

**BY-LAWS OF
PLASTIC SHIPPING CONTAINER INSTITUTE**

**ARTICLE I
OFFICES**

SECTION 1. PRINCIPAL OFFICE. The principal office and the office of the registered agent of the corporation shall be located in Washington, D.C., or at such other locations as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

**ARTICLE II
MEMBERS**

SECTION 1. CLASSES OF MEMBERS. The corporation shall have two classes of members. The designation of such classes and the qualifications of members of such classes shall be as follows:

- (a) **REGULAR MEMBERS.** Regular membership will be open to all companies which manufacture and sell plastic shipping containers.
- (b) **ASSOCIATE MEMBERS.** Associate membership will be open to all companies which produce virgin high-density polyethylene; all companies which manufacture and/or sell gaskets, gasket compounds, bails, spouts, closures, fittings, colorants and additives for use in the manufacture of plastic shipping containers (not to include companies which sell merely as agents or distributors); all companies which manufacture machines capable of producing a finished plastic shipping container; all companies which provide a performance evaluation service on the finished plastic shipping container; all companies which manufacture printing and/or decorating machinery; all companies which manufacture automated container/pail handling equipment; and all companies which are engaged in the recycling of high-density polyethylene; and all companies which manufacture molds for use in the production of plastic shipping containers.

SECTION 2. VOTING RIGHTS. Each regular member shall be entitled to one (1) vote on each matter submitted to a vote of the regular members, with the requirement that at the time of the vote the regular member is current with its dues. No proxy votes shall be permitted.

Associate members shall not generally be entitled to vote, except as Directors as set forth in **ARTICLE IV**, or as committee members as set forth in **ARTICLE VI**.

SECTION 3. TERMINATION OF MEMBERSHIP. A membership will be terminated in the event the member shall remain in default in the payment of dues for a period of six (6) months from the beginning of the period for which such dues became payable or in the event the member withdraws from the industries set forth in **SECTION I** above.

SECTION 4. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

SECTION 5. REINSTATEMENT. Where a membership has been terminated for non-payment of dues, assessments or other charges or withdrawal from the industry, the former member may be reinstated upon payment of all dues, assessments or other charges delinquent at the time of termination, or upon the member's return to the industry, whichever was the cause for the original termination.

SECTION 6. TRANSFER OF MEMBERSHIP. No membership certificates of the corporation shall be required but the Board of Directors may issue them pursuant to **ARTICLE VIII** hereof.

ARTICLE III **MEETING OF MEMBERS**

SECTION 1. MEETINGS. Regular meetings of the entire membership, Associate members and Regular members, shall be held at least one per year. The sites for all regular meetings shall be determined by the Board of Directors.

SECTION 2. SPECIAL MEETINGS. Special meetings of the membership, Associate, Regular or combined, may be called either by the President or the Board of Directors.

SECTION 3. NOTICE OF MEETINGS. Written notice stating the place, date and hour of any meeting of members shall be delivered to each member no less than ten or more than ninety days before the date of each 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 his address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 4. INFORMATION ACTION BY MEMBERS. Any action required to be taken at a meeting of the Regular members of the corporation, or any other action which may be taken at a meeting of Regular members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Regular members entitled to vote with respect to the subject matter thereon.

SECTION 5. QUORUM. The Regular members holding one-fifth (1/5) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Regular members, a majority of the Regular members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have transacted at the original meeting; withdrawal of Regular members from any meeting shall not cause a failure of a duly constituted quorum at that meeting.

ARTICLE IV **BOARD OF DIRECTORS**

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of Directors shall be no fewer than seven (7) and no more than eleven (11). The Directors shall be elected by the Board of Directors for terms of two (2) years each. Directors may be decreased to not fewer than seven (7) or increased to any number from time to time by amendment of this Section.

At all times, a majority of the Directors shall be representatives of Regular members engaged in the manufacturing and/or sale of shipping containers composed of high-density polyethylene.

SECTION 3. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least twice a year. Such meeting(s) may be held by telephone as appropriate.

SECTION 4. SPECIAL MEETING. 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 calling such special meetings of the Board may fix any place as the place for holding any special meetings of the Board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice 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. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Notice of any special

meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such a meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is now lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically waived, notice of a special meeting shall contain the purpose of the meeting.

SECTION 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board provided that if less than a majority of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

SECTION 7. ACT OF DIRECTORS. 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, unless the act of a greater number is required by statute, these By-Laws, or the Articles of Incorporation.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of Directors or to fill a vacancy for an unexpired term shall be filled by appointment by the Board of Directors unless a statute or these By-Laws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control.

SECTION 9. COMPENSATION. Directors shall not receive any compensation for their services.

SECTION 10. INSURANCE. The corporation shall maintain directors and officers liability insurance in an amount of not less than \$1 million coverage at all times.

ARTICLE V **OFFICERS**

SECTION 1. OFFICERS. The officers of the corporation shall be a President, Treasurer, a Secretary and such other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and performs the 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 Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected by the Board of Directors at the regular annual meeting of the Board of Directors. All officers shall be elected for a two-year term. The elections shall take place at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. 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 successors shall have been duly elected and shall have been qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer 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 corporation would be served thereby.

SECTION 4. PRESIDENT. The President shall be the principal executive officer of the corporation. Subject to the direction and control of the Board of Directors, he shall be in charge of the business and affairs of the corporation; he shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he shall discharge all duties incident to that of President and such other duties as may be prescribed by the Board of Directors. He shall preside at all meetings of the members and the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these By-Laws; he may execute for the corporation any documents or instruments which the Board of Directors has authorized to be executed, and he may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

SECTION 5. TREASURER. The Treasurer shall be the principal accounting and financial officer of the corporation. He shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefore, and for the receipt and disbursement thereof; and (c) 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. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. In the absence of the President, the Treasurer shall chair Board and Membership meetings.

SECTION 6. SECRETARY. The Secretary shall record 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 corporation; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE VI

COMMITTEES

SECTION 1. COMMITTEES. Committees may be designated by a resolution adopted by a majority of the Board of Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be regular or associate members of the corporation. Any representative of a regular or associate member may volunteer for one or more committees. Each such representative shall be allowed to participate and serve on any established committee (unless the committee is by resolution limited to regular members) and shall be entitled to (1) vote on each matter submitted to a vote within that committee, with the requirement that at the time of the vote the member is current with its dues. No proxy votes shall be permitted.

SECTION 2. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation or until his successor is appointed, unless the committee shall be sooner terminated or unless such member shall cease to qualify as a member thereof.

SECTION 3. CHAIRPERSON. The President shall appoint a Chairperson for each committee.

SECTION 4. VACANCIES. Vacancies in the membership of any committee may be filled in the same manner as provided in **SECTION 1** hereof.

SECTION 5. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 6. RULES. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

SECTION 7. COMMITTEE RECOMMENDATION. Any decision made by a committee will be a recommendation to the Board of Directors. The Board shall retain final decision making authority on all issues presented to the corporation.

ARTICLE VII **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, 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 or on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC.. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation 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 or President.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such bank, trust companies or other depositories as the Treasurer may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII BOOKS AND RECORDS

The corporation 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 or principal office a record giving the names and addresses of the members entitled to vote. The corporation's financial records shall be reviewed or audited once each fiscal year by an independent accountant. All books and records of the corporation may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE IX FISCAL YEAR

The fiscal year of the corporation shall be a calendar year.

ARTICLE X DUES

SECTION 1. ANNUAL DUES.

- (a) **REGULAR MEMBERS.** The base dues for any regular member with four or more plants primarily engaged in the manufacture of 3 to 6 gallon plastic buckets shall be Seven Thousand Five Hundred Dollars (\$7,500.00). The annual dues for all other Regular Members shall be Three Thousand Five Hundred Dollars (\$3,500.00);

- (b) **ASSOCIATE MEMBERS.** The annual dues for each Associate Member shall be Three Thousand Dollars (\$3,000.00).

SECTION 2. PAYMENT OF DUES. Dues shall be payable on January 1 of each year.

ARTICLE XI
WAIVER OF NOTICE

Whenever any notice 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 the By-Laws of the corporation, 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.

ARTICLE XII
AMENDMENTS

The power to alter, amend or repeal the By-Laws or adopt new by-Laws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting of the Board. The By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.