

BY-LAWS
of
Society of Glass and Ceramic Decorated Products, Inc.

Article I – Name

Society of Glass and Ceramic Decorated Products, Inc.

Article II – Purpose

The purposes are:

To aid the progress of the profession of glass and ceramic decorating; generally, and without limiting the generality of the foregoing to encourage improvements and advances in the art, science and technology of glass and ceramic decorating on a non-profit professional basis; to advance the theory and practice of glass and ceramic decorating and the applied arts; to encourage research and the preparation of papers and reports on glass and ceramic decorating; to stimulate the interest of the members in improvements in the mechanical, technical and manufacturing phases of the glass and ceramic decorating industry and to the end that member concerns be better informed and by the application of such knowledge, improve the quality and standard of their work; to conduct annual technical meetings and various committee meetings related to glass and ceramic decorating and applied arts.

Article III – Membership

Section 1. Eligibility. Any person, firm or corporation interested in or engaged in a commercial application of decorative coating to the surface of glass, or the sale or importation of decorated glass or ceramic ware. Glass is defined herein to include ceramics or articles clad in glass or ceramic.

Section 2. Classes of Membership. Membership in the Society shall be of three classes:

- a) **Members:** Anyone engaged in the importation, sale or decoration of glass and ceramic products; or anyone who supplies equipment or materials or associated services to those who engage in the above mentioned activities is eligible for membership.
- b) **Associate Members:** Any other person, firm or corporation accepted by the membership committee. Such associate members shall include but not be limited to the following:
 - i) Trade associations.
 - ii) Persons formerly engaged in the glass and ceramic decorating business or its allied industries.
 - iii) Students who are currently enrolled or have been enrolled within the previous four (4) months in one or more courses in glass and ceramic decorating.
- c) **Charter Members.** Any members who, at the time of the 1964 annual meeting of the Society of Glass Decorators, was employed by or had an ownership interest in a company represented at the 1964 annual meeting of the Society of Glass Decorators is to be considered a charter member.

Section 3. Becoming a member: Anyone who submits an application and payment for same will be considered for membership. Membership may be denied if it is determined that the individual(s) applying for membership have no material interest in the business of glass and ceramic decorating. Employees of law firms and their employees are not eligible for membership in the Society. Legal counsel employed by a member company may be considered as part of a corporate membership.

Section 4. Resignation. Any member may withdraw from the Society after fulfilling all obligations to it by giving written notice of such intention to the Board, which notice shall be presented to the Board at the first meeting after its receipt.

Section 5. Non-Payment of Dues. Any member in arrears of dues shall be ineligible to vote. Dues are payable by January 1st of each year and memberships expire on December 31st of the same year. Unpaid dues will result in membership benefits being suspended until dues are paid.

Section 6. Suspension. A member may be expelled for other than routine matters such as failure to pay dues or other fees only under the most serious circumstances. This provision may be implemented only according to guidelines established by the Board of Directors and made available to all members. Any member so suspended or expelled may appeal the Board's decision to the general membership by submitting a written request for such consideration, along with a written statement of the member's position, to the Secretary, who will then schedule it for consideration at the next general meeting. A request for appeal and statement of position may not be submitted less than ten (10) days before a general membership meeting.

Suspension or expulsion shall be by a 2/3 vote of the Board of Directors present at any regular meeting of the Board of Directors or at any special meeting called for that purpose provided that a statement of the charges shall have been mailed by certified mail to the member under charges at his last recorded address at least fifteen days before final action is taken thereon; this statement shall be accompanied by a notice of the time when and place where the Board of Directors is to take action in the premises. The member shall be given an opportunity to present a defense at the time and place mentioned in such notice. If any member is so expelled, he shall forfeit all right or claim to any part of the funds or property of the Society and to all rights or privileges as a member.

Article IV – Dues

Section 1. The Board of Directors is empowered to establish the annual dues.

Section 2. Annual dues are payable by January 1st of each year. New members who join on or after October 1st will be afforded membership until December 31st of the *following* year.

Section 3. Additional Funds. Additional funds may be raised by the Society of voluntary contributions from its members after the need of contribution has been determined – either by the membership at any regular or special meeting, or by the Board of Directors. Requests for contributions shall not be deemed in the nature of assessments.

Section 4. Deposit and Disbursements of Funds. The Board of Directors shall authorize the Treasurer or another qualified individual to maintain bank account(s) and financial records on behalf of the Society. This individual(s) shall be under the direction of the Finance Committee appointed by the Board of Directors.

Section 5. Fiscal Year. The fiscal year of the Society shall begin on the first day of July each year.

Article V – Meetings

Section 1. Annual Meetings. There shall be an annual membership meeting of the Society during the annual conference and exposition with the specific date and time to be to be designated by the Board of Directors. Notice of the meeting shall be communicated to members at least ten days, but not more than sixty days, before the time appointed for the meeting. A general email and publication in the Society newsletter shall be considered appropriate communication means for this notice. The annual meeting shall be held for the purpose of election of members of the Board of Directors and for receiving the annual reports of officers, directors, and committees and the transaction of other business.

Section 2. Special Meetings. Special meetings of the Society may be called by the Board of Directors at their discretion. Upon the written request of twenty members of the Society, the Board of Directors shall call a special meeting to consider a specific subject. Notice of any special meeting is to be given in the same manner as for the annual meeting. No

business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Society.

Section 3. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Society may be held at any time and at any place and any action may be taken thereat if notice and lapse of time is waived in writing by every member having the right to vote at the meeting.

Section 4. Quorum. The presence in person or by proxy of at least twenty or more members shall be necessary to constitute a quorum for the transaction of business.

Section 5. Voting. Any member (or corporate delegate member) in good standing is entitled to vote at any meeting. All questions, the manner of deciding which is not otherwise prescribed, shall be decided by a majority vote of the members present in person or by proxy.

Section 6. Proxies. Every member of the Society entitled to vote at any meeting thereof may vote in proxy. A proxy shall be filed with the Secretary of the Society. Unless the duration of the proxy is specified it shall be invalid after eleven months from the date of its execution.

Section 7. Order of Business. The order of business shall be as follows at all meetings of the Society and the Board of Directors.

1. Acknowledgement of a quorum.
2. Proof of the notice of meeting or waiver of notice.
3. Reading of the minutes.
4. Receiving communications.
5. Elections of officers and new members.
6. Reports of officers.
7. Reports of committees.
8. Unfinished business.
9. New business.

The order of business may be altered or suspended at any meeting by a majority vote of the members present.

Section 8. Antitrust Policy:

A. Antitrust Laws and Society Activities

In general, trade associations such as the Society are subject to strict examination by both state and federal agencies to ensure compliance with antitrust restrictions. Any association, by virtue of its composition of competing member firms joined for a common purpose, must proceed with extreme caution in certain activities to preclude violation of these statutes. Therefore, the Society should be careful to limit its activities to engaging only in any lawful method of cooperative activity.

B. Potential Problem Areas

Potential antitrust problem areas for the Society include: (1) price fixing; (2) agreements to divide territories or customers (even an agreement to keep out of another's territory); (3) membership restrictions, where members of an association derive economic benefit and the denial of membership to an applicant would limit that applicant's ability to compete; (4) voluntary industry standards that favor some competitors and discriminate against others; and (5) industry self-regulation through establishment of codes of ethics where efforts to enforce such codes would result in economic injury to certain members.

C. Applicable Federal Antitrust Provisions

The most important antitrust statutes governing an association's activities are Section 1 of the Sherman Act and Section 5 of the Federal Trade Commission Act. Section 1 of the Sherman Act prohibits "every contract, combination in the form of trust or otherwise, or conspiracy, in restraint of trade or commerce among the several States, or with foreign nations." The Sherman Act prohibits any understanding that may restrain trade or impair competition, regardless of the purpose of such understanding. Members of an association reaching any form of an understanding or agreement concerning price would be prohibited from justifying such understanding on the basis that it would benefit the consumer. The Sherman Act is a criminal statute and extends to both active and inactive participants in any illegal discussion concerning price fixing or other restraints of trade. Thus, participants who merely attend such a meeting may be criminally liable and subject to as great a penalty as those who might actively have agreed to fix prices. Section 5 of the Federal Trade Commission (FTC) Act declares as unlawful "unfair methods of competition" and "unfair or deceptive acts or practices" in, or affecting, commerce. In contrast to the Sherman Act, the FTC Act empowers the Commission to reach anti-competitive activities committed by individual persons or companies whether or not there is any agreement or "combination." The FTC Act, like the Sherman Act, covers joint actions.

D. Penalties for Violation of Antitrust Statutes

Penalties under both federal statutes are severe and may be enforced against Society members and staff by both representatives of the government and by private parties utilizing treble damage remedies. Penalties under the Sherman Act include a fine of up to \$350,000 and imprisonment for up to three years for individual convictions and a corporate fine as high as \$10,000,000. Violations of the Federal Trade Commission Act are subject to cease and desist orders, which impose significant restraints upon an association and its activities. Violations of these provisions can result in fines as high as \$10,000 per day.

E. Topics of Discussion to be Avoided at Any Society Meetings and with Any Other Industry Members

There are certain basic topics which company representatives should not discuss with other industry members at conventions, meetings or even on the telephone. These include:

- Prices
- What constitutes a "fair" profit level
- Possible increases or decreases in prices
- Standardization or stabilization of prices
- Pricing procedures
- Cash discounts
- Credit terms
- Control of sales
- Allocation of markets
- Refusal to deal with a corporation because of its pricing or distribution practices
- Whether or not the pricing practices or any industry member are unethical or constitute an unfair trade practice.

Article VI – Directors

Section 1. Directors. The property, affairs, business, and concern of the Society shall be vested in a Board of Directors, which shall consist of the President, Vice President, Treasurer, Secretary, Immediate Past President, Second Past President (heretofore known as the Past President, Emeritus), and three directors elected at large for three-year terms. The members of the board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified at the next annual meeting of the membership.

Section 2. Election of Directors and Terms. At the annual meeting, there shall be an election at which time the directors shall be elected for a three-year term from the Society at large by a majority vote.

Section 3. Nominating Committee. Members of the Board shall act as the nominating committee and may, at its discretion, solicit nominations from the membership at large. The Board will recommend one or more persons for each officer and director position which are to be voted on at the next membership meeting and such recommendations will be sent to each member at least 30 days before the next membership meeting. If any member desires to nominate a member not recommended by the Board, then nomination must be received in writing by the President of the Society mailed to the Society's headquarters postmarked at least 15 days before the next membership meeting accompanied by a nominating petition signed by at least ten (10) percent of the membership and a statement signed by the person so nominated that he or she would serve if elected.

Section 4. The Board of Directors May:

1. Hold meetings at such times and places as they think proper.
2. Provide for the day-to-day management of the Society
3. Appoint committees on particular subjects from the members of the Board or from other members of the Society.
4. Audit bills and disburse the funds of the Society.
5. Print and circulate documents and publish articles.
6. Carry on correspondence and communicate with other associations and publications interested in glass and ceramic decorated products and allied industries.
7. Employ agents.
8. Devise and carry into execution such other measures as they deem proper and expedient to promote the objects of the Society and to best protect the interests and welfare of the members.

Section 5. Meetings of the Board. The Board of Directors shall meet regularly at least twice a year, once immediately succeeding the annual meeting and at least one additional time each year. Notice of the meeting shall be made at least 60 days prior via electronic, phone or mailed communication. The President may, when he deems necessary, or the Secretary shall, at the request in writing of five members of the Board, issue a call for a special meeting of the Board and only five days notice shall be required for such special meeting. The President shall preside at all meetings of the Board of Directors.

Section 6. Quorum. A majority of the membership of the Board of Directors shall constitute a quorum.

Section 7. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay by a majority vote and ballot of the remaining members of the Board at a special meeting which shall be called for that purpose. Such meeting may be held via electronic means including email, teleconference or video conference. The person so chosen shall hold office until the next annual meeting at which time an election will be held to fill the remaining portion of the unexpired term. The board may, at its discretion, fill the vacancy by asking each remaining member to move up in succession, thereby creating a new position to be filled immediately or at the next Annual Meeting of the Society.

Article VII – Officers

Section 1. Number. The officers of the Society shall be a President, one Vice president, a Secretary and a Treasurer.

Section 2. Method of Election. The members of the Society shall, at its annual meeting, elect all officers for a term of one year.

Section 3. Duties. The duties of the President, Vice President, Secretary and the Treasurer shall be as follows:

President

The President shall preside at all meetings of the Society and of the Board of Directors; he or she shall exercise the power and perform the duties assigned to him by these By-laws. He or she shall be the chief executive officer of the Society and, with the Board of Directors, shall supervise generally the management of the affairs of the Society. At the annual meeting

he or she shall make a report of the Society's condition and activities. The President shall be ex-officio a member of all committees. The President shall not vote in Board or general meetings unless there is a tie.

The Board of Directors shall be empowered to appoint, hire, or contract with individuals to perform administrative duties, including but not limited to: Giving notice of and attending all meetings of the Society and its several divisions and all committees, and keep a record of their doings; conducting all correspondence and to carry into execution all orders, votes and resolutions not otherwise committed; keeping a list of the members of the Society; collecting the fees, annual dues and subscriptions, and pay them over to the Treasurer; notifying the members of their appointment on committees; furnishing the Chairmen of each committee with a copy of the vote under which the committee is appointed and, at his request, giving notice of the meetings of the committee; preparing, under the direction of the Board of Directors, an annual report of the transactions and condition of the Society; devoting best efforts to forwarding the business and advancing the interests of the Society; and such other duties the Board of Directors in its discretion deems appropriate.

Secretary

The Secretary shall keep and circulate minutes of meetings of the Board of Directors and all meetings of the membership and may perform such functions as required of a corporate secretary by the laws of the State of Ohio. The Secretary shall also circulate the formal agenda for all Board and general meetings of the Society.

Treasurer

The Finance Committee, acting on behalf of the Board of Directors, may designate those persons who have authority to collect and disburse money on behalf of the Society, including the signing of checks. The Treasurer may elect to oversee Society finances on behalf of the Finance Committee, or may elect to appoint another Board member to oversee these activities.

The Treasurer shall oversee the activities of the Society as to the financial affairs of the Society and shall report to the Board at each Board meeting and to the general membership at the annual meeting on the financial condition of the Society. The Treasurer will prepare an annual budget, in conjunction with the Executive or Administrative Director and the Finance Committee, for approval by the Board at the first Board meeting of each year.

The funds and financial records of the Society shall at all times be under the supervision of the Board and subject to its inspection and control. The Board may, at its discretion, require the Treasurer, or any other person charged by it with responsibility for Society funds to secure a bond for the benefit of the Society, the premium for such bonds to be paid by the Society.

Director

Directors shall serve a three year term during which time they will discern whether or not they wish to be nominated as an officer of the Society. Directors shall make a commitment to attend Board and general meetings unless unforeseen circumstances prevent this. Directors shall serve on committees as appointed by the President. Directors shall also act as ambassadors to the Society, promoting its value and importance to customers, vendors and others in the industry.

Article IX – Amendments

Section 1. These By-laws may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the Society. The proposed changes shall be mailed to the last recorded address of each member at least ten days before the time of the meeting, which is to consider the change.

Section 2. Upon consideration of any proposed amendment, amendments thereto may be offered and acted upon at the same meeting.