

GLASS MANUFACTURING INDUSTRY COUNCIL INFORMATION AND POLICY GUIDE

Approved by the Board of Trustees June 2025

Background

This Glass Manufacturing Industry Council Information and Policy Guide (this “Policy”) was created in May 2025, based on the existing Bylaws (see end of document) of the Glass Manufacturing Industry Council (“GMIC”) as well as current operating practices and examples from other nonprofits.

This Policy replaces and supersedes in their entirety the existing Bylaws, as adopted in 1998 and previously amended, as well as the Code of Regulations (end of document), as adopted in 1998 and previously amended. This Policy subject to and incorporated into the Amended and Restated Bylaws of GMIC dated October 2025.

This Policy will be submitted to GMIC’s Board of Trustees (the “Board”) for review and approval. Following approval, the Board may change or adopt policies as necessary to support the work of the association.

Mission

The mission of GMIC is to facilitate, organize, and promote the interests, economic growth, and sustainability of the glass industry through education and cooperation in the areas of technology, productivity, innovation, and the environment.

Purpose

GMIC is organized for the purpose of improving the business conditions for, and promoting the interests of, the glass industry in the United States, and includes the following specific purposes:

1. Facilitate and promote cooperation within the glass industry in the United States through cooperation in the areas of technology, productivity and the environment;
2. Coordinate pre-competitive research and development for glass manufacturers by developing, selecting, coordinating and overseeing a pre-competitive research and development portfolio related to glass production, with the ultimate goal of strengthening the competitive position of the United States glass industry and materials market;
3. Act as the central organization for advancing the technology and efficiency of glass manufacturing in areas of mutual interest and benefit to all glass producers.

History

GMIC was incorporated in 1998 as a 501(c)(6) nonprofit trade association focused on representing the interests of the glass manufacturing industry. The U.S. Department of Energy was instrumental in the establishment of GMIC as the Department wanted a single entity to represent manufacturers and suppliers in the glass industry. In the early years, GMIC was awarded a number of DOE grants focused on energy efficiency research. When those projects ended, the association shifted to industry education, particularly by taking over management of the annual Glass Problems Conference. In the early 2020’s, with the Federal government again supporting research into new industrial technology and decarbonization, GMIC was awarded a grant to study furnace electrification and its impact on glass quality. That grant is scheduled to run from 2024-28.

ANTITRUST

GMIC recognizes that compliance with antitrust laws is important for trade associations and their members. While participation in an association by a company or an individual will not, in and of itself, violate antitrust laws, both associations and their members should be aware of the pertinent laws in order to avoid any potential problems. In that regard, the Board of GMIC has adopted this Antitrust Policy to familiarize its members with antitrust laws and how these laws affect GMIC activities.

A. Relevant Statutes

The term “antitrust laws” commonly refers to three federal statutes: the Sherman Act, the Clayton Act, and the Federal Trade Commission Act. Each state also has its own antitrust laws. Importantly, Section 1 of the Sherman Act prohibits “contracts, combinations, or conspiracies . . . in restraint of trade.” This provision prohibits collective, not unilateral conduct that restrains trade. Section 5 of the Federal Trade Commission Act prohibits “unfair methods of competition in or affecting commerce.” This provision, unlike Section 1 of the Sherman Act, extends to anti-competitive acts committed by single persons or companies, whether or not there is an agreement or combination, as well as joint actions.

The antitrust laws may be enforced against associations and their members by the United States Department of Justice, the Federal Trade Commission (“FTC”), State Attorneys General, and often by private plaintiffs. Penalties can be severe, including imprisonment, fines in excess of \$300,000.00 for individuals and up to \$10 million for corporations, cease and desist orders, treble damages and attorney’s fees in actions brought by competitors or consumers.

B. Association Activities under the Antitrust Statutes

Because associations are, by their very nature, combinations of competitors, one element of a possible violation is always present. The only other element necessary for a potential violation to occur is an action that unreasonably restrains competition. Antitrust enforcers look to whether a challenged action hinders, enhances, or has no significant effect on competition. Some association conduct is virtually always considered to be an unreasonable restraint of trade, regardless of the effect on competition, including:

- Price fixing
- Boycotts of third parties
- Agreements to allocate markets or limit production

Other activities by board or association members may unreasonably impair competition, based on a variety of factors. From a practical standpoint, GMIC members should be particularly cognizant of the following activities, which the United States Department of Justice and the FTC have scrutinized in the past:

- Setting membership criteria - denial of membership to applicants or expulsion of existing members
- Setting industry standards; product certification
- Establishing and enforcing the Codes of Ethics for association members
- Denying certain essential services to non-members
- Conducting statistical reporting programs - particularly those that require the participation of all members, prohibit participation by non-members, or are unnecessarily detailed.

GMIC board and association members should carefully consider whether to engage in these activities and resolve any questions with GMIC counsel prior to acting.

C. Board Meetings and Other Activities Incidental to Meetings

Members must refrain from any discussions or activities (whether in meetings or activities incidental to meetings) that might in any way unreasonably restrain competition. **Do not**, whether seriously or in jest, in fact or in appearance, discuss or exchange information regarding:

Prices, including:

- Individual company prices, price changes, price differentials, pricing patterns or policies, terms and conditions of sale affecting price such as mark-ups, discounts, allowances, credit terms, warranties, the content of labels, indemnification agreements, etc.;
- Industry pricing policies, price levels, pricing procedures, profit margins or other data that bear on price; and
- Individual company data on costs, production, capacity, inventory, sales, profit margins or other data that bear on price.

Production, including:

- Changes in industry production, capacity, inventories (including planned or anticipated changes); and
- Individual company plans concerning the design, production, distribution or marketing of particular products or product features, including possible or proposed customers or territories.

Marketing Procedure, including:

- Matters relating to dealing or not dealing with actual or potential individual suppliers, customers, or competitors that might have the purpose or the effect of excluding them from any market, or any part thereof;
- Territorial restrictions, allocations of customers, restrictions on types of products or any other kind of market division; and
- Bids on contracts or procedures for responding to bids.

Members should always:

- Meet pursuant to the agenda distributed prior to the Board meetings.
- Limit meeting discussions to agenda items unless additional topics are approved by the President.
- Have the Executive Director or counsel present at each Board meetings unless an exception has been authorized by the President.
- Keep minutes which accurately reflect the topics discussed at the meeting.
- Object to any meeting discussions or activities which appear to violate these guidelines, disassociate yourself from any such activities, and leave the meeting if they continue.

The following statement is shown before each Trustee meeting:

“As participants in this meeting, we need to be mindful of the constraints of antitrust laws. There shall be no discussions of agreements or concerted actions that may restrain competition. This prohibition includes the exchange of information concerning individual prices, terms, conditions of sale, discounts, territories, customers, market practices, or any other competitive aspect of an individual company’s operation. Each participant is obligated to speak up immediately for the purpose of preventing any discussion falling outside these bounds.”

BOARD OF TRUSTEES

The Board of Trustees is the governing body of GMIC.

A. Structure and Composition

The Board consists of five Officers and between six and 18 representatives of the membership.

B. Qualifications and Election

- Commitment to GMIC's mission
- Relevant expertise and experience.
- Ability to contribute time and resources.
- Election process outlined in the Bylaws.

C. Legal Duties

Duty of Care. The duty of care describes the level of competence that is expected of a board member and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when they make a decision as a steward of the organization.

Duty of Loyalty. The duty of loyalty is a standard of faithfulness; a Board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain but must act in the best interests of the organization. Board members must act in a way that is inconsistent with the central goals of GMIC. A basis for this rule lies in the public's trust that GMIC will manage donated funds to advance GMIC's mission. This duty also requires Board members to obey the law and GMIC's internal rules and regulations.

D. Responsibilities (from Boardsource.org)

1. Attend all board and committee meetings and as many functions, such as special events, as possible.
2. Be informed about the organization's mission, services, policies, and programs.
3. Prepare for Board and committee meetings by reviewing the meeting agenda and supporting materials.
4. Serve on committees or task forces as capacity allows.
5. Inform others about the association. Advocate for the association.
6. Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
7. Keep up to date on developments in the organization's field.
8. Follow conflict-of-interest and confidentiality policies.
9. Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's financial statements.

E. Meetings

1. Schedule and Frequency
 - a. Regular meetings are held quarterly.
 - b. Special meetings may be called the President as needed.
 - c. Staff send calendar invites for quarterly meetings at least six months in advance.

- d. Remote participation is allowed.
- 2. Annual Retreat
 - a. Each summer, generally in June or July, the Board meets for a retreat to discuss strategy, operations, and the state of the industry.
 - b. The retreat will be held near the location of a member facility, allowing Board members to tour plants across North America.
 - a. 2025: Modesto, CA; Gallo host
 - b. 2026: Grand Rapids MI; RoMan Manufacturing host (planned)
 - c. 2027: TBD

F. Agendas, Reports, and Minutes

- 1. Agendas, developed by the President and Executive Director, are sent to members at least one week in advance of the meeting.
- 2. Reports are also sent in advance of the meeting.
- 3. Minutes will be sent to Board members for review and voted on for approval at the next meeting.

BUDGET AND FINANCE

A. Audit or Review

Each year, GMIC books will be reviewed by an outside accounting firm. A full audit will take place every three years, unless the Treasurer recommends to the Board a change to the planned schedule. Staff will provide all necessary financial information necessary for a complete review or audit.

B. Authority

The Executive Director manages the GMIC checking and savings accounts. He or she maintains the check ledger and is authorized to pay vendors, staff and member reimbursements, conference deposits, etc. The Treasurer will be granted online review access to the GMIC accounts. The Executive Director will inform the Treasurer when a disbursement of \$40,000 or greater is to take place. This generally occurs only for GPC conference expenses.

C. Banking and Investments

GMIC has accounts at several financial institutions.

- 1. **Chase** –Current Chase accounts are:
 - a. Preferred Business Checking – for ongoing operations.
 - b. Business Total Savings.
 - c. Dept. of Energy grant Preferred Business Checking – to segregate grant activity from operations.
 - d. Merchant Services account – used to process online credit card transactions, primarily for GPC.
 - e. Ink Preferred business credit card (ending 7367) – used primarily for conference and meeting deposits, staff travel, and subscriptions.
- 2. **Meeder Fund** – long-held money market account that is the primary account for membership payments. After 2025 membership renewals, the Executive Director will investigate closing this account and making Chase checking the primary account for membership payments.

3. **UBS Wealth Management** – business services account for GMIC reserves, includes the support of an investment advisor. See Addendum 1 for the current investment policy.

D. Bookkeeping

The Manager of Member Services maintains the ledger of revenue and expense in QuickBooks and produces a monthly financial statement for review by the Executive Director. Quarterly statements are provided to the Treasurer and Board for review and discussion.

E. Budget

Staff and the Treasurer will present a draft budget to the Board for approval at the Q4 Board meeting, generally held in December. Minor adjustments can be made as current year budget results become available. Adjustments will be shared with the Board at the Q1 meeting.

F. Fiscal year

GMIC's fiscal year is January 1 – December 31.

G. No Personal Inurement

GMIC earnings do not and will not inure to the personal benefit of, or be distributable to, GMIC's members, Board members, Officers, or other private persons.

COMMITTEES and WORKGROUPS

A. Formation

Standing committees or shorter-term workgroups are created by recommendation of the President and approval of the Board.

B. Appointments

Appointments are made by the President in consultation with the Executive Committee and staff.

C. Members

Any employee of a member company is eligible to serve on committees or workgroups. Employees that are not the current company representative are particularly encouraged to volunteer.

D. Charges

Each committee will be listed on the website with charge, deliverables, expected time commitment, and roster.

E. Reports

Committee chairs will at a minimum provide semi-annual reports to the Board.

F. Standing Committees

1. **Communications** - To support planning, development, and implementation of GMIC electronic communication to members and the industry.
2. **Finance** - To support budget development, financial planning and reporting.

3. **Membership Development** - To recommend and implement strategies that enhance the value of GMIC membership, encourage new and continuing membership, and to increase member engagement.

G. Workgroups (as of May 2025)

1. **Education Development** - To analyze the current state of glass industry education and make recommendations for the development of a GMIC education programs that complement the annual Glass Problems Conference.

COMMUNICATIONS

This Policy is to ensure consistent, professional, and legally compliant communications that reflect the GMIC's mission, values, and role as a glass industry advocate. All content should align with brand and:

1. Promote member companies and the glass industry.
2. Highlight GMIC/glass events, news, and accomplishments.
3. Engage and inform members, stakeholders, and the public.
4. Advocate for glass industry policy positions.
5. Share educational resources relevant to the industry.
6. Recognize member achievements/awards.

A. Policy Scope

1. All communication channels.
2. Staff, contractors, and volunteer leaders (e.g., Board, committee chairs) when posting/commenting on behalf of GMIC.

B. Current Communication Channels

1. LinkedIn.
2. Website.
3. Quarterly newsletter.
4. YouTube.
5. Member emails.

C. Authority

1. Executive Director: all channels.
2. Manager Member Services: member emails.
3. 614 Digital (Contractor): LinkedIn, Blog, YouTube.

D. Prohibited Conduct:

1. Sharing confidential or proprietary member information.
2. Posting defamatory, discriminatory, or inflammatory content.
3. Endorsing political candidates or partisan positions (unless aligned with an approved advocacy agenda).
4. Engaging in arguments or unprofessional exchanges.

E. Postings from Personal Accounts of Staff or Member Leaders

1. Do not represent personal opinions as those of the GMIC.
2. Include a disclaimer if necessary (e.g., "Views are my own.").
3. Avoid sharing non-public information learned through your role.

F. Crisis Communications

In the event of a crisis (e.g., industry controversy, major policy change, cyber breach), only designated spokespeople may post or respond.

G. Monitoring and Enforcement

GMIC reserves the right to monitor and take corrective action on communication that violates this Policy, including:

1. Removing content.
2. Revoking access to social media accounts.
3. Disciplinary actions for staff as appropriate.

H. Review and Updates

This Policy will be reviewed and updated as needed to reflect changes in technology, platforms, or legal requirements.

CONFLICT OF INTEREST

GMIC will take all appropriate measures to identify and eliminate conflicts of interests in its operations. Procedures are developed and implemented by the Board to ensure transparent and ethical behavior in the conduct of GMIC business.

This Conflict of Interest policy is intended to supplement, but not replace, federal and state laws governing conflicts of interest applicable to not-for-profit corporations. It applies to board members, paid staff, management staff, and consultants.

Board Trustees and Officers will not knowingly engage in any activities or transactions in material conflict with their duties and obligations to GMIC while serving in such capacity. The following policy will apply to any business dealings, financial relationship, transaction or arrangement (a "Transaction") between GMIC and an "interested person".

A. Definitions

1. **Interested Person**. For purposes of this Conflict of Interest Policy, an "interested person" means a Trustee, Officer or committee Chairperson who has a direct or indirect "financial interest" with respect to the GMIC.
2. **Financial Interest**. For purposes of this Conflict of Interest Policy, a "financial interest" shall exist if a person has, directly or indirectly, through business dealings, investments, family relationships or otherwise:
 - a. an ownership or investment interest in any entity with which GMIC has business dealings, or with which GMIC has entered into or proposes to enter into any transaction; and/or
 - b. a compensation arrangement with GMIC or with any entity or individual with which GMIC has business dealings or has entered into or proposes to enter into any transaction; and/or
 - c. a potential ownership or investment interest in, or compensation arrangement with, an entity or individual with which GMIC is negotiating business dealings or any transaction.
3. **Compensation**. For purposes of this Conflict of Interest Policy, "compensation" includes direct or indirect remuneration, gifts or favors which are substantial in nature.

B. Policy

1. Each interested person shall disclose to the Board any financial interest of such interested person and all material facts relating thereto and the following procedures shall then apply:
 - a. the interested person shall not participate in any votes concerning the Transaction, or otherwise related to the financial interest disclosed;
 - b. the Board shall exercise due diligence to ascertain whether the Transaction is in the best interests of GMIC; and
 - c. The Transaction may be approved by a majority vote of non-interested Trustees eligible to vote on such matter.
2. GMIC will institute procedures to ensure that this Conflict of Interest Policy is distributed to all Trustees, Officers, and committee chairpersons. GMIC may require each such person to sign an annual statement that such person:
 - a. received a copy of the Conflict of Interest Policy;
 - b. has read and understands the Conflict of Interest Policy;
 - c. agrees to comply with the Conflict of Interest Policy;
 - d. understands that the Conflict of Interest Policy applies to all Trustees, Officers, and committee chairpersons; and
 - e. understands that the GMIC is tax exempt under Section 501(c)(6) of the Internal Revenue Code and, in order to maintain its tax-exempt status it must continuously engage primarily in activities which accomplish one or more of GMIC's mission.

EXECUTIVE COMMITTEE

The Executive Committee is a five-member subset of the Board. Members of the committee generally make a five-year commitment, with an expected rotation of Director at Large, Treasurer, Vice President, President, and Past President. Members of the Executive Committee have essential leadership roles in GMIC, acting on behalf of the Board between Board meetings. Major functions include:

A. Strategic Oversight

1. Provides guidance on the implementation of the strategic plan, including annual planning and new programs.
2. Reviews major policy issues and prepares recommendations for the full Board.

B. Decision-Making Between Board Meetings,

1. Acts on time-sensitive issues that cannot wait for the full Board.
2. Approves routine or emergency actions within authority delegated by the Board.

C. Executive Director Support and Oversight

1. Oversees and evaluates the performance of the Executive Director, in consultation with Board members.
2. Provides counsel and support on management, staffing, and organizational priorities.

D. Financial Oversight

1. Monitors financial health and reviews financial reports more frequently than the full Board, particularly the Treasurer.
2. May make financial decisions or approvals within pre-authorized limits.

E. Membership Development

1. Helps build member value and maintain a strong connection between the Board and the broader membership.
2. Helps recruit new members at industry events and help identify potential new members.

F. Governance

1. Develops Board meeting agendas (primarily the President) and monitors compliance with the Bylaws and policies.
2. Assists in recruiting candidates for nominating or governance committee or assists those functions.

G. Advocacy and Industry Representation

1. Provides high-level input on advocacy strategy (key strategy in 2025) and may represent GMIC in external meetings or coalitions.
2. Supports government relations at the Federal, state, and local level policy makers and stakeholders (aspirational).

H. Executive Director Support and Oversight

1. Oversees and evaluates the performance of the Executive Director, in consultation with Board members.
2. Provides counsel and support on management, staffing, and organizational priorities.

I. Meetings

1. Regular meetings are held quarterly.
2. Annual retreat.
3. Special meetings may be called the President as needed.
4. Staff send calendar invites for quarterly meetings at least six months in advance.
5. Remote participation is allowed when technology is available.

J. Agendas, Reports, and Minutes

1. Agendas, developed by the President and Executive Director, are sent to members at least one week in advance of the meeting.
2. Reports are also sent in advance of the meeting.
3. Minutes will be sent to members for review and voted on at the next meeting.

K. General Duties of Each Office

Specific responsibilities are defined in the Bylaws and general duties are described below.

1. President

- a. Serves as the chief elected officer.
- b. Presides over meetings of the Board and membership.
- c. Works closely with the Executive Director to ensure implementation of the GMIC's mission and strategic goals.
- d. Represents GMIC at industry or public events.
- e. Provides leadership and direction to other Executive Committee members.

2. Vice President

- a. Supports the President and assumes their duties in their absence.
- b. May be assigned oversight of specific initiatives, committees, or projects.
- c. Prepares to assume the role of President in a leadership succession plan.

3. Treasurer

- a. Chairs the Finance Committee.
- b. Meets quarterly with the Executive Director to review financial reports.
- c. Reviews and presents financial reports to the Board, along with the Executive Director.
- d. Supports development of the annual budget with the Executive Director.
- e. Reviews the annual report from auditors and alerts the Board to any irregularities.

4. Director at Large

- a. Represents the broad interests of the general membership on the Executive Committee.
- b. Engages with members to understand their needs and concerns.
- c. Serves as a liaison to committees and working groups as assigned.

5. Immediate Past President

- a. Provides continuity and institutional knowledge.
- b. Serves as advisor and mentor to other members of the Executive Committee.
- c. Serves as a liaison to committees and working groups as assigned.

L. Limits on Authority

The Executive Committee's authority is granted by the Board and defined by the Bylaws and policies. It cannot:

- 1. Amend the Bylaws.
- 2. Hire or fire the Executive Director without full Board input.
- 3. Approve major financial decisions beyond a set threshold.
- 4. Take actions reserved explicitly for the full Board.

EXTERNAL RELATIONSHIPS

A. International Commission on Glass (ICG)

GMIC is recognized as a National Participation Organization (NPO) member of ICG, representing the U.S. glass industry. In 2025, it is anticipated that annual dues will increase from € 199 to € 406 to support the ICG strategic plan adopted in 2024.

The Executive Director represents GMIC on the ICG Council, similar to a board of directors.

ICG holds an annual meeting and an International Congress on Glass (every third year). The Executive Director is expected to represent GMIC at these meetings and to participate in ICG governance. Occasionally the timing of the meeting or the expense of getting to the location makes participation unfeasible. Recent representation was:

- 2022 Congress, Germany Attended (former ED)
- 2023 Annual, China Did not attend, adjacent to GPC
- 2024 Annual, Korea Attended
- 2025 Congress, India Did not attend, timing and expense
- 2026 Annual, France TBD

B. Northwest Ohio Innovation Consortium (NOIC)

NOIC formed in 2024 to compete for state grants that support the glass and solar industry in Northwest Ohio. Because many NOIC goals align with GMIC goals, i.e., workforce development, research, recycling support, etc., GMIC supported the NOIC grant application

with a supporting match of \$1,372,800. This match is part of a Department of Energy grant awarded to GMIC and represents the amount of the grant that will be spent in Northwest Ohio.

The Executive Director represents GMIC on the NOIC Board of Directors, attending both in-person meetings in Perrysburg, OH (combined with Toledo office visits), and virtually. The Executive Director also is a member of the Education and Recycling Committees.

MEMBERSHIP

A. Categories

1. **Glass Manufacturing** members are businesses that create glass from raw materials.
2. **Associate** members are non-manufacturer suppliers, processors, and other organizations associated with the glass industry.
3. **Glass User** members are purchasers of glass products for their specific needs, e.g., automotive, construction, food and beverage, pharmaceutical, etc.
4. **University/College** members are educational institutions with academic or research programs in glass or materials science.
5. **Research Institute** members are nonprofit laboratories or research facilities, e.g., National Labs.
6. **Individual** membership is open to anyone with an interest in the glass industry.
7. **Honorary/Retired** membership may be conferred by the Board to individuals that have made significant contributions to the industry or GMIC.

B. Calculation of Dues

1. For **Glass Manufacturing** members, dues are based on annual sales of glass.
2. For **Associate** members, dues are based on annual sales to the glass industry.
3. The dues for all other members are a flat fee.

C. Current Dues

1. For Glass Manufacturing and Associate members:
 - a. Annual glass sales of \$1 billion or more: \$18,000.
 - b. Annual glass sales between \$100 million and \$1 billion: \$15,000.
 - c. Annual glass sales between \$50 million and \$100 million: \$7,500.
 - d. Annual glass sales less than \$50 million: \$5,000.
 - e. Annual glass sales less than \$5 million: \$1,000.
2. For Glass User members: \$2,000.
3. For University/College members: \$500
4. For Research Institute members: \$500

D. Dues Process

1. Dues for current members are billed the first week of January and due by April 15. Dues not paid by June 1 are assessed a 10% late payment fee. A member that fails to pay dues by July 1 will be removed from the membership roster.
2. Dues for new members are pro-rated quarterly and based on the join date, e.g., a new member joining in July is billed 50% of the regular dues rate.
3. At the time of application, each member will identify one GMIC representative and one alternate.

OFFICE INFORMATION

A. Location

Since its inception, GMIC had been co-located with the American Ceramic Society in Westerville, OH. It leased two private offices as well as storage space there. ACerS terminated the lease in December 2024 so it could sublet its entire office to a new tenant and move to a new location.

In December 2024, on recommendation of staff and approval of the Executive Committee, GMIC moved to a small, private office within a shared office space in Toledo, OH. The office is owned and managed by Regus, Inc. The GMIC office has space for two desks and storage for key files and GPC materials.

Address:

3950 Sunforest Ct, Suite 200, Ofc 209
Toledo, OH 43623

Previous addresses:

550 Polaris Parkway (2018-2024)	600 N. Cleveland Avenue (1998-2018)
Suite 510	Suite 210
Westerville, OH 43082	Westerville, OH 43082

B. Administrative Services

GMIC continues to contract with ACerS for administrative services. Services are invoiced monthly and include:

1. Payroll and benefits
2. Human resources support
3. IT network access and storage, and computer support

RECORDS RETENTION

A. Purpose

Record retention and document destruction are distinct, but complementary issues. Record retention balances the need for an organization to maintain accurate and appropriate files with the challenge of limited physical and electronic space for archives. All businesses need to keep documents that preserve institutional history for strategic planning, regulatory compliance and legal purposes.

The Sarbanes-Oxley Act of 2002 forbids purging of documents when any organization – nonprofit or for-profit – is under federal investigation. Document destruction policies provide guidelines for the proper disposal of records and prevent destruction of relevant documentation if the organization is involved in litigation.

It is a federal crime to alter, cover up, falsify or destroy any document to prevent its use in an official proceeding. Retention and destruction policies are helpful under any circumstances. When already in place, these policies not only help nonprofits retain appropriate historical and legal documentation, but they also clarify the steps to take if a federal investigation ever takes place.

For all records, GMIC relies primarily on electronic files and a secure network drive, managed through a services agreement with the American Ceramic Society. Both GMIC employees work remotely, one in Columbus and one in Chicago, with the physical office in Toledo. The office has room for a single file cabinet that holds important founding, financial, and other historical documents.

The below policy applies to paper, electronic files (including e-mail) and voicemail records, regardless of where the document is stored, including network servers, desktop, laptop or handheld computers and other wireless devices with text messaging capabilities.

B. Document Retention

GMIC will retain records for the period of their immediate or current use, unless longer retention is necessary for historical reference or to comply with contractual or legal requirements. This Policy contains guidelines for how long certain documents, regardless of physical form, should be kept and how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records and to facilitate operations by promoting efficiency and freeing up valuable storage space.

GMIC takes seriously its obligations to preserve information relating to litigation, audits and investigations. The Sarbanes-Oxley Act of 2002 makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding. This Policy provides for systematic review, retention and destruction of documents received or created by GMIC in connection with the transaction of organization business.

C. Record Retention Requirements

Each of the following Document Types shall be retained for the indicated period of time:

1. Annual Audits and Financial Statements Permanently
2. Articles of Incorporation Permanently
3. Bank deposit records 3 years
4. Bank statements and reconciliations 3 years
5. Board Meeting and Board Committee Minutes Permanently
6. Board Policies/Resolutions Permanently
7. Business Expense Records 7 years
8. Cash receipts 3 years
9. Check registers 7 years
10. Contracts, mortgages, leases, notes (after expiration) 7 years
11. Contracts, mortgages, leases, notes (still in effect) Permanently
12. Copyright registrations & assignments Permanently
13. Constitution, Bylaws, Rules and Procedures Manual Permanently

14. Correspondence (employment related) 2 years
15. Correspondence (formal for customers and vendors) 2 years
16. Correspondence (legal, tax, and regulatory matters) Permanently
17. Deeds, real estate and construction documents Permanently
18. Depreciation schedules Permanently
19. Donor funds 7 years
20. Employee earnings records 7 years
21. Employment Applications 3 years
22. Fixed Asset records Permanently
23. General Ledgers 10 years
24. Insurance Policies, records, claims (expired) 3 years
25. Insurance Policies, records, claims (still in effect) Permanently
26. Inventory records 7 years
27. Investment records statements 7 years
28. Invoices 7 years
29. IRS 1099s (issued) 7 years
30. IRS 990 and 990-T Tax Returns Permanently
31. IRS Application for Tax-Exempt Status (Form 1023) Permanently
32. IRS Determination Letter Permanently
33. Journal Entries 7 years
34. Other non-payroll tax returns Permanently
35. Payroll registers 7 years
36. Payroll tax returns 7 years
37. Personnel files (active employees) Term of Employment
38. Personnel files (terminated employees) 7 years
39. Retirement and Pension Plan Documents Permanently
40. Salary Schedules 5 years
41. Sales and order records 3 years
42. State sales tax exemption letters Permanently
43. Time Sheets/Cards 7 years
44. Trademark and Name Registrations Permanently
45. W-2 Statements 7 years
46. Wire, ACH Documents 3 years

D. Electronic Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an email message, the message should be printed in hard copy and kept in the appropriate file. Backup and recovery methods will be tested on a regular basis.

E. Emergency Planning

Records will be stored in a safe, secure and accessible manner. Documents and financial files that are essential to keeping GMIC operating in an emergency will be duplicated or backed up at least every week and maintained off site.

F. Document Destruction

Staff are responsible for the ongoing process of identifying its records which have met the required retention period and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding. When necessary, the

Executive Director may issue a “legal hold” suspending the destruction of any records due to pending, threatened or otherwise reasonably foreseeable litigation, audit, investigation or similar proceeding. No records specified in any legal hold may be destroyed, even if the scheduled destruction date has passed, until the legal hold is withdrawn in writing by the person placing the hold.

G. Compliance

Failure on the part of employees to follow this Policy can result in possible civil and criminal sanctions against GMIC and its employees, as well as possible disciplinary action against responsible individuals. The Executive Director will periodically review these procedures with legal counsel or the organization’s certified public accountant to ensure the policy is in compliance with new or revised regulations.

RESERVE FUND

A. Purpose

GMIC will maintain a reserve fund to ensure continued operations during periods of unexpected revenue loss or times of financial stress.

B. Management

The reserve fund is currently managed by UBS Wealth Management.

C. Authority

The Board directs the use of reserves.

D. Level of Reserves

At least fifty percent (50%) of the annual operating budget will be held in reserves, with a long-term goal of one hundred percent (100%) of the annual operating budget.

E. Variances

1. Deficit. The Executive Director will notify the Treasurer if at any point the reserve fund is projected to fall below the 50% threshold. Upon notification, the Board will meet to approve the variance or to reduce expenses until the 50% minimum is restored.
2. Excess. The Executive Director will notify the Treasurer if at any point the reserve fund is projected to exceed the 100% goal. The Board may direct those excess reserves be invested in new products or services in support of the strategic plan.

F. Interest

Interest from the reserve fund is transferred annually to the operating account to invest in member products and services in support of the strategic plan.

G. Investment Advisor

Each year in the fourth quarter, the Finance Committee will meet with the UBS investment advisor to discuss market forecasts for the upcoming year.

H. Investment Policy Development and Review

At least every three years, or sooner, if necessary, the Finance Committee will formally review the investment policy with the Executive Director and the investment advisor. Any recommended changes will be brought to the Board for review and vote.

STAFF

There are currently two full time GMIC staff – an Executive Director and a Manager of Member Services. To supplement staff, there are also contractors and vendors, listed below.

A. Executive Director

The Board, or a search committee of the Board, shall hire an Executive Director to manage GMIC under the policies and guidelines adopted by the Board. The Board and Executive Committee are responsible for supervising, evaluating, and/or terminating the Executive Director. All other staff are hired, supervised, or terminated at the discretion of the organization's Executive Director, in consultation with the Executive Committee.

If there is no Executive Director, the Board may hire contractors who will not be considered full-time staff until such time as an Executive Director is hired.

The Executive Director (ED) is responsible for overall GMIC operations and finances. Key responsibilities include:

1. Developing and executing the strategic plan in alignment with the Board and Executive Committee.
2. Managing the current U.S. Department of Energy grant (scheduled to run through early 2028)
3. Ensuring sustainability through effective financial management and fundraising.
4. Financial management of all financial accounts and payments, budget development and reporting, liaising with the certified public accountants doing the annual review, and managing the separate Department of Energy financial accounts.
5. Overseeing implementation of the annual Glass Problems Conference.
6. Overseeing the development of programs and services that add value to GMIC membership.
7. Representing GMIC to members, potential members, adjacent organizations, external partners, Federal officials, etc.
8. Developing strategy for advocacy efforts, including the Glass Industry Report (2025).
9. Developing and overseeing communication efforts, including the website, social media, the quarterly newsletter, member news/marketing emails, etc.
10. Contract reviews and signoff, within the parameters of the Schedule of Authority.
11. Providing support and guidance to GMIC committees as needed.
12. Hiring and supervising the work of employees and vendors.

B. Manager of Member Services

The Manager of Member Services (Manager) is the lead on education programs and development, including meeting planning for the Glass Problems Conference and the annual Board retreat. In addition, the Manager is often the first contact for members and inquiries about potential membership. They are also responsible for monthly categorizing of expenses and supporting the annual financial review with auditors. The Manager is hired and evaluated by the ED, and carry out the following key responsibilities under supervision of the ED:

1. Education: Glass Problems Conference
 - a. Speaker management: communication, presentations/manuscripts, etc.
 - b. Abstract management, coordinate annual abstract review meeting in FL.
 - c. Logistics management, i.e., food/beverage orders, bag order, etc.
 - d. Program book development and printing.

- e. Liaising with Showcare on registration/housing, exhibit sales, sponsorships, onsite support, etc.; with the show decorator (currently Excel decorators), and with convention center/hotel sales staff.
- f. Supporting the site selection process.

2. Education: Annual Symposium
 - a. Liaising with current Symposium partner GlassTrend.
 - b. Content development and recruiting/communication with presenters.
3. Education: Other
 - a. Working with the Education Committee to identify industry needs and developing new content for both in-person and online education events.
4. Education: Other
 - a. Working with the Education Committee to identify industry needs and developing new content for both in-person and online education events.
5. Membership
 - a. Creating, sending, and tracking annual member invoices and follow-up
 - b. Communication support
 - c. Management of member recognition and awards
 - d. Seeking and compiling member updates to support social media content.
 - e. First response to membership inquiries.
6. Bookkeeping
 - a. Entering financial transactions into QuickBooks and reconciling the monthly financial report.

C. Current Contractors/Vendors

Contractors and/or vendors may be hired to provide additional services. Currently there are contractual relationships with:

1. 614 Digital, Columbus OH, for social media and website updates support.
2. The American Ceramic Society, Westerville OH, for administrative and technical support.
3. Klunk & Millan Advertising, Allentown PA, for web design and marketing support.
4. Project Manager in Chicago to help manage the current Department of Energy grant (supported by the grant and limited to the project period, anticipated to be September 2024 – March 2028).
5. Showcare, Montreal QC, to support the implementation of the annual Glass Problems Conference.

STRATEGIC PLANNING

A. Process

After many years with a static strategic plan, the Board undertook strategic planning process in 2023. The process included member surveys, analyzing the current state of the industry, and researching the work of other nonprofits and comparable trade associations. The new plan will guide GMIC initiatives from 2023-27.

B. Evaluation

Each December, the President, Vice-President, and Executive Director review annual

progress on the plan and discuss priorities for the upcoming year. That planning is then shared with the Board for review and feedback at the first quarter meeting.

C. Next Plan

In early 2027, the Board will begin a new planning process for 2028-32.

WHISTLEBLOWER

GMIC encourages members of the Board, volunteers, and employees to report any violation of policy, procedure, or ethics; illegal activity; or other misconduct by employees, volunteers, or others related to GMIC. No person who in good faith reports a violation will suffer harassment, retaliation, or adverse employment consequence. A Trustee, volunteer, or employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment or volunteer service to GMIC.

Policy Guide Addendum 1: Current GMIC Investment Policies

PURPOSE

The purpose of this Policy is to assist the Glass Manufacturing Industry Council, hereinafter referred to as "Client," in articulating a comprehensive and disciplined program by:

- Stating in a written document the Client's attitudes, expectations, and objectives regarding investment of the portfolio's assets;
- Clearly defining the separate responsibilities of the client, UBS and the Investment Advisor;
- Providing specific performance criteria against which to evaluate the performance of the Investment Advisor

Investment Managers

The Client provides that Investment Managers may be appointed to invest and manage the Client's assets. The Investment Managers have complete discretion regarding designated assets of the Client within the investment standards, objectives, prohibitions, criteria, investment style, and other guidelines set forth in this Policy. The management of the Client's assets and the responsibility for investment decisions for designated assets is allocated to the following Investment Managers:

- 0-15% - Equity Management/Allocation
- 85-100% - Fixed Income & Cash Management/Allocation

It is understood that due to market movements the asset allocation at any given time will vary from that detailed above. It will therefore be necessary to periodically rebalance the portfolio to the targeted asset allocation. However, the portfolio will be allowed to move away from the target asset allocation within set limits.

DELEGATION OF RESPONSIBILITIES

Responsibilities of Client

- Establish reasonable investment objectives;
- Develop investment policy guidelines which are consistent with the investment objectives;
- Select a qualified Investment Advisor or Advisors;
- Discharge the Investment Advisor for their failure to perform as mutually expected.

Responsibilities of UBS

- Assist the Client in establishing investment objectives;
- Recommend appropriate Investment Advisors to the Client;
- Provide quarterly analysis of the advisor's performance;
- Communicate with the client regarding all matters pertaining to the investment of the portfolio's assets.

Responsibilities of the Investment Advisor(s)

- Manage the assets of the portfolio in accordance with the policy guidelines and objectives expressed herein;
- Exercise complete investment discretion, including decisions to buy, hold and sell equities and cash equivalents in the amount and proportions reflective of the advisor's current investment strategy and the Client's guidelines;

- Communicate with UBS as necessary regarding all significant matters pertaining to the investment of the portfolio's assets, including changes in investment strategy, asset mix, portfolio structure, and market value of the portfolio's assets.

INVESTMENT OBJECTIVES

The Client's investment objective is moderately conservative to be implemented through a balance of both equities and fixed income. The Client believes that the following investment performance objectives are appropriate and consistent with the goals of the portfolio and the Client's attitudes and expectations. The time frame that will be used to evaluate the Investment Advisor's performance will be a complete market cycle (1-3 years) and an investment time horizon of more than 2 - 5 years. The manager will be evaluated on the basis of both absolute and relative measures.

Fixed Income Investments

Bonds should be actively "managed". Active management is meant to include shifting sector emphasis as well as affecting other strategies that enhance the portfolio or decrease volatility or exposure to capital depreciation. The objectives for the investments in the fixed income portfolio over the investment time frame are:

- Preserve capital and provide interest income on a consistent basis;
- Earn an average annual return from income and capital appreciation which surpasses the Barclay's Government/Corporate Bond Index;
- Over a market cycle, achieve performance results which rank in the top half of the respective fixed income style sample from the database used in conjunction with your portfolio;
- Achieve a minimum long-term rate of return, which shall exceed the inflation rate as measured by the consumer price index by a minimum of 1 - 2%.

Equity Investments

The objectives for the investments of the equity portfolio over the investment time frame are:

- Achieve an absolute and risk adjusted return which surpasses an appropriate index;
- Achieve a minimum real rate of return of 3-5%. By "real rate of return" is meant a return in excess of the inflation rate by the stated amount.
- The Client's objective regarding the average annual absolute rate of return for the equity portion of the portfolio over a market cycle is approximately 6-8%. This is to be viewed as a long-term objective and will not be cause for concern if it is not met for a particular year;
- Over a market cycle, earn a return that will place the portfolio's performance in the top half of the respective equity only style sample from the database used in conjunction with your portfolio.

Total Portfolio Investments

The objectives for the investments of the total portfolio over the investment time frame are:

- Achieve an average annual total fund return which surpasses a customized index;
- The Client's objective regarding the average annual absolute rate of return for the total portfolio over a market cycle is approximately 3-5%. This is to be viewed as a short to intermediate term objective and will not be cause for concern if it is not met for a particular time period;
- Over a market cycle, achieve performance results which rank in the top half of the benchmark portfolio sample from the database used in conjunction with your portfolio;

INVESTMENT POLICY GUIDELINES

Investment Philosophy

The Client recognizes that risk (i.e., the uncertainty of future events), volatility (i.e., the potential for variability of asset values) and the potential loss in purchasing power due to inflation are present to some degree with all types of investment vehicles. The assumption of a level of risk that is commensurate with the Client's objectives is warranted and encouraged in order to allow the investment portfolio the opportunity to achieve satisfactory results consistent with the objectives and characteristics of the portfolio.

The types of stocks and market capitalization of the companies purchased for the portfolio are within the discretion of the investment manager. The manager is expressly permitted to invest in small, medium and large capitalization stocks.

Risk, Volatility and Loss

- The Client will accept the portfolio exhibiting volatility characteristics which approximate the appropriate index. Nonetheless, it is the Client's preference that the maximum losses incurred by the portfolio in any one year do not exceed that of the comparative index.

Asset Allocation

- The cash and equivalents allocation may range from 0-10%.
- The equity allocation may range from 0-15%.
- The fixed income allocation may range from 85-100%.

Diversification, Marketability, Yield and Quality Consideration

Equity Portfolio

- The portfolio's equity exposure to any one industry group may not exceed 30% of the market value of the portfolio. An industry group is defined to be one of the recognized sub-industry groups which comprise the S&P 500;
- Equity holding in any one company may not exceed 10% of the market value of the portfolio.

Fixed Income Portfolio

- The diversification of fixed income securities by maturity, sector, and geography is the responsibility of the Investment Manager.
- Bonds must be rated as investment grade by Standard & Poors or Moody's to be purchased for the portfolio. Bonds that are split rated will, for the purposes of this portfolio, be considered investment grade and thus eligible for purchase. Split rated bonds are defined as bonds that have an investment grade rating with Standard & Poors and a non-investment grade rating with Moody's or vice versa.
- The portfolio's fixed income holding of any one industry may not exceed 25% of the market value of the total portfolio.
- Fixed income holdings of any one company may not exceed 15% of the market value of the portfolio.
- The portfolio diversification requirements do not pertain to investments in debt securities issued by the United States Government.
- The fixed income portion of the portfolio is expected to maintain a risk level equivalent to that of the long term Barclay's Government/Corporate Bond index.

Cash Equivalents Portfolio

- It is desirable that the Investment Advisor use interest-bearing money market funds and other cash equivalent securities with a maturity of 1 year or less. The Client understands that at certain times attractive opportunities might arise with securities with longer maturities. The manager is permitted to invest in such securities.

Prohibited Transactions

- Purchase of securities on margin, naked call options, short sales transactions, investments in contracts of financial futures, arbitrage, commodities and currency exchange are prohibited;
- The use of real estate, limited partnerships, or venture capital loans as fixed income investment vehicles is prohibited;
- The advisor shall not purchase assets other than those that are appropriate for the specific management style, without the written consent of the Client.

EVALUATION AND REVIEW

On a timely basis, but not less than annually, the Client and UBS will review the actual results achieved, with a perspective toward a 2-5 year time horizon, to determine whether:

- The Investment Advisor performed in adherence with the investment philosophy and policy guidelines set forth herein,
- The Investment Advisor performed satisfactorily when compared with:
- The objectives as established above, as a primary consideration, and
- Other investment management organizations managing similar portfolios, as well as recognized market indices.

Policy Guide Addendum 2: Current GMIC Bylaws

[Insert]