



**PRESSURE SENSITIVE TAPE COUNCIL
BYLAWS
November 6, 2018**

ARTICLE I

Name and Location

Section 1 – The name of this association shall be the Pressure Sensitive Tape Council, Inc., an Illinois not for profit, tax-exempt corporation.

Section 2 – The principal office and place of business of the Council shall be located in the State of Illinois, or such other place as may be designated by the members.

ARTICLE II

Products of the Industry

Section 1 – The products of this industry are pressure sensitive adhesive tapes comprising a flexible backing or carrier element of a sheet material, and pressure sensitive adhesive coating on one or both surfaces of such backing or carrier element, including surgical or medical tapes but excluding label stock.

ARTICLE III

Purposes and Objectives

Section 1 – The purposes and objectives of this Council shall be to:

a. Represent the interests of North American pressure sensitive tape manufacturers in worldwide relations with governmental agencies where this is legally appropriate.

b. Cooperate in every lawful way in the adoption and maintenance of high standards in the manufacture of the products of the industry, including (1) the development of test methods, (2) working with international organizations including ASTM, the Bureau of Standards and other standards organizations in the establishment of product standards and standards on such properties as adhesion, aging characteristics, stretch, and the like, and (3) the development of standards on nomenclature.

c. Improve management skills of members.

- d. Broaden the acceptance and recognition of tape as an effective tool in the home and industry.
- e. Foster such industry policies as will tend to maintain free, open and public competition consistent with all applicable legal requirements and to promote competition upon a sound basis between manufacturers and all classes of trade distributing the products of the industry.
- f. Establish effective programs concerned with processing and products that will contribute to desirable environmental conditions for the manufacture, use and disposal of pressure sensitive tapes.
- g. Cooperate with other industries where necessary or desirable in carrying out the purposes and objectives of the association.
- h. Cooperate with other international and national organizations and associations throughout the world with similar interests in the pressure sensitive tape industry on matters of mutual interest.
- I. Do all lawful acts and things necessary or proper to promote the welfare of the industry in accordance with the Council's purposes and objectives.

ARTICLE IV

Members

Section 1 – Manufacturer Members. Manufacturer Members of the Council shall consist of North American individuals, firms or corporations whose operations are substantially devoted to both coating and selling industry products worldwide. Use of laboratory or other narrow web or experimental narrow web coating equipment shall not qualify. An independent, impartial expert may be appointed to certify that the applicant's primary business is manufacturing industry products as defined herein.

Section 2 – Hall of Fame Membership. The membership of the Council may recognize outstanding contributions to the industry by electing any individual to honorary membership in the Council. An honorary member shall not have the right to vote and shall not pay dues.

Section 3 – Application for Membership. Application for membership must be transmitted in writing to the Executive Vice President of the Council, which application shall state the name, location, and nature of the business of the applicant. The applicant shall send with the application remittance in the amount of \$500.00 (U.S. Funds) to be applied to such applicant's dues for the ensuing year. Each application shall be immediately referred to the members of the Board of

Directors. Upon receiving a favorable action by a vote of the majority of the board in attendance at any meeting, the application shall be approved.

Section 4 – Resignation or Expulsion of Members. A member may resign at any time, but all resignations must be in writing and shall be accompanied by payment of all monies due the Council, or the member shall make provisions for the payment thereof satisfactory to the Board of Directors. Terminating members shall be responsible for dues payment for the ensuing 12-month period or until its products shall be deleted from the Tape Products Directory, whichever is earlier. Any member may be expelled upon a two-thirds vote of the entire Board of Directors after a hearing and upon proof being submitted to the members directors that such member has failed to observe any provision of the Bylaws or any legally appropriate rule or regulation made thereunder or other due cause.

Section 5 – Affiliate Suppliers. The Council may provide affiliation opportunities for industry suppliers on such terms as the Board of Directors may determine from time to time.

ARTICLE V

Management and Officers

Section 1 – General. The management of the Council and its affairs shall be by the members of the Council with one voting delegate per member company.

Section 2 – Board of Directors.

a. There shall be a Board of Directors consisting of a range from 7 to 12 members, each of whom shall be an executive actively connected with the business of a Manufacturer Member of the Council. The Board of Directors shall include the President, Vice President, Treasurer and immediate Past President of the Council. The Board of Directors, during intervals between meetings of members of the Council, shall possess and may exercise all the powers of the members in the management and direction of the affairs of the Council.

b. The Board of Directors shall be elected each year for staggered terms of three years by a majority of the members present at the annual meeting of the Council to serve until their successors are duly elected and qualified. Any vacancy occurring on the board may be filled by a majority vote of the Board of Directors. No member of the Council shall have more than one representative on the Board. Directors may serve successive terms.

c. The Board of Directors shall have power to make rules and provisions for the carrying on of its work and for the government of the Council not inconsistent with these Bylaws; to call special meetings of the members; to have charge of all property of the Council; and to do all other acts, not expressly reserved to the members, which may be necessary or proper to carry on the work of

the Council. The Board shall not have the power to set dues, sell or acquire substantial assets. These powers are reserved to members. If the Board makes changes in the budget which in the course of any one year exceed five percent of the total annual budget, this shall require a three-fifths vote of the entire board.

d. Regular meetings of the Board of Directors shall be held at such times as the Board may prescribe. Special meetings of the Board may be called by the President or upon written request of three members of the Board.

e. Notice of regular meetings of the Board of Directors shall be given by the Executive Vice President of the Council at least fifteen days before the meeting. Notice of special meetings shall be given by the Executive Vice President by mail at least five days before the meeting, or by electronic communications at least forty-eight hours before the meeting, which notice shall specify the purpose for which such special meeting is being held.

f. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

Section 3 – Officers.

a. The officers of the Council shall be a President, Vice President and Treasurer and no person may simultaneously serve in two offices. The President shall serve for a term of two years. The other officers of the Council shall hold office for one year or until successors are duly elected and qualified. An officer may serve a successive term if nominated by the Nominating Committee.

b. Officers shall be nominated by the Nominating Committee, and the candidates shall be submitted to the Board of Directors for consideration and approval for nomination and election by the members.

c. The President shall be the chief executive officer of the Council and shall preside at all meetings of members of the Council and the Board of Directors. He shall perform such other duties as may be from time to time delegated to him by the members or by the Board of Directors.

d. The Vice President shall act on behalf of the President in the President's absence and shall perform such other duties as may be from time to time delegated to him by the members of the Board of Directors.

e. The Treasurer shall keep the accounts and have the care and custody of the funds of the Council and shall deposit the same in such banks as the members or the Board of Directors may designate. All checks, drafts, and orders for payment of money by the Council shall be signed by any of the following persons: The President, the Treasurer and such third person as may be designated by the members or the Board of Directors. The Treasurer shall keep a correct record of all receipts

and disbursements with necessary vouchers. He shall submit to the Board of Directors, when requested, a complete financial report at each members' meeting, including a report at the annual meeting showing the receipts and disbursements made by the Council. The Treasurer, with the approval of the Board of Directors, may delegate any portion of his obligation to the Executive Vice President.

f. Any vacancy in the offices of the Council may be filled for the unexpired portion of the term by the members of the Board of Directors at any regular or special meeting of the members or the Board.

Section 4 – Indemnification.

Any person made a party to or threatened with any civil, criminal or administrative action, suit or proceeding by reason of the fact that he is or was a director or officer of the Council may be indemnified by the Council against the reasonable expenses, including attorney's fees, actually and reasonably incurred by him in connection with such action, suit or proceeding, or in connection with any appeal therein, except as to matters as to which such director or officer is guilty of negligence or misconduct in the performance of his duties. Such indemnification shall not be deemed exclusive of any other rights to indemnification which such director or officer may be entitled apart from this Bylaw. The Council may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Council against any liability asserted against him and incurred by him in such capacity or arising out of his status as such, whether or not the Council would have the power to indemnify him against such liability.

Section 5 – Standing Committees.

The Council shall have the following standing committees, each of which shall have such powers and duties as hereinafter are set forth or as otherwise specified from time to time by the Board of Directors. Each committee shall report its recommendations from time to time to the Board of Directors. Each member in good standing of the Council shall have the right to designate a member of each standing committee, except the Nominating Committee and the Past Presidents Advisory Committee, and each standing committee shall elect its own chairman and vice chairman to serve for a period of one year or until successors shall be duly elected and qualified, or for such shorter periods as may be designated by the committee.

a. Environmental Health and Safety Committee to focus on worldwide legislation, existing and future, regulating manufacturing (Clean Air Act, MACT, Waste Water), present and past waste disposal regulation, general in-plant safety regulations and statistics and public relations.

b. Technical Committee to focus on test methods, government specifications, industry standards for communication of specifications, tape directory and the education of membership as well as consumers through seminars, publications, etc.

c. Marketing Committee to focus on promotion of the Council's programs, building meeting attendance and publications sales, identify worldwide industry trend information and maintain an awareness of industry threats and opportunities.

d. Nominating Committee shall consist of the Immediate Past President who shall serve as Chair, the President, and the Vice President. Any vacancies shall be filled by the Chair.

Section 6 – Other Committees.

The Board of Directors may from time to time appoint or authorize the appointment of special committees from among its own number or otherwise, and may define the powers and duties of such special committees.

ARTICLE VI

Membership Meetings

Section 1 – Regular meetings of the Council shall be held in the fall and spring at such place or places as may be determined by the membership. It shall be the duty of the Executive Vice President to call a special meeting when requested in writing to do so by any five members of the Council, who, as a part of the request, shall designate time and place of any such meeting.

Section 2 – The Executive Vice President shall give thirty days' written or printed notice to each member of the Council of all regular or special meetings. Special meetings may also be called upon electronic communications notice to the members given by the Executive Vice President at least seventy-two hours before the date of said meeting which notice shall specify the purpose for which such special meeting is being called.

Section 3 – A quorum shall be deemed present at any regular or special meeting of the Council whenever a majority of the members are present.

Section 4 – The regular Council meeting held in the autumn of each year shall be the annual meeting of the Council. In the event that no meeting shall be held in autumn, then the first meeting of the Council thereafter held shall be the annual meeting.

Section 5 – Members may be represented at any meeting by delegates duly authorized by them, but no person shall be eligible to act as a delegate who is not an executive actively connected with the business of the members he is representing. At members' meetings, each member shall be entitled to cast one vote.

Section 6 – Any action which may be taken at a meeting of the members or directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or all the directors as the case may be. Such consent shall have the same force and effect as a unanimous vote.

Section 7 – Members of the Board of Directors or of any committee of the Council and members may participate in any meeting of members, the Board of Directors or any committee, by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other; and such participation in a meeting shall constitute attendance and presence in person.

ARTICLE VII

Assessments

Section 1 – The expense of the Council shall be distributed among the members in the proportion of their respective outputs of industry products or upon such other equitable basis as shall from time to time be adopted by a majority of the members of the Council. Until changed by action of the members at a duly called meeting of the members each member's assessment shall be determined in accordance with such member's total annual tape volume sales as outlined in the membership dues categories. The fees for affiliate members shall be determined by the Board of Directors, and may be altered from time to time.

Section 2 – Each member, by joining the Council, assumes and agrees to pay its full pro rata share of the expenses of the Council for the full fiscal year provided such expenses are set forth in any budget adopted by the Council for that year during the prior fall's meeting, or duly authorized by the members at any duly called meeting of the Council.

Section 3 – The resignation or expulsion of any member shall not in any way affect such member's indebtedness to the Council for the full fiscal year as herein before provided, nor shall it in any way affect such member's indebtedness to the Council for its pro rata share of the expenses, whether included in said budget or not, incurred by the Council, prior to the day of such resignation or expulsion.

ARTICLE VIII

Executive Vice President

Section 1 – The Executive Vice President shall be employed or retained under contract by the members to serve for such time and upon such terms and conditions and as may be determined by them. The Executive Vice President shall, subject to the general direction and supervision of the Board of Directors, direct and administer the affairs of the Council. The Executive Vice President

shall keep a careful record of all transactions of the Council and shall have charge of its records. The Executive Vice President shall record the minutes of the meetings of the Council, of the Board of Directors, and of Council committees, and give notice of all such meetings. The Executive Vice President shall conduct correspondence for the Council and perform generally the duties incidental to this position and such other duties as may be assigned to him from time to time by the members of the Board of Directors: provided, however, such assignment shall at all times be consistent with the purposes and objects of the Council as set forth in these Bylaws.

ARTICLE IX

Amendments

Section 1 – Amendments to these articles may be proposed at any regular or special meeting of the members. Notice of any proposed amendment shall be sent by the Executive Vice President in writing to each member at least thirty days in advance of the meeting at which time such amendment is to be voted upon, and an amendment to be adopted must receive at least two-thirds affirmative vote of all members. No amendment shall be made which is inconsistent with the objects and purposes of the Council as set out in Article III. Notice of proposed amendments shall be sent by the Executive Vice President only when an amendment is proposed to him in writing by a member.

ARTICLE X

Dissolution

Section 1 – Upon dissolution, provision shall be made for payment of all bills and obligations, current and future, in a plan adopted for distribution of any excess funds. All funds remaining after payment of bills and obligations shall be dedicated exclusively to purposes enumerated in Section 501(c)(6) of the Internal Revenue Code of 1954. The Board of Directors shall endeavor to distribute remaining funds to organizations which are exempt from federal income taxation under Section 501(c)(6) and which are engaged in activities related to the field of pressure sensitive tape, or to such other organization or organizations organized and operating exclusively for charitable, religious, educational or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(6). Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.