500
B	500,000	750,000	7,250
C	400,000	500,000	5,500
D	300,000	400,000	4,500
E	200,000	300,000	3,500
F	100,000	200,000	2,500
G	50,000	100,00	1,750
H	50,00	1,250

Sec. 6. The minimum dues for Associate Membership shall be \$650.00.

**Article III
RIGHT TO VOTE**

Sec. 1. Any Active member in good standing who shall have paid all dues, fees or assessments accrued against their membership shall be entitled to one vote on any one subject.

Sec. 2. Associate members shall not be entitled to a vote on any subject.

Sec. 3. At any meeting of the Association or of the Board of Directors the Chairman of the Meeting may on his own initiative, or shall, at the request of any five members present, order the voting on any question to be by secret ballot.

**Article IV
DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

Sec. 1. The management and conduct of the affairs of the Association shall be entrusted to a board of fifteen (15) Directors which shall consist of the Chairman, Vice Chairman, Treasurer and twelve (12) other Directors, divided into two classes of six (6) Directors each, one of which classes shall retire from office each year. At the Annual Meeting six (6) Directors shall be elected by the Active membership of the Association, by ballot, to serve two (2) years except as provided in Section 9(b) of this Article IV in case of a vacancy or vacancies among the officers or in the Board of Directors, the Board of Directors shall fill the vacancy or vacancies thus created and the person or persons so chosen shall hold office and/or shall be Directors for the unexpired term of their predecessors. Any vacancy in the office of Chairman, Vice Chairman or Treasurer shall be filled from among the Officers or Directors.

Sec. 2. The Officers of the Association shall be a Chairman, Vice Chairman, Treasurer and Secretary.

Sec. 3. The Chairman, Vice Chairman and Treasurer shall be elected annually by the Active membership of the Association, by ballot, at the Annual Meeting of the Association. No one of these officers shall serve in the same office more than two (2) successive terms of one year each.

Sec. 4. The Board of Directors shall appoint a Secretary who shall hold office at the pleasure of the Board and shall be responsible only to the Board. The Secretary shall be a salaried officer whose salary shall be fixed by the Board and may not be a member of the Association.

Sec. 5. Any individual Active member, or any officer, partner or employee of an Active member shall be eligible for election as Chairman, Vice Chairman, Treasurer, or Director. No Active member shall have more than one such representative as an elected Officer or Director at the same time.

Sec. 6. Any Officer or Director may resign his office in writing at any time, such resignation to take effect upon the date specified in the resignation or upon its acceptance by a majority of the board of directors.

Sec. 7. The members of the Board of Directors shall not receive any compensation for their services.

Sec. 8. All disbursements of Association funds shall be made as prescribed by resolution made by the Board of Directors.

Sec. 9. The officers shall be responsible for the conduct of the affairs of the Association, with the principal duties as outlined below, and with other such responsibilities as may be assigned by the Board of Directors.

(a) The Chairman shall supervise the affairs of the Association; preside at all meetings; be an ex-officio member of all Standing Committees; and communicate to the Board and Membership on all matters he deems to be of interest or benefit to the Association.

(b) The Vice Chairman shall act with full authority in the absence of the Chairman; shall succeed to the office of Chairman in case of vacancy, and shall assume such other responsibilities as may be assigned by the Board of Directors.

(c) The Treasurer shall supervise the financial affairs of the Association, reporting regularly at meetings of the Board of Directors, and to the Membership at the Annual Meeting.

(d) The Secretary shall act as the Administrator of the Association. His responsibilities shall include the maintenance of all records, finances and correspondence as authorized by the Board of Directors. He shall perform all duties as stipulated in the Bylaws, Rules, and Rules of Arbitration. The Secretary is authorized to advise members on procedures and requirements, but shall not render opinions or rulings without specific authorization from the Board or Executive Committee. The Secretary may participate in all meetings, without vote.

Sec. 10. The Board, in its discretion, may submit to the active members of the Association, for their advice or approval, any question directly connected with the affairs of the Association, not otherwise provided for in these Bylaws, and a majority vote of the Active members voting shall determine such question.

Sec. 11. The Board may elect to Honorary Membership any worthy person, who shall have no right to vote or hold office, but shall enjoy such privileges as determined by the Board of Directors.

Sec. 12. The Board, in its discretion, may from time to time, appoint an Arbitration Administrator, who shall perform all duties as delegated by the Secretary on matters of Arbitration, which are within the duties of the Secretary under the Rules of Arbitration.

**ARTICLE V
ELECTED COMMITTEES**

I. ADJUDICATION COMMITTEE

Sec. 1. The Association shall, at the Annual Meeting in each year, elect, by ballot, eight (8) persons who are any individual Active members, or any partner, officer, or employee of an Active member and who are duly nominated, and who shall not be members of the Board of Directors or the Arbitration Committee, as a Committee to be known as the Adjudication Committee of the Green Coffee Association Inc. The members of this Committee shall elect their Chairman from their own number. In order to ensure a quorum at all times, a group of five (5) Alternates also shall be nominated and elected who shall be selected by lot to serve, only when needed to achieve a quorum.

Sec. 2. In case a vacancy or vacancies occurs in the Adjudication Committee, such vacancy or vacancies shall be filled by the Adjudication Committee from the Alternates, or, if none be available, from the membership, which persons shall serve until the next Annual Meeting.

Sec. 3. (a) The Adjudication Committee shall rule on all interpretations, and may recommend special rulings consistent with, the Bylaws, Rules, Rules of Arbitration, Contracts, and shall have such other duties assigned to it under the provisions of the Bylaws or as directed by the Board of Directors.

(b) The Adjudication Committee shall receive, investigate and report to the Board any case of alleged proceedings inconsistent with just and equitable principles of trade, or of any conduct detrimental to the best interests of the Association, or misconduct or willful violation of the Bylaws or Rules by a member of the Association.

(c) Any member aggrieved by any ruling or determination of the Adjudication Committee may secure its review by the Board by written request filed with the Secretary within fourteen (14) days of receipt of advice of such ruling. If reviewed by the Board of Directors, such interpretation or ruling shall be final and conclusive until reversed or modified by the Board or by a majority vote of the members present at a meeting of the Association duly called for the purpose of considering such interpretation or ruling.

(d) The Adjudication Committee shall also interpret the Arbitration procedures, and where appropriate, issue such interpretations to the appropriate Arbitration Panel or to Arbitrators, but in no case shall the Committee exercise in any pending Arbitration any judicial function or give or suggest the award appropriate in any Arbitration. (Ref. Introduction, Rules of Arbitration).

(e) All decisions of the Adjudication Committee are to be delivered in writing to the Secretary for disposition to the appropriate parties.

Sec. 4. The Adjudication Committee, when engaged in the examination of any subject referred to them under the provisions of the Bylaws and/or Rules, shall have power to summon and examine any member of the Association; if any member fail to obey such a summons to attend, or refuse to give evidence, the Adjudication Committee shall at once report to the Board of Directors the fact of such neglect or refusal.

Sec. 5. No member of the Adjudication Committee shall act in any matter wherein he is interested either directly or indirectly.

Sec. 6. A Quorum of the Adjudication Committee shall be five (5) members, and a majority vote of those present shall govern on any matter that may come before such Committee. If an alternate has been chosen in accordance with Sec. 1, this alternate may continue to serve, at the request of the committee chairman at any subsequent meeting pertaining only to the business upon which that alternate has commenced to serve.

Sec. 7. In the event of a tie vote at any meeting of the Adjudication Committee, the Chairman of the Association, though not a member, shall be summoned and shall cast the deciding vote.

II. ARBITRATION COMMITTEE

Sec. 1. An Arbitration Committee, to consist of seven (7) persons, not more than two (2) of whom shall be members of the Board of Directors, and none of whom shall be a member of the Adjudication Committee shall be elected by ballot at the Annual Meeting, the Members of the Committee shall elect their Chairman from their own number.

(a) The Committee shall review all applicants desiring to serve as Arbitrators. It shall consider the qualifications of each individual applicant, and it may require written or oral evidence IN ACCORDANCE WITH PANEL MEMBERSHIP CRITERIA AS SPECIFIED IN Article VII. Maintenance of Panels of the Rules of Arbitration. The Committee's judgment in such matters shall be final, and it may not be called upon to give reasons for refusing appointment of any particular applicant.

(b) In consideration of appointment by the Arbitration Committee, each applicant must agree that so long as he continues to be an official arbitrator of the Association, he will not serve as a private arbitrator, with or without remuneration, on so called "Street Arbitrations" or any controversy involving a member or members of this Association.

(c) If any Arbitrators should violate his oath of secrecy, or if his conduct as an Arbitrator should warrant complaint, such complaint must be made to the Arbitration Committee, who shall have the power to remove any name from the Official List of Arbitrators without giving the reason for such action. Any Arbitrator whose name has thus been removed may, if he so desires, apply to the Adjudication Committee for a hearing. In such event, the Arbitration Committee, before such hearing is held, must fully acquaint the Adjudication Committee with the reasons for removing that particular name from the Official List of Arbitrators. The Adjudication Committee, at the conclusion of the hearing, shall send a report to the Board of Directors, with recommendations or suggestions. The Board of Directors, by an affirmative vote of not less than two-thirds of the whole Board, may order the name restored to the official list of Arbitrators.

(d) The Arbitration Committee must meet within thirty (30) business days of its election for the purpose of considering and approving for service under the Bylaws and Rules, a list of qualified persons to act as "Official Arbitrators". The list shall be known as "THE LIST OF OFFICIAL ARBITRATORS" and shall contain the names of all firms or corporations in any way engaged in the coffee business, with which the respective Arbitrators are in any way directly connected. Supplementary lists may be issued by the Arbitration Committee from time to time.

(e) The persons thus approved may serve under one or more classifications, and they shall serve during the term of the Arbitration Committee which appointed them and until the succeeding Arbitration Committee shall have issued its Lists of Official Arbitrators. Prior to the expiration of its term of service, each Arbitrator desiring reappointment must submit his application in writing to the Arbitration Committee.

[f] The Arbitration Committee must review from time to time, locations outside of New York, as approved sites to hold Arbitrations. A list of such sites will be published annually.

III. NOMINATING COMMITTEE

Sec. 1. A Nominating Committee of five (5) Active Members, none of whom shall be a member of the Board of Directors or Adjudication Committee, shall be elected by ballot at the Annual Meeting to select candidates for all offices as noted in Article IV Section 1. There shall be no more than one member of a firm on the Committee.

No member shall serve for more than two successive terms of one year, nor shall any member of the Committee be nominated to or eligible for any elective office until after the expiration of the term of office. Vacancies on this Committee shall be filled by the remainder of the Committee from the Active Membership for the balance of the term.

The Committee shall:

(a) determine the qualifications, select and obtain the consent of prospective candidates.

(b) present the list of nominees to all Active members at least 15 days before the Annual Meeting. In the event of a nominee's inability to serve, or if any other event occurs before or at the Annual Meeting which renders a nominee unable to serve, the Committee may place a substitute before the meeting without such 15 day notice.

ARTICLE VI STANDING COMMITTEES-APPOINTMENT AND DUTIES

Sec. 1. At the organizational meeting the Chairman of the Association shall, subject to the approval of the Board, appoint the following Committees selected from members, designating the Chairman (who shall be a member of the Board of Directors) of each Committee, who shall hold office until the appointment of their successors. All such committees shall be subject to the direction of the Board of Directors. The Committee Chairman will populate their committees subject to the approval of the Board of Directors.

Sec. 2. The Finance and Executive Committee shall consist of five (5) members of the Board of Directors. The Vice Chairman shall be one of the five, and shall act as Chairman of the Committee.

(a) The Committee shall engage a qualified independent accountant, subject to approval by the Board of Directors, to make an annual audit of the books and accounts, with quarterly reports to be submitted to the Committee for review and analysis. The Chairman shall ensure that audits of the books and accounts are prepared, controlled and reviewed and reported to the Board of Directors.

(b) Any proposed expenditure, debt or contract in excess of \$500.00, up to \$1,000.00, shall be approved by the Finance & Executive Committee. Amounts in excess of \$1,000.00 after consideration and recommendation by the Committee, must be approved by the Board of Directors.

(c) The Committee shall, between regularly scheduled meetings of the Board of Directors, receive or decide on disposition of any matters referred to the Committee by the Secretary, and shall advise the Secretary in matters of procedure, reserving the right to withhold decision in any matter, pending referral to the Board of Directors for their determination.

(d) The Finance & Executive Committee shall advise on investment of funds and make such recommendations to the Board as will in its judgment best promote the interests of the Association.

Sec. 3. The Committee on Bylaws and Contracts to consist of five (5) members shall, when so required by the Board of Directors, meet and carefully consider any alterations or amendments to the Bylaws, Contracts or Rules of the Association (not including Rules of Arbitration) submitted to it by the Board and promptly report its conclusions and recommendations concerning the same. The Committee also shall submit to the Board such amendments or changes therein as in their opinion are deemed advisable or necessary. In addition, the Committee also shall consider, from time to time, any new additional forms of contracts, which may be deemed advisable, in the interest of uniform practice and in an endeavor to recommend forms of contracts acceptable to both buyer and seller.

Sec. 4. A Traffic and Warehouse Committee, to consist of an Expert Assistant Chairman and the required number of Expert Members, shall meet from time to time for discussion and shall formulate recommendations of such action as they deem necessary to protect and foster the best interests of the Industry on the questions of transportation, customs, warehousing and handling of green coffee, for submission to the Board of Directors.

Sec. 5. The Membership Committee consisting of the members as determined by the Committee Chairman shall receive applications of prospective active or associate members; carefully investigate the eligibility of the applicants and report thereon to the Board of Directors.

Sec. 6. The Public Relations Committee as selected by the Committee Chairman will prepare for the Board of Directors such information and statistics as they consider beneficial to the members, and with the approval of the Board of Directors, establish and maintain relations with Associations in this and other countries.

Sec. 7. The Standard Type Committee, Members to be determined by the Committee Chairman shall have the responsibility to obtain samples of types, official data, grades, etc., in order to establish industry quality standards.

Sec. 8. The Activities Committee, members to be determined by the Committee Chairman, shall have the responsibility of planning, organizing and conducting all social and educational activities approved by the Board of Directors on behalf of the Association.

Sec. 9. The Insurance Committee shall consist of a member of the Executive Committee, the Secretary and at least one other member to be chosen by the Committee Chairman. It shall maintain advisory responsibility for the operations of Member Insurance programs and Officers and Directors Liability.

Sec. 10. The Banking Committee consisting of members as determined by Committee Chairman, shall maintain advisory responsibility for issues of transfer of goods, instruments thereof, and general banking issues, reporting thereon to the Board of Directors.

Sec. 11. The Chairman may, at any time, subject to the approval of the Board, appoint such other Committees in the exercise of his judgment, with such functions and powers as may be delegated to them. These Committees shall consist of such number as may be ordered at the time of appointment, all such Committees shall hold office at the pleasure of the Board of Directors.

Sec. 12. In case a vacancy or vacancies occurs in any Committee (except the Adjudication, Arbitration, or Nominating Committees) such vacancy or vacancies shall be filled by the Committee Chairman, subject to the approval of the Board of Directors.

Sec. 13. Any member of a Committee may resign from such Committee at any time, such resignation to be made in writing and to take effect from the time of its acceptance by a majority of the Board of Directors unless some other time be specified in the resignation.

Sec. 14. Any member of any Committee who may be guilty of any conduct prejudicial to the interests of the Association may be removed as a member of such Committee by an affirmative majority vote of the total membership of the Board of Directors and the vacancy so created shall be filled as elsewhere herein provided.

Sec. 15. Reports of Committees shall be made to the Board of Directors and shall represent a majority of the members thereof. Minority reports may also be submitted.

Sec. 16. Complaints by members concerning procedures, interpretations, rulings, or any other matter, which is within the jurisdiction of the Association, shall be submitted in writing to the Secretary. The Secretary shall transmit the complaint to the Committee having responsibility as defined in the Bylaws, or if in doubt, to the Finance and Executive Committee for review and action.

**Article VII
ELECTIONS**

Sec. 1. The election of Officers, one half of the membership of the Board of Directors, the Adjudication Committee, the Nominating Committee and the Arbitration Committee shall take place at the Annual Meeting. All individuals shall be chosen by ballot, in person or by proxy.

Sec. 2. Any eligible member may also be nominated by a petition signed by five (5) Active members. The petition shall be deposited with the Secretary not less than ten (10) days before the Annual Meeting. No person may be nominated at the meeting if the aforesaid requirements are not met. The Secretary shall notify the Active Membership of those nominated by petition not less than five (5) days before the Annual Meeting.

Sec. 3. All nominations, by the Nominating Committee, and by petition, shall be placed on the ballot, which shall be given to each Active member voting, and to those holding valid proxies.

Sec. 4. The Three Inspectors of Election and three members of the Proxy Committee shall be appointed by the Board of Directors at the Organizational Meeting. They may be any Active member not holding an elective position in the Association. They shall serve until the end of the next Annual Meeting, or until their successors are appointed.

(a) The Inspectors of Election shall receive, tabulate and count the vote, and render a report of the total vote to the Chairman and the Secretary.

(b) The Proxy Committee shall receive all proxies, which have been received in the mail or delivered in person, and report thereon to the Inspectors of Election.

Sec. 5. Upon receipt of the official report of the Inspectors of Election, the Secretary shall notify the entire membership of the results of the election.

**Article VIII
CONDUCT OF MEETINGS**

All meetings of this Association, including meetings of members, (except only as to Committee meetings or Board meetings where other provision is expressly made or where the rule stated below is inapplicable) shall be held subject to the following rules:

Rule 1: The order of procedure, the priority and permissibility of motions and amendments, the extent, closing and limitation of debate, the scope, effect and legality of proxies, the interpretation and application of these procedural rules, the finding of a quorum, the determination of the number present, and all other questions concerned with or regarding the conduct of the meeting and the handling of matters brought before it, shall be conclusively decided by the Chairman of the Meeting, and his rulings shall be final except that they may be over-ruled and another ruling established by majority vote of those present and casting a vote.

Rule 2: No vote by proxy shall be counted unless at the opening of the meeting, when request therefore is made by the Chairman, the proxy is then delivered to the Secretary of the Association and remains on file with him. No proxies will be accepted after the time fixed for delivery has expired.

Rule 3: The vote of fully paid up Active members only shall be cast. The authorization and right of any person to cast the vote of a member shall be as follows: (a) As to individuals, the vote may be cast only by that individual or by one to whom his proxy has been given; (b) as to partnerships, the vote may be cast by any partner or by one to whom the partnership has given proxy; (c) as to corporations, by an officer of the corporation or one whom the corporation has given a proxy; and (d) in any instance by the duly designated registered representative of the member. In any instance where a vote is sought to be cast except pursuant to the aforesaid requirements, or where more than one person claims the right to vote, the eligibility, authority or right of the person to so vote shall be finally and conclusively determined by the Chairman. If the Chairman, in his sole judgment, decides that he cannot readily reach a decision, he may refer the matter to a Committee on Elections of 3 to 5 members which he may, at any time, appoint from among the members of the Board of Directors and in such case, their decision shall be conclusive.

Rule 4: All votes shall be received, tabulated and counted by the Inspectors of Elections who shall thereupon, pursuant to the Bylaws make a return and report. All questions and motions shall be decided by a majority vote of those casting a valid vote.

(a) The Inspectors of Election shall receive, tabulate and count the vote, and render a report of the total vote to the Chairman and Secretary.

(b) The Proxy Committee shall receive all proxies, which have been received in the mail or delivered in person, and report thereon to the Inspectors of Election.

Rule 5: Prior to their actual submission for vote, all motions shall be submitted in writing to the Chairman and no vote shall be commenced until such a written motion is in his hands. This requirement shall not apply to motions for an adjournment, or to any motion, which the Chairman declares does not require to be written.

Article IX
CEASING TO BE A MEMBER OF BOARD OR
A COMMITTEE

Sec. 1. The office of an Officer, Director or Member of a Committee shall be vacated by order of the Board, in any of the following circumstances:

(a) If he ceases to be an Active Member, or an employee, partner, director or officer of an Active member of the Association.

(b) If the firm or corporation of which he is an employee, partner, director or officer shall cease to be entitled to the privileges of the Association for any reason.

(c) If he ceases to be an employee of the firm or corporation he represented at the time of his election to office.

Article X
DISCIPLINE, SUSPENSION, EXPULSION AND FINES

Sec. 1. In the event any Active or Associate member does any or all of the following:

(a) Violates any Bylaws and/or Rules of the Association.

(b) Fails or refuses at any stage of any arbitration proceeding, to take any step or do anything incumbent on him under the Bylaws and/or Rules.

(c) Conducts himself in a manner which seems inconsistent with just and equitable principles of the trade, or to be prejudicial to the interests of the Association or any of its members. The Adjudication Committee, on complaint made to it, referral by the Board of Directors or on its own motion, shall consider the matter carefully and shall send a report of the same to the Board of Directors, with its recommendations or suggestions. At least seven (7) days previous notice, in writing, must be given to such member, of the intended consideration of the question by the Adjudication Committee, and full opportunity given to the accused member to defend himself before the Committee.

Sec. 2. The Board of Directors, upon being convened for the purpose of acting on such matter, shall give the accused member an opportunity to be heard, and if in the opinion of the Board the circumstances warrant, the Board, by a majority ballot of the whole Board, may censure, fine or suspend the accused, or impose any two of aforesaid penalties.

Sec. 3. The Board of Directors shall be the sole judges of the penalty, if any, to be imposed on the accused; the powers of the Adjudication Committee shall be absolute so far as its facts finding functions are concerned, and in the event that any new evidence is brought out at the hearing before the Board of Directors, the case shall be resubmitted to the Adjudication Committee for its further consideration, with a complete record of the hearing before the directors for its information. If, in the opinion of the Board of Directors, the circumstances warrant expulsion from the Association, the Board of Directors may impose such penalty by an affirmative vote (by ballot) of two-thirds of the total membership of the Board.

Sec. 4. In the event any Active or Associate member fails to comply with any decision or carry out any direction of the Board of Directors, said Board, by a two-thirds vote (by ballot) of the total membership of the Board, shall reprimand, censure, fine, suspend or expel such member, provided, however, that five (5) days previous notice in writing has been given to the accused member of the intended consideration of the question and opportunity afforded such member to defend himself before the Board at such meeting.

Sec. 5. All Active and Associate members of the Association shall be informed immediately of the suspension or expulsion of any member and the name of the party against whom such action has been taken.

Sec. 6. In the event of the suspension of any member (Active or Associate), he shall be deprived of the privileges of the Association, but shall be liable for all dues and assessments accruing during the term of such suspension, except as provided in ARTICLE I SECTION 8 dealing with resignations.

Sec. 7. Any Active or Associate member suspended or expelled shall not be relieved of any debt or obligation to the Association or to any member thereof, contractual or otherwise.

Sec. 8. Any officer of the Association, or member of the Board of Directors, or member of a Committee, who may be adjudged guilty of any conduct prejudicial to the interests of the Association shall be subject to the judgment of the Board of Directors, who, in addition to any other penalty, may suspend him from his official duties or remove him permanently from the official position he had occupied previously. In the latter event, the remaining Directors, after such vote, shall declare the office of such officer or director vacant, and the vacancy so created be filled in the manner hereinbefore set forth.

Article XI MEETINGS

Sec. 1. The members of this Association shall meet annually on the second Tuesday of September or such other date as may at any time be prescribed in the Certificate of Incorporation, or at any amendment hereof, at the offices of the Association, or at such other place within or without the state as the Board of Directors may direct. Notice of the time and place of holding the Annual Meeting shall be sent out by the Secretary at least five (5) days before such meeting.

Sec. 2. At the Annual Meeting, such matters as concern the interests of the green coffee trade as a whole may be presented to the Association by any member thereof, which matters shall be freely discussed for the mutual benefit of all concerned.

Sec. 3. The Board of Directors shall hold their regular meetings at the principal office of the Association or at such other place, or places within or without the State of New York as the Board may from time to time designate. A notice of such meetings shall be sent out by the Secretary to each member of the Board at least five (5) days before the date of the meeting.

Sec. 4. Special meetings of the Board of Directors may be called at any time by the Chairman, or by the Secretary at the request of two (2) members of the Board of Directors; two (2) days notice shall be given to all Directors, of such meetings.

Sec. 5. Special meetings of the Association may be called at any time by the Chairman or by the Board of Directors. It shall be the duty of the Chairman to call a special meeting of the Association whenever requested in writing to do so by at least fifteen (15) Active members thereof in good standing.

Special meetings shall be held at such time and place as the Chairman or Board of Directors may determine.

Notice of a special meeting shall be given to each member, at least five (5) days before such meeting. Such notice, in addition to stating the time and place at which said meeting shall be held, shall briefly state the object of the meeting, and nothing but the object stated in the notice shall be considered at such meeting.

Sec. 6. At all meetings of the Association (or meetings of the Board of Directors) all questions shall be determined by a majority vote of those actually voting in person or by proxy, except as otherwise provided by the Bylaw or Rule. In case of a tie vote at any meeting of the Association (or Board of Directors) the Chairman shall cast the deciding vote. All voting shall be viva voca, except as otherwise provided by a Bylaw or Rule.

Sec. 7. The meetings of the Committees of the Association shall be held at such times and places as they may select.

Sec. 8. An Organizational Meeting of the Association shall be held within two business days after the Annual Meeting in September.

Sec. 9. At the conclusion of the year end meeting of the Board of Directors, a Special Meeting is to be called thereafter for the expressed purpose of the outgoing Board to approve the minutes of their year end meeting.

Article XII QUORUM

Sec. 1. At all Association meetings for the transaction of business, the presence of at least fifteen (15) Active members, in person or by proxy, shall be necessary to constitute a quorum.

Sec. 2. A quorum of the Board of Directors for the transaction of business shall be eight (8) members.

Sec. 3. A quorum of any Committee shall be a majority of its members.

Article XIII PROXIES

Sec. 1. At all Association meetings, Active members (and if the member be a partnership, firm or corporation, the member or officer thereof or his appointee, as provided in ARTICLE 1, SECTION 4 of these Bylaws) if not personally present, may be represented by proxy with the same effect as to voting and otherwise as though present in person. Such proxy shall be appointed by instrument in writing subscribed by the member and delivered to the Secretary at the meeting. The Association shall provide special proxies for special meetings.

**Article XIV
AMENDMENTS**

Sec. 1. The Bylaws, Contracts, and/or Rules (except Rules of Arbitration) of the Green Coffee Association Inc. shall not be altered or amended unless:

(a) A copy of the proposed alteration or amendment shall have been sent to each member of the Board prior to a meeting of the Board.

(b) The proposed alteration or amendment shall be acted on by the Board at a meeting subsequent to the one wherein the proposed alteration or amendment was first presented. Approval shall require two-thirds vote of the Board Members present and voting.

(c) Is ratified by a majority vote of active members present at a meeting of the Association held for that purpose, of which five (5) days notice shall have been given, stating specifically the alteration or amendment proposed.

(d) Rulings on Coffee Contracts, approved as aforesaid, shall become effective on the tenth day following approval by vote of the membership, and upon becoming effective become thereafter automatically "incorporated for all purposes" into the Green Coffee Association, Inc. Contract Terms and Conditions.

Sec. 2. The Rules of Arbitration may be amended by a majority of the Board of Directors of the Association present at any Regular meeting or any Special meeting of the Board provided five (5) days notice of the proposed change is given to all members of the Board. After adoption by the Board, notice of the amendment shall be sent to each member of the Association in good standing.

Sec. 3. The Rules of Arbitration shall include only revisions respecting procedure and administration of Arbitrations, and shall not embody any change in the substantive provisions of the Green Coffee Association, Inc. Contract Terms and Conditions.

**Article XV
ASSESSMENTS**

Sec. 1. No assessment whatever may be levied by the Association upon its members, except by a three-fourths vote of those actually voting in person or by proxy at a special meeting.