

AMENDED AND RESTATED BYLAWS OF THE GLASS MANUFACTURING INDUSTRY COUNCIL

Adopted TBD

Article I: NAME AND MISSION

GMIC is a 501(c)(6) non-profit corporation established in 1998 in the State of Ohio.

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.

Article II: MEMBERSHIP

Section 1. Eligibility

Membership will be open to any business or organization with an interest in promoting the development of the glass industry and that supports the mission of GMIC.

Section 2. Categories of Membership

The Board of Trustees will determine the categories of membership and the annual dues schedule.

Article III: MEMBER MEETINGS

Section 1. Annual

GMIC will hold an annual meeting of the Members at a date and time determined by the Board of Trustees. The purpose of the annual meeting of the Members is to elect officers and trustees, receive reports, and to conduct other business that may arise. Notices will be sent to Members at least ten days before the meeting.

A. Quorum

The Members present at the annual membership meeting shall constitute a quorum.

B. Voting

Each Member in good standing will be entitled to one (1) vote at the annual membership meeting.

Section 2. Special

Special meetings of the Members may be called by the president or a majority of the Board of Trustees. The purpose of the meeting will be stated in the call to the meeting and notices will be sent to Members at least ten days before the meeting.

Article IV: BOARD OF TRUSTEES

Section 1. Authority

An elected Board of Trustees will have authority to manage all GMIC activities and business operations.

Section 2. Composition

The Board of Trustees will consist of five (5) officers and no fewer than six (6) and no or more than twenty (20) representatives of the membership. No Member will have more than one (1) representative on the Board, and all representatives must represent companies or

organizations in good standing. The Executive Director will be an ex-officio, non-voting member of the Board.

Section 3. Election

The Executive Committee will present a slate of candidates at the annual meeting of the Member for a vote by Members in good standing. The candidates for each position receiving the greatest number of votes will be declared elected.

Section 4. Terms

The terms for Trustees will be three (3) years. Terms will be staggered so that approximately one third of Trustees are elected each year. Terms are January 1 – December 31, except in the case of vacancy. There is no limit on the number of terms a Trustee may serve on the Board.

Section 5. Vacancy

If a vacancy occurs between elections, the Board of Trustees will vote to fill the vacancy with another representative of the same Member, and the new Trustee will hold the position for the remainder of the unexpired term of the replaced Trustee.

Section 6. Removal

The term of office for a Trustee who changes their principal business employment so that they are no longer an authorized representative of a Member will automatically be terminated. Furthermore, a Trustee may be removed by the Board upon a vote therefor by at least 2/3 of the Members.

Section 7. Meetings

The Board of Trustees will meet at least quarterly. Meetings may be held in-person or virtually. The President may call additional meetings as necessary to accomplish the business of the Board.

Section 8. Quorum

A majority of the members of Board Trustees present in person or by proxy will constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, reports may be given, but no votes can be taken. The member of the Board present may adjourn the meeting.

Section 9. Conflict of Interest

Members of the Board of Trustees will not knowingly engage in any activities or transactions in material conflict with their duties and obligations to GMIC while serving in such capacity. A conflict-of-interest policy will be shared annually with all Trustees.

Section 10. Executive Committee

The Executive Committee of the Board will consist of the five (5) officers: President, Vice-President, Treasurer, Director at Large, and Past President. The Executive Director will be an ex officio member, without vote. The Executive Committee may act on behalf of the Board of Trustees between regularly scheduled Board meetings and will report its actions to the Board at the next Board meeting.

Article V: OFFICERS

Section 1. Duties

A. President

The President is the principal officer of GMIC and will in general supervise all its business and affairs, subject to the direction of the Board of Trustees. The President will

preside at all meetings of the Board, chair the Executive Committee, appoint committee members, and may recommend the establishment of committees.

B. Vice President

The Vice President will perform the duties assigned by the President. In the absence of the President, or in the event of the President's inability to act, the Vice President will perform the duties of the President.

C. Treasurer

The Treasurer is responsible for monitoring GMIC fiscal operations and investments, for submitting an annual budget to the Board of Trustees, and for reporting the financial results at governance meetings.

D. Director at Large

The Director at Large will carry out duties assigned by the Executive Committee in support of strategic initiatives and the work of committees. This will in general be the first position a member assumes on the Executive Committee.

E. Past President

The Past President will provide advice and leadership on past and ongoing implementation of the GMIC strategic plan, particularly initiatives carried out in their term as President

F. Executive Director

As stated, the Executive Director shall be an ex officio member of the Executive Committee, without vote. Furthermore, the Executive Director shall serve as GMIC's Secretary. It shall be the duty of the Executive Director, as GMIC's Secretary, to oversee the maintenance of GMIC's records; and the keeping of minutes of all the proceedings of the Members and the Board of Trustees, and to make a proper record of the same; to sign all deeds, mortgages, bonds, contracts, notes and other instruments requiring his or her signature on behalf of GMIC; to perform such other duties as may be required by law, the articles or these Bylaws; to keep such books as may be required by the Trustees; to file reports with states and the federal government; to perform such other and further duties as may from time to time be assigned to him or her by the Board of Trustees or the President; and to deliver all books, papers and property of GMIC in his or her possession to his or her successor or to the President.

Section 2. Terms

Each member of the Executive Committee will serve five (5) one-year terms, unless the Board of Trustees votes to extend a member's term.

Section 3. Order of Succession

In general, Executive Committee members will serve for five (5) years, succeeding from Director at Large, to Treasurer, to Vice President, President, and Past President.

Section 4. Vacancy

Except for the office of President, when an officer position becomes vacant, the President will recommend to the Board a replacement from the membership. Upon Board approval, the Member's representative will hold the officer position for the remainder of the unexpired term and continue through the order of succession.

In the event the office of President becomes vacant, the Vice President will become President and discharge all the duties and responsibilities of that office for the remainder of the unexpired term. The Member's representative will then serve the term for which he or she was elected.

Section 5. Required Break in Service

After serving as Past President, a Trustee and their company or organization must take a mandatory break in service on the Executive Committee of at least three years before being

eligible for re-election. The Trustee may immediately return to Board service through the annual Board of Trustees election.

Article VI: COMMITTEES

Section 1. Creation

On recommendation of the Executive Committee, the Board of Trustees will authorize by a majority vote the creation of committees or member work groups necessary to carry out the work of GMIC.

Section 2. Appointments

The President will appoint the members of committees and other member work groups, with advice from the Executive Committee.

Section 3. Membership

Membership on a committee or work group is open to any employee of a member company.

Article VII: INDEMNIFICATION AND INSURANCE

Section 1. General Indemnification.

GMIC will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of GMIC) by reason of the fact that he or she is or was a trustee, officer, or volunteer of GMIC is or was serving at the request of GMIC as a director, trustee, fiduciary, officer, employee, partner, joint venturer, agent or volunteer of any other corporation, domestic or foreign, non-profit or for profit, partnership, association, joint venture, trust, employee benefit plan or other enterprise; (b) may indemnify or agree to indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of GMIC) by reason of the fact that he or she is or was an employee or agent of GMIC, or an employee or agent of a corporation or other entity which provides management services to GMIC, or while an employee or agent of GMIC, is or was serving at the request of GMIC as a director, trustee, fiduciary, officer, employee, partner, joint venturer, agent or volunteer of another corporation, domestic or foreign, non-profit or for profit, partnership, association, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding.

The indemnification provided under (a) and (b) above shall only be available if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of GMIC, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest in the Council, and with respect to any criminal action or proceeding, the person had reasonable cause to believe that the conduct was unlawful.

Section 2. Suits by GMIC

GMIC may indemnify or agree to indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of GMIC

to procure a judgment in its favor by reason of the fact that the person is or was a trustee, officer, employee, agent or volunteer of GMIC, or is or was serving at the request of GMIC as a director, trustee, fiduciary, officer, employee, partner, joint venturer, agent or volunteer of another corporation, domestic or foreign, non-profit or for profit, partnership, association, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of GMIC.

No such indemnification shall be made in respect of (a) any claim, issue or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to GMIC unless and only to the extent that the court of common pleas, or the court in which such action or suit was brought, determines upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses as the court of common pleas or such other court shall deem proper; or (b) any action or suit in which the only liability asserted against a trustee is pursuant to section 1702.55 of the Ohio Revised Code.

Section 3. Indemnification for Expenses.

To the extent that a trustee, officer, employee, agent or volunteer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1. and 2., including any action or suit brought against a trustee pursuant to section 1702.55 of the Ohio Revised Code, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by the individual in connection with the action, suit or proceeding.

Section 4. Determination Required

Any indemnification under Sections 1. and 2. (unless ordered by a court) shall be made by GMIC only as authorized in the specific case upon a determination that the indemnification of the trustee, officer, employee, agent or volunteer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1. and 2. Such determination shall be made (a) by the Board of Trustees by a majority vote of a quorum consisting of trustees, who were not and are not parties to, or threatened with, such action, suit or proceeding; (b) if such a quorum is not obtainable or if a majority of the quorum of disinterested trustees so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for GMIC or any person indemnified by GMIC within the past five (5) years; (c) by the voting members; (d) by the court of common pleas or the court in which the actions, suit or proceeding was brought, or, if no suit or proceeding has been brought, by a judge of a Common Pleas Court of Ohio. If any action by or in the right of GMIC is involved, any determination made by the disinterested trustees or by the independent legal counsel under this Section 4. shall be communicated promptly to the person who threatened or brought the action or suit by or in the right of GMIC under Section 2., and such person shall have the right, within ten (10) days after receipt of such notification, to petition the court of common pleas or the court in which action or suit was brought to review the reasonableness of such determination.

Section 5. Advances for Expenses

Expenses (including reasonable attorney's fees) incurred by a trustee, officer, employee, agent or volunteer in defending any action, suit, or proceeding referred to in Sections 1. and 2., including any action or suit brought against a trustee pursuant to section 1702.55 of the Ohio Revised Code, may be paid by GMIC as they are incurred, in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Trustees in each specific case, in its sole discretion,

upon receipt of an undertaking by or on behalf of the trustee, officer, employee, agent or volunteer to repay such amount, if it is ultimately determined that he or she is not entitled to be indemnified by GMIC.

Section 6. Article VI Not Exclusive

The indemnification authorized by this Article VI shall not be deemed exclusive of, but shall be in addition to, any other rights granted to those seeking indemnification under the articles, common law, the non-profit corporation law of the State of Ohio, these regulations or any agreement, vote of members or disinterested trustees, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee, agent or volunteer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance

GMIC may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit or self-insurance, on behalf of or for any person who is or was a trustee, officer, employee, agent or volunteer of GMIC, or is or was serving at the request of GMIC as a director, trustee, fiduciary, officer, employee, partner, joint venturer, agent or volunteer of another corporation, domestic or foreign, non-profit or for profit, partnership, association, joint venture, trust employee benefit plan or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not GMIC would have the power to indemnify him or her against such liability under the provisions of this Article X. Insurance may be purchased from or maintained with a person in which GMIC has a financial interest.

Article VIII: FISCAL YEAR

GMIC's fiscal year will begin on the first day of January in each year.

Article IX: AMENDMENTS

These Bylaws may be amended in any respect permitted by the laws of the State of Ohio by an affirmative vote of at least two-thirds (2/3) of the Membership voting either in-person or virtually, provided that:

- A. For an amendment originating from the Board of Trustees, at least two-thirds (2/3) of Trustees must vote to approve the proposed amendment and send to the membership for vote.
- B. For an amendment originating from the membership, at least twenty-five percent (25%) of the membership must submit a petition to the Executive Director with the text of the proposed amendment with a request that it be put to the membership for vote.
- C. Any proposed amendments will be sent to members in writing at least ten (10) days prior to the date of the vote.

Article X: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order will govern the proceedings of GMIC in cases not specified by these bylaws.

Article XI: DISSOLUTION

Upon dissolution, GMIC assets will be distributed in furtherance of one or more exempt purposes within the meaning of section 501(c)(3) or 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article XII: INFORMATION AND POLICY GUIDE

GMIC'S Information and Policy Guide, as in effect from time to time, is incorporated into these Bylaws by reference. To the extent of any conflict or inconsistency between these Bylaws and the Information and Policy Guide, the Information and Policy Guide shall govern and control.