

BY-LAWS
OF
SAFETY GLAZING CERTIFICATION COUNCIL

April 12, 1987
(as amended through October 26, 2010)

ARTICLE I NAME AND LOCATION

Section 1. Name. The name of this corporation shall be SAFETY GLAZING CERTIFICATION COUNCIL. (Sometimes referred to herein as Council.)

Section 2. Location. The location of the principal office of the Council and the name of its resident agent in Illinois shall be determined by the Board of Directors from time to time.

ARTICLE II PURPOSE

Section 1. Purposes. The purpose or purposes of the Safety Glazing Certification Council shall be:

- (a) To promote public safety by encouraging maintenance of the highest standards of excellence in the manufacture of safety glazing materials.
- (b) To encourage and cooperate in developing standards related to other performance characteristics of glazing products.
- (c) To plan, organize, direct, coordinate and maintain a certification program for glazing materials to assure that glazing products meet applicable standards or performance requirements adopted or approved by the Council.

ARTICLE III PARTICIPATION

Section 1. Qualification for Participants.

- (a) Any trade association or similar organization representing manufacturers or users of glazing materials or any other person or organization (other than a manufacturer of glazing materials or an employee of a manufacturer of glazing materials) which in the sole and absolute judgment of the Board of Directors has a legitimate interest in the purposes of this corporation shall qualify for participation.
- (b) Any manufacturer of glazing materials, whether or not a member of a trade association, shall qualify for participation, provided it is a licensee as defined in Section 5 of this Article III. (Amended 4/1/92.)
- (c) Federal employees whose activities in outside organizations are restricted by governmental regulations, and employees of manufacturers of glazing materials shall qualify for

participation on a non-voting basis.

Section 2. Enrollment of Participants; Entitlement to Vote.

(a) Any person or other entity qualified to become a participant under paragraphs (a) or (c) of Section 1 of this Article III shall be enrolled as such (and, if qualified to become a participant under said paragraph (a) shall be entitled to vote at all participants' meetings), upon filing with Council a duly executed Participant's Agreement in such form and content as shall be prescribed by the Board of Directors.

(b) A manufacturer of glazing materials shall be enrolled as a participant and shall be entitled to vote at all participants' meetings upon becoming a licensee pursuant to Section 5 of this Article III.

Section 3. Termination of Participation. The Board of Directors by affirmative vote of two-thirds of all the members of the board may expel a participant for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the participation of any participant who becomes ineligible for participation. Any participant terminated under this section may not be reinstated except upon a finding by a two-thirds vote of the Board of Directors that the cause for such termination has been eliminated.

Section 4. Transfer of Participation. Participation in this Council is not transferable or assignable.

Section 5. Licensees. A Licensee is any corporate entity that manufactures glazing materials or any party contracting for the manufacture of glazing materials and that has entered into a valid and subsisting licensing agreement with the Council and has at least one product being certified by the Council. (Amended 4/1/92; 10/3/96.)

ARTICLE IV PARTICIPANTS MEETINGS

Section 1. Annual Meeting. An annual meeting of the participants shall be held each year on the specific date(s) between September 15 and November 15 designated by the Board of Directors for the purpose of electing Directors and for the transaction of such business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the participants called as soon thereafter as conveniently may be.

Section 2. Special Meeting. Special meetings of the participants may be called either by the President, the Board of Directors, or not less than one-tenth of the participants having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place, whether within or without the State of Illinois, as the place of meeting for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Council in the State of Illinois, provided, however, that if all of the participants shall meet at any time and place, either within or

without the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of participants shall be delivered, either personally or by mail, to each participant entitled to vote at such meeting, not less than ten nor more than forty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the participant at the address which appears on the records of the Council, with postage thereon prepaid.

Section 5. Informal Action by Participants. Any action required to be taken at a meeting of the participants of the Council, or any other action which may be taken at a meeting of participants, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the participants entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. Twelve participants, or one-fourth of the total number of participants - whichever is less - shall constitute a quorum at any meeting, but in the event of a quorum not being present, a less number may adjourn the meeting to some future time, not more than seven days later.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Council shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors shall not be less than eight and shall always be equally divided between business community participants having a certified product and public interest participants. Election to the Board of Directors shall be for a one-year period commencing and ending at the Annual Participant's Meeting. A director representing the business community cannot serve for more than five consecutive years. Directors need not be residents of Illinois. (Amended 10/26/2010.)

Section 3. Ex-Officer Members. The immediate past president shall be an ex-officio, nonvoting member providing he is not otherwise a member.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held annually or more frequently. One such meeting of the Board of Directors shall be held each year within forty-eight hours after the adjournment of the annual meeting of the participants.

Section 5. Special Meeting. Special meetings of the Board of Directors may be called by or at the request of the President or any of the Board of Directors, who may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least thirty days previously thereto by written notice delivered personally or sent by mail or e-mail to each director at such director's last address according to the records of the Council. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by e-mail, such notice shall be deemed to be delivered when the e-mail is transmitted over the Internet. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these by-laws. (Amended 9/30/02.)

Section 7. Quorum. At least two Public Interest Directors and two Business Community Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but in event of a quorum not being present, a less number may adjourn the meeting to some future time, not more than seven days later.

Section 8. Manner of Acting. Fifty percent of the voting power at each meeting shall be vested in the Public Interest Directors in attendance and fifty percent shall be vested in the Business Community Directors in attendance. The fifty percent power vested in each group shall be divided equally among the Directors of that group who are in attendance and who have not abstained. A majority of the voting power constitutes the act of the Board of Directors, except where otherwise provided by law or by these by-laws. (Amended 4/14/05.)

Section 9. Vacancies. Any vacancy occurring in the Board of Directors by reason of death, legal incompetency, resignation, failure of a business community director to continue, without interruption, to be affiliated with a specific business participant, or the affiliation of a public interest director with any business community participant involved in the manufacture or sale of architectural glazing materials, or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board, provided that nothing herein contained shall be construed to preclude any director from serving the Council in any other capacity and receiving compensation therefor.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the Council shall be as follows: a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a treasurer, a secretary and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board

of Directors. No person may hold more than one office at one time.

Section 2. Election and Term of Office. The officers of the Council shall be elected annually from among the participants by the Board of Directors at its annual meeting. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Council would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the Council, shall in general supervise and control all of the business and affairs of the Council, and shall preside at all meetings of the participants and of the Board of Directors. The president may sign, with the secretary or any other proper officer of the Council, authorized by the Board of Directors, any deeds, any mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by the statute to some other officer or agent of the Council; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence, inability, or refusal to act of the president, the vice president (or in the event there be more than one vice president, the vice president, in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Council; receive and give receipts for monies due and payable to the Council from any source whatsoever, and deposit all such monies in the name of the Council in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these by-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 8. Secretary. The secretary shall keep the Minutes of the meetings of the

participants and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the Council's records and of the seal of the Council and see that the seal of the Council is affixed to all documents, the execution of which on behalf of the Council under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each participant which shall be furnished to the secretary by the participant, and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Committee of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Council, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

Section 2. Certification Committee.

(a) The Board of Directors shall establish a permanent committee to be known as the Certification Committee. It shall be the duty of this Committee to formulate, review, administer and apply a certification program for the Council. The Board of Directors may, in its own discretion, review any action(s) taken by the Certification Committee. (Amended 4/1/92; 10/20/94.)

(b) Membership in this Committee shall be representative of the participants of the Council entitled to vote pursuant to Section 2 of Article III of these by-laws, each of which shall be permitted to designate a primary member, and two alternates, but will be limited to one vote on all Committee business. No individual designated as a primary member or alternate may cast votes on behalf of more than two participants at committee meetings. (Amended 4/1/92; 10/20/94; 10/6/04.)

Section 3. Term of Office. Each member of a committee shall continue until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled

by appointments in the same manner as provided in the case of the original appointments.

Section 6. Quorum. For all committees except the Certification Committee, and unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present, in person and voting, at a meeting at which a quorum is present shall be the act of the committee. For the Certification Committee, ten members or one-fourth of the total committee, whichever is less, including the chairman or vice-chairman, shall constitute a quorum and the act of a majority of the members present, in person and voting, at a meeting at which a quorum is present shall be the act of the committee. (Amended 10/21/93)

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

Section 8. Nominating Committee. Each year prior to July 1, the president, with the approval of the Board of Directors, shall appoint a Nominating Committee which shall consist of one public-interest member of the Board serving as Chairman, and one business community member of the Board. Appointment may be at a meeting of the Board of Directors or by mail. The Nominating Committee shall prepare and present to the next Annual Meeting of Participants a slate of candidates for the Board of Directors which shall include not less than four public interest candidates and not less than four business community candidates. The committee shall also prepare a slate of candidates for officers of the Council for action by the Board of Directors.

ARTICLE VIII MISCELLANEOUS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Council, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences or indebtedness issued in the name of the Council, shall be signed by such officer or officers, agent or agents of the Council and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or any assistant treasurer and countersigned by the president or a vice president of the Council.

Section 3. Deposits. All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Council any contribution, gift, bequest or devices for the general purpose or for any special purpose of the Council.

Section 5. Indemnification of Personnel. Any person who at any time shall serve, or shall have served as director, officer, employee, administrator or committee member of the Council, or of any other enterprise at the request of the Council, and the heirs, executors and

administrators of such person, shall be indemnified by the Council against all costs and expenses (including but not limited to counsel fees, amount of judgments paid, and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative or other, arising out of such person's being or having been such director, officer or employee, provided, however, that such indemnity shall not be operative with respect to (a) any matter as to which such person shall have been finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his/her duties as such director, officer or employee, or (b) any matter settled or compromised, unless, in the opinion of independent counsel selected by or in a manner determined by the Board of Directors, there is not reasonable ground for such person's being adjudged liable for negligence or misconduct in the performance of his/her duties as such director, officer, employee, administrator or committee member, or (c) any amount paid or payable to the Council or such other enterprise. The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or otherwise.

ARTICLE IX RECORDS

Section 1. Control. The Council shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its participants, Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the participants entitled to vote.

Section 2. Inspection. All books and records of the Council may be inspected at the Council's offices by any participant, or the duly authorized agent or attorney of a participant for any proper purpose at any reasonable time.

Section 3. Audit. The Board of Directors shall cause a certified audit to be made of the financial books and records of the Council at least once every five years; the scope of such audit and the person(s) or firm conducting such audit to be fixed and determined by said Board of Directors. (Adopted Nov. 4, 1976).

ARTICLE X FISCAL YEAR

The fiscal year shall be determined by a vote of the Board of Directors.

ARTICLE XI FINANCES

The Board of Directors may determine from time to time the amount of fees or assessments, if any.

ARTICLE XII SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois."

ARTICLE XIII NOTICES

Whenever any notice whatever is required to be given under the provisions of Chapter 32, Illinois Statutes, or under the provisions of the articles of incorporation or by-laws of the Council, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV AMENDMENT

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, provided that at least thirty days' written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting to the directors. The written notice shall announce the Articles and Sections proposed to be modified.