

SCREEN MANUFACTURERS ASSOCIATION
BY-LAWS

Section 1. NAME AND PURPOSES: The name of this association is SCREEN MANUFACTURERS ASSOCIATION. The purposes of the association are (a) to cooperate for the improvement of the window screen manufacturing industry and for the screen doors and swimming pool, porch and patio enclosures, sections and woven insect screening used in the fabrication of the same; (b) to sponsor programs directed towards the furtherance of the business of all members of the association (c) to study, advise and recommend the enactment or amendment of legislation or regulations in the interest of said window screen manufacturing industry, and to represent said industry in its contact with public officials and public authorities; (d) to sponsor market research and/or market data reporting programs; (e) to do each and everything necessary, suitable and or proper at any time or place for the accomplishment of any of the purposes herein enumerated or expedient to the interest or benefit of the association and the members thereof, and to contract accordingly. The association also has such powers as are now or may hereafter be granted by the General Not for Profit Corporation Act of the State of Illinois.

Section 2. OFFICE: The association shall have, and continuously maintain in Illinois, a registered office and registered agent whose address is identical with the registered office. Its principal office shall be in the City of Chicago, Illinois, but it may have other offices at such places as the Board of Directors from time to time determine.

Section 3. MEMBERS: The association shall have one class of members.
Members: Any manufacturer of window screens, swinging screen doors whose products are distributed solely to those who resell such products, and any manufacturer of sections and hardware used in the fabrication of the foregoing products, and any weaver of insect screening, may apply for membership in the association as a member.

All applications for membership shall be filed with the Executive Secretary of the association and shall be submitted by the Executive Secretary to the Board of Directors of the association for consideration by mail or at the next regular or special meeting of such Board for approval or rejection. If a majority of the Directors of the association shall vote in favor of approving such application, then such applicants shall thereupon be and become a member of the association.

Section 4. TERMINATION OF MEMBERSHIP The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of all of the members of the Board, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues or assessments for a period of two months from the beginning of the period for which such dues or assessments became payable.

Section 5. RESIGNATION: Any member may at any time resign from membership in the association by filing a written resignation with the Executive Secretary of the association and paying to the association any and all amounts which may be due and owing to the association by such resigning member, together with such amounts, if any, for which such resigning member shall have become obligated with respect to expenses and expenditures of the association which shall have therefore been duly authorized and for the payment of which the association shall have assumed liability.

Section 6. TRANSFER OF MEMBERSHIP: Membership in this association is not transferable or assignable.

Section 7. MEMBERSHIP FEES; DUES ASSESSMENTS: The Board of Directors, from time to time, shall recommend a schedule of dues for consideration by the voting members of the association. The membership fees and dues payable by the voting members of the association shall be payable in such amounts and at such times as shall be determined by a majority vote of those voting members or their duly authorized representatives present either in person or by proxy at any regular or special meeting of members.

Section 8. VOTING RIGHTS: Each member paying shall be entitled to one vote on each matter submitted to a vote of the members. In the case of a Member which is itself a corporation, the vote of such Member may be cast by the President or any Vice President of such corporation or by such other officer or executive of the corporation to whom such corporation shall in writing delegate such right. In the case of a Member which is either a partnership or a sole proprietorship, the vote of such Member may be cast by any partner or by the proprietor, as the case may be, or by such executive of the partnership to whom such right shall be delegated in writing.

Section 9. MEETINGS OF MEMBERS: An annual meeting of members shall be held at a place and on a date to be determined by a majority of the Directors, which annual meeting shall be for the purpose of electing Directors, and for the transaction of such other business as may come before the meeting. In addition to the annual meeting, a regular meeting of the members, for the transaction of such business as may come before the meeting at a place and on a date to be determined by a majority of the Directors. Special meetings of the members may be called to be held at any designated time and place to be designated for any such annual, regular, or special meeting shall be any place either within or without the City of Chicago, Illinois.

Section 10. NOTICE OF MEETINGS: Written or printed notice stating the place, date and hour of any meeting of members shall be delivered, either personally or by mail, to each member not less than five (5) nor more than forty (40) days before the date of such meeting, by or at the direction of the President or the Executive Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the

United States mail addressed to the member at the member's address as it appears on the records of the corporation, with postage thereon prepaid.

Section 11. QUORUM: At any meeting of the members, the attendance of a majority of Members, either in person or by proxy, shall constitute quorum at such meeting, and a majority vote of those paying dues- the duly authorized representatives present, either in person or by proxy on the act of the Members, except where otherwise provided by law or by these By-Laws. If a quorum is not present at any meeting of Members, a majority of the members paying -dues or their duly authorized representatives present may adjourn the meeting from time to time without further notice.

Section 12. PROXIES: At any meeting of members, a member entitled to vote may vote either in person, through its duly authorized representatives or by proxy executed in writing by the member. A proxy shall be valid only with respect to the specific meeting for which it is given.

Section 13. BOARD OF DIRECTORS: The affairs of the association shall be managed by its Board of Directors, which shall be composed of the President. And six (6) additional Directors. The terms of office of each such additional Director shall be three (3) years, with the Directors from members classified in such manner that the terms of two (2) of such Directors shall expire each year. Directors need not to be residents of Illinois. In the event any Director shall cease to be in the employ of a member in good standing of the association, he thereupon automatically shall cease to be eligible to continue to serve as Director.

Section 14. MEETINGS OF THE BOARD OF DIRECTORS: A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as, the annual meeting of members. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call such meeting of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Section 15. NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS: Notice of any such meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally, by mail, or by telegraph to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail. In a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. Neither the business to be Transacted at, nor the purpose of, any regular or special meeting of the Board need to be specified in the notice or waiver of such meeting, unless specifically required by law or by these By-Laws.

Section 16. QUORUM: One-third-of the whole Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than one-third of the whole Board of Directors shall be present at any meeting, a majority

of the Directors present may adjourn the meeting from time to time without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these By-Laws.

Section 17. VACANCIES: Any vacancy occurring in the Board of Directors may be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 18. COMPENSATION: Directors as such shall not receive any salaries or other compensation for their services.

Section 19. The officers of the association shall be A, President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors, a Treasurer, an Executive Secretary, one or more Assistant Treasurers and Assistant Secretaries and such other officers or agents as may be elected in accordance with the provisions of these By-Laws. The Board of Directors may elect or appoint such officers or agents to have the authority and duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person except the offices of President and Executive Secretary.

20. ELECTION AND TERM OF OFFICE: The officers of the association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors, to be held following annual meeting of the members. Officers shall be elected for terms of one year. Vacancies may be filled, or new offices created and filled, at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

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

Section 22. VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 23. DUTIES OF OFFICERS: The President shall be the principal executive officer of the association and shall in general supervise and control all of its business and affairs. He shall preside at all meetings of the members and the Board of Directors. He may sign, with the Executive Secretary, on any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

In the absence of the President, or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President), the Vice Presidents in

the order designated, or in the absence of any designation, then in the order of their election, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such form and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody and be responsible for all funds and securities of the association, receive and give receipt for moneys due and payable to the association from any source whatsoever, and deposit all such moneys in the name of the association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

The Executive Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the association and see that the seal of the association is affixed to all documents, the execution of which on behalf of the association under its seal is duly authorized in accordance with the provisions of these By Laws; keep a register of the post office address of each member which shall be furnished to the Executive Secretary by such member, and in general perform all duties incident to the office of Executive Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such forms and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Executive Secretary or by the President or the Board of Directors.

Section 24. EXECUTIVE COMMITTEE: An Executive Committee may be established by the Board of Directors, by Resolution adopted by a majority of the Directors then in office. Said Committee shall have and exercise such authority as may from time to time be delegated to it by the Board of Directors, except as specifically limited by statute or these By-Laws. The Executive Committee shall keep regular minutes of the transactions at its meetings, shall cause such transactions to be recorded in books kept for that purpose in the offices of the association, and shall report the same to the Board of Directors at its next meeting. Meetings of the Executive Committee may be held upon the call of the President, any Vice President or any three or more members of the Executive Committee upon at least five (5) days' prior written notice delivered either personally or by mail to each member of the Executive Committee. At all meetings of the Executive Committee a majority of the members of the Committee shall constitute a quorum for the transaction

of business and the affirmative vote of a majority of all members of the Committee shall be the action of said Committee.

Section 25. OTHER COMMITTEES: Committees other than the Executive Committee may be designated by a Resolution adopted by a majority of all of the Directors. Except as otherwise provided in such Resolution, members of each such committee need not be members of the association and the President of the association shall appoint the members thereof. Any member thereof may be removed by the President whenever in his judgment the best interests of the association will be served by such removal.

Section 26. CONTRACTS: The Board of Directors may authorize any officer or officers, agent or agents of the association, in addition to the officers so authorized by these By Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific instance.

Section 27. CHECKS, DRAFTS, ETC.: All checks, drafts, or other debts for the payment of money, notes or other evidences of indebtedness issued in the name of the association shall be signed by such officer or officers, agent or agents of the association and in such manner as shall from time to time be determined by Resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer of the association.

Section 28. DEPOSITS: All funds of the association shall be deposited from time to time to the credit of the association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 29. GIFTS the Board of Directors may accept on behalf of the association any contribution or gift for the general purposes or for any special purpose of the association.

Section 30. BOOKS AND RECORDS: The association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the registered office a record giving the names and addresses of members.

Section 31. FISCAL YEAR: The fiscal year of the association shall begin on the first day of January and end on the last day of December in each year.

Section 32. SEAL: The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the association and the words "Corporate Seal, Illinois."

Section 33. WAIVER OF NOTICE: Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois, or under the provisions of the Articles of Incorporation or by By-Laws of the association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether

before Or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 34. INFORMAL ACTION BY MEMBERS: Any action required to be taken at a meeting of the members of the association or of the Board of Directors, or any other action which may be taken at a meeting of 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 or Directors entitled to vote with respect to the subject matter thereof.

Section 35. AMENDMENTS TO BY-LAWS: These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority vote of those members paying dues or their duly authorized representatives present either in person or by proxy at any regular or special meeting of the members, provided that at least ten (10) days' written notice has been given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

Section 36. REGIONS: The Board of Directors of the association may organize and issue charters containing rules of operation and government for one or more Regions of the corporation covering such geographic area or areas as it may deem necessary and proper. Each Region shall be governed by the Board of "Directors, through a Region Executive Committee consisting of at least a Chairman, Vice Chairman and Secretary, the members of which shall be elected by the Region. Each Region may undertake programs and take such action in the interests of its members as shall not be inconsistent with these By-Laws, or the rules, regulations and policies established from time to time by the Board of Directors of the association. No Region, Executive Committee, Officers or Committees thereof shall have any power to act for, represent, or bind in any manner the association unless such act or action, proposal or recommendation shall have been reported and ratified or approved, by the Board of Directors of the association at any regular or special meeting thereof. The Board of Directors of the association by a two-thirds vote may discontinue any Region when such action is deemed in the best interests of the association.

Revised April, 1975, Frank S. Fitzgerald, CAE, Executive Secretary
Revised January 1977, June G. Fitzgerald. Executive Secretary
Revised October 7, 1988, June G. Fitzgerald. Executive Secretary
Revised August 16, 1995, Kathryn R. Fitzgerald. Executive Secretary
Retyped March 28, 2004, Kathryn R. Fitzgerald, Executive secretary

**Welcome, we look forward to your
involvement with
Screen Manufacturers Association**