



NEW PROPOSED RETAILER DUES MEMBERSHIP CATEGORY

Over the past year, the ASTA Board of Directors has discussed creating a new membership category for retailers. ASTA has received interest in membership from a handful of large online and brick-and-mortar grocery retail chains in the past few years, but the current Active dues model has not been conducive to these companies joining, in large part because they are uncomfortable disclosing their sales of spices and because the Active member pricing model may not reflect the value they would receive from membership. As such, despite an initial expression of interest in membership, none of these companies have elected to join as members. This is unfortunate, as engaging this segment of the supply chain as ASTA members could provide value to the association.

The Board considered this issue and is proposing to develop a new category of Retailer members to be defined as:

Retailer Members. The Retailer Members of this Association shall consist of individuals, firms, and corporations that are based in the United States or doing business in the United States either through a related business entity or agent, which are primarily engaged in the retail sale of food, including spices or seasonings, directly to consumers, and who are not otherwise engaged in the growing, processing, manufacturing, blending, or wholesale trade of spices or seasonings, as may upon written application for membership be determined to meet the criteria for Retailer Membership and who shall agree to subscribe to the Association's Bylaws.

Under the proposed new category, dues for Retailer members would be set at a flat fee of \$10,000, and these companies would not be eligible to serve on the Board or vote in association business.

This issue will be brought to a vote at the 2024 Business Meeting on April 17 at 4 pm at the Loews Ventana Canyon Resort in Tucson, Arizona. If the membership votes in favor of the proposal, the bylaws will be amended to create a third category of members (per the redlined section of the bylaws appended to this memo). Additionally, if passed, the Board will develop a new policy and a documentation process for membership categorization given that the addition of a third membership category may create complexities in the determination of membership category. Importantly, since some companies may qualify for multiple membership categories, the policy would reflect that if a company is eligible for more than one membership category, they must join in the higher dues category. A process for exceptions to the policy will also be adopted.

BY-LAWS

ARTICLE I

The name of the Association shall be the “American Spice Trade Association, Inc.”

ARTICLE II

Membership

SECTION 1. Membership.

Membership in the Association shall be ~~two~~ three types:

Active Members. The Active Members of this Association shall consist of individuals, firms, and corporations that are based in the United States, or doing business in the United States either through a related business entity or agent, or by offering items for sale for importation into, or exportation from, the United States, and that are primarily engaged in the growing, importation, exportation, processing, blending, trading, distribution, or sale at wholesale or retail of spices or seasonings, as may upon written application for membership be determined to meet the criteria for Active Membership and who shall agree to subscribe to the Association’s By-Laws.

Associate Members. The Associate Members of this Association shall be such individuals, firms, associations, and corporations engaged in businesses associated with the spice industry who do not otherwise qualify for Active Membership, and who are able to assist in promoting and carrying out the purposes of the Association, as may upon written application for membership be determined to meet the criteria for Associate Membership and who shall agree to subscribe to the Association’s By-Laws.

Retailer Members. The Retailer Members of this Association shall consist of individuals, firms, and corporations that are based in the United States, or doing business in the United States either through a related business entity or agent, which are primarily engaged in the retail sale of food, including spices or seasonings, directly to consumers, and who are not otherwise engaged in the growing, processing, manufacturing, blending, or wholesale trade of spices or seasonings, as may upon written application for membership be determined to meet the criteria for Retailer Membership and who shall agree to subscribe to the Association’s By-Laws.