

BYLAWS
OF
INSULATING GLASS CERTIFICATION COUNCIL, INC.

ARTICLE I. NAME, LOCATION, STATUS AND SEAL

Section 1. NAME

The name of this corporation shall be INSULATING GLASS CERTIFICATION COUNCIL, INC. (sometimes referred to herein as Council).

Section 2. LOCATION

The location of the principal office of the Council and the name and location of its registered agent and registered office shall be determined by its Board of Governors from time to time.

Section 3. STATUS

This corporation shall be organized and operated as a not-for-profit corporation under the Illinois Not-for-Profit Corporation Act, as amended.

Section 4. CORPORATE SEAL

The Board of Governors shall provide a corporate seal which shall have inscribed thereon the name of the corporation and the words, "Corporate Seal, Illinois."

ARTICLE II. PURPOSE

Section 1. PURPOSE

The purpose of the Insulating Glass Certification Council shall be:

1. To promote public benefit by encouraging maintenance of the highest standards of excellence in the manufacture of insulating glass.

2. To encourage and cooperate in developing standards related to performance characteristics of insulating glass products.
3. To plan, organize, direct, coordinate and sponsor a certification program for insulating glass manufacturers to assure that their products meet applicable standards and/or performance requirements, adopted or approved by the Council.

ARTICLE III. PARTICIPATION

Section 1. QUALIFICATIONS FOR PARTICIPANTS

Any trade association or similar organization representing manufacturers or users of insulating glass or any other person or organization with a legitimate interest in the purposes of this corporation shall qualify for participation. Any manufacturer of insulating glass, whether or not a member of a trade association, shall qualify for participation, provided it is a licensee as defined in Article III section 5.

Section 2. ENROLLMENT OF PARTICIPANTS; ENTITLEMENT TO VOTE

Any person or other entity otherwise qualified to become a Participant shall be enrolled as such and shall be entitled to vote at all Participants' meetings upon filing with the Council a duly executed Participant's Agreement in such form and content as shall be prescribed by the Board of Governors.

Section 3. TERMINATION OF PARTICIPATION

The Board of Governors by affirmative vote of two-thirds of all members of the Board may expel a Participant for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the participation of any Participant who becomes ineligible for participation. Any Participant terminated under this section may not be reinstated except upon a finding by a two-thirds vote of the Board of Governors.

Section 4. TRANSFER OF PARTICIPATION

Participation in this Council is not transferable or assignable.

Section 5. LICENSEES

A Licensee is any manufacturer of insulating glass that has entered into a valid and existing licensing agreement with the Council and is certifying at least one product.

ARTICLE IV. PARTICIPANTS' MEETINGS

Section 1. ANNUAL MEETING

An annual meeting of the Participants shall be held each calendar year on a date to be designated by the Board of Governors for the purpose of electing members of the Board of Governors (but not officers) and for the transaction of such other business as may come before the meeting. If the election of Governors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Governors shall cause the election to be held at a special meeting of the Participants called as soon thereafter as convenient. The Council welcomes any other interested parties and they are encouraged to attend these meetings.

Section 2. SPECIAL MEETING

Special meetings of the Participants may be called either by the President, the Board of Governors, or not less than one-fifth of the Participants having voting rights.

Section 3. PLACE OF MEETING

The Board of Governors may designate any place for any special meeting called by the Board of Governors.

Section 4. NOTICE OF MEETINGS

Written or printed notice stating the place, day and hour of any meeting of Participants shall be delivered, either personally or by mail, or by e-mail or other electronic transmission to each Participant entitled to vote at such meeting, not less than thirty nor more than sixty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, 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 with the carrier and addressed to the Participant at his or her address as it appears on the records of the Council, with postage thereon prepaid. Electronic notice shall be deemed delivered when the sender has received electronic confirmation that the notice has been received. Any Participant may waive notice of any meeting, either before or after the meeting. The attendance and participation of any Participant at any meeting shall constitute a waiver of notice thereof unless the Participant at the meeting objects to the holding of the meeting because proper notice was not given.

Section 5. QUORUM

No less than one-tenth of the Participants, represented in person or by written proxy, shall constitute a quorum at such meeting, but in the event of a quorum not being present, a lesser number may adjourn the meeting to some future time, not more than seven days later.

Section 6. MANNER OF ACTING

Action taken pursuant to a majority vote shall bind the Council. Participants entitled to vote and act at any meeting may do so through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 7. LETTER BALLOT

Whenever, in the judgment of the Board of Governors, any question shall arise which it believes should be put to a vote of the Participants, and when it deems it inexpedient to call a special meeting for such purposes, the Board may submit such a matter to the Participants in writing, by mail, for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within four weeks after such submission to the Participants, provided, that in each case, the votes of at least 50 percent of the Participants shall be received. Action taken pursuant to a majority mail vote in each case shall bind the Council in the same manner as would action taken at a duly called meeting. Ballots shall provide for recording votes of “Affirmative”, “Negative”, or “Abstain”, and ballot items shall discuss the pros and cons of the proposal so as to inform the voting Participant of its potential impact. A vote of “Abstain” shall be used to determine the number of required Participants for a quorum, but otherwise shall have no more effect than someone not voting at all.

ARTICLE V. BOARD OF GOVERNORS

Section 1. GENERAL POWERS

The affairs of the Council shall be managed by its Board of Governors.

Section 2. NUMBER, TENURE AND QUALIFICATIONS

The number of Governors shall not be less than eight voting members and shall always be equally divided between Business Community Participants (manufacturers of insulating glass units and suppliers to manufacturers of insulating glass units) and Public Interest Participants. Business Community Governors shall be comprised of not less than three manufacturer licensee Participants. Election to the Board of Governors shall be for a two-year term commencing at the Participants' annual meeting. Business Community Governors shall serve for no more than two consecutive terms. Public Interest Governors shall serve for no more than (4) four consecutive terms, excluding the terms served by Public Interest Governors prior to March 2006. The current chairman of the Certification Committee shall, ex officio, be a member of the Board of Governors but shall have no voting power unless also serving as an independently elected Governor. Former Business Community Participants shall be eligible to serve as Public Interest Governors, provided that any such person has not been employed for at least one year with any Business Community Participant of the Council immediately prior to that person's election as a Public Interest Governor, and, further, that any such person shall have no discretionary financial interest (any financial remuneration or entitlement which can be established or altered at the discretion of any such Business Community Participant) with or controlled by any Business Community Participant of the Council with whom that person was employed at any earlier time.

Section 3. REGULAR MEETINGS

Regular meetings of the Board of Governors shall be held annually or more frequently. A meeting of the Board of Governors shall be held each year within forty-eight hours after adjournment of the Participants' Annual Meeting.

Section 4. SPECIAL MEETINGS

Special meetings of the Board of Governors may be called by or at the request of the President or a majority of the Board of Governors; such meetings may be held at any place.

Section 5. NOTICE

Notice of any regular or special meeting of the Board of Governors shall be given at least thirty days in advance by written notice delivered personally or sent by mail, or by e-mail or other electronic transmission to each Governor at his or her address as shown by the records of the Council. If mailed, such notice shall be deemed to be delivered when deposited with the carrier and so addressed, with proper postage thereon prepaid. Electronic notification shall be deemed delivered when the sender has received an electronic confirmation that the message has been received. Any

Governor may waive notice of any meeting. The attendance of a Governor at any meeting shall constitute a waiver of notice of such meeting, except where a Governor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

Section 6. QUORUM

At least two Public Interest Governors and two Business Community Governors shall constitute a quorum for the transaction of business at any meeting of the Board, but in the event of a quorum not being present, a lesser number may adjourn the meeting to some future time, not more than seven days later.

Section 7. MANNER OF ACTING

Fifty percent of the voting power of each meeting shall be vested in the Public Interest Governors in attendance and fifty percent shall be vested in the Business Community Governors in attendance. The fifty percent power vested in each group shall be divided equally among the Governors of that group who are in attendance. A majority of the voting power cast constitutes the act of the Board of Governors except where otherwise provided by law or by these Bylaws. A vote of "Abstain" shall be used to determine the number of required Governors for a quorum, but otherwise shall have no more effect than someone not voting at all.

Section 8. VACANCIES

Any vacancy occurring in the Board of Governors or any governorship to be filled by reason of an increase in the number of Governors, shall be filled by the Board of Governors. A Governor elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. COMPENSATION

Governors as such shall not receive any stated salaries for their services, but, by resolution of the Board of Governors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board to Public Interest Governors, provided that nothing herein contained shall be construed to preclude any Governor from serving in the Council in any other capacity and from receiving compensation therefore.

Section 10. LETTER BALLOT, OR MEETING BY CONFERENCE TELEPHONE CALL (OR OTHER COMMUNICATIONS EQUIPMENT)

Whenever, in the judgment of the President or a majority of the Board of Governors, any business shall arise for vote of the Board and it is deemed inexpedient to call a special meeting at a physical location for such purpose, the Board may transact its business by either mail vote or by a special meeting conducted through use of a conference telephone call or other communications equipment by means of which all persons participating in the meeting can communicate with each other, provided that for a letter ballot or a special meeting by conference telephone call or other communications equipment to occur, 75% of the Governors must have earlier affirmatively voted to conduct such a mail or conference telephone call (or electronic/telecommunications equipment) vote. In the case of a mail vote, the subject of the vote must have been discussed at a prior Board Meeting (including any prior conference telephone call meeting). Action taken pursuant to such procedures in each case shall bind the Council, provided that each of the Governors has been duly notified of the mail or conference telephone call vote in advance.

ARTICLE VI. OFFICERS

Section 1. OFFICERS

The officers of the Council shall be as follows: a President, Vice President-Treasurer and Secretary. The Board of Governors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Governors.

Section 2. ELECTION AND TERM OF OFFICE

The officers of the Council shall be elected for two-year terms by and from among members of the Board of Governors at its Annual Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Governors. Each officer shall hold office until his successor shall have been qualified and duly elected. No officer shall serve in the same office for more than two consecutive terms.

Section 3. REMOVAL

Any officer or agent elected or appointed by the Board of Governors may be removed by the Board of Governors by a vote of two-thirds of the Governors, whenever in the judgment of the Governors, the best interests of the Council would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. VACANCIES

A vacancy in any officer position because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Governors for the unexpired portion of the term.

Section 5. PRESIDENT

The President shall be the principal executive officer of the Council and shall in general supervise and control all of the business and affairs of the Council. He shall serve as Chairman at all meetings of the Participants and of the Board of Governors. He may sign, with the Secretary or any other proper officer of the Council authorized by the Board of Governors, any deeds, any mortgages, bonds, contracts or other instruments which the Board of Governors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Governors or by these Bylaws or by statute to some other officer or agent of the Council, and, in general, shall perform all duties incident to the office of President and such other as may be prescribed by the Board of Governors from time to time.

Section 6. VICE PRESIDENT-TREASURER

The Vice President-Treasurer shall act as follows:

- a. In the absence of the President or in the event of his inability or refusal to act, the Vice President-Treasurer 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. The Vice President-Treasurer shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Governors.
- b. If required by the Board of Governors, the Vice President-Treasurer shall, at Council expense, give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Governors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Council; receive and give receipts for monies due

and payable to the Council from any source whatsoever, and deposit all such monies in the name of the Council in such banks, trust companies or other depositories as shall be selected in accordance with provisions of Article VIII of these Bylaws; and in general perform all the duties incident to the Treasurer's function and such other duties as from time to time may be assigned to him by the President or by the Board of Governors. The Vice President-Treasurer, with the approval of the Board, may delegate some or all of these responsibilities and powers to the administrator for the Council.

Section 7. SECRETARY

The Secretary shall keep the Minutes of the meetings of the Participants and of the Board of Governors in one or more books (or using electronic media) which when approved by the Board shall become the official corporate records of the Council; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Council's records (kept in written form) and of the seal of the Council and see that the seal of the Council is affixed to all documents, the execution of which on behalf of the Council under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the postal address, telephone number, telecopy number and e-mail address (as available) of each Participant which shall be furnished to the Secretary by the Participant; and in general perform all duties incident to the office of Secretary and such other duties as from time to time are assigned by the President or by the Board of Governors. The Secretary, with the approval of the Board, may delegate some or all of these responsibilities and powers to the administrator for the Council.

Section 8. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES

If required by the Board of Governors, assistant treasurers shall give at Council expense bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Governors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform duties as shall be assigned to them by the Vice President-Treasurer or by the Secretary or by the President or by the Board of Governors.

ARTICLE VII. COMMITTEES

Section 1. COMMITTEES OF GOVERNORS

The Board of Governors, by resolution adopted by a majority of the Governors, may designate one or more committees, each of which shall consist of two or more Governors, which committees to the extent provided in said resolution, shall have

and exercise the authority of the Board of Governors; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Governors, nor any individual Governor, of any responsibility imposed upon it or him by law or these Bylaws.

Section 2. CERTIFICATION COMMITTEE

The Board of Governors shall establish a permanent standing committee to be known as the Certification Committee. Membership and voting privileges on the Certification Committee shall be extended to the following INSULATING GLASS CERTIFICATION COUNCIL Participants: (a) Each of the Public Interest Governors, (b) Each of the Business Community Governors, and (c) Each Participant Licensee, as defined in Article III, Section 5 of these Bylaws, who designates a representative to serve on the Certification Committee, and (d) each participant supplier. Further, membership and voting privileges on the Certification Committee shall be extended to the following INSULATING GLASS MANUFACTURERS ALLIANCE (IGMA) participants: (a) Participant Licensees of the IGMA certification program, (b) Supplier members of IGMA, and (c) Public Interest representatives appointed by the IGMA and IGCC Boards. The President shall appoint the Chairman of the Certification Committee, who shall serve, ex officio, as a member of, and liaison with, the Board of Governors but shall have no voting power thereon unless also serving as an independently elected Governor, and further, shall serve for no more than one term of two years. The Chairman of the Certification Committee shall appoint a Vice Chairman, who shall perform such duties as from time to time may be assigned to him. The Chairman may appoint sub-committee chairmen at his discretion.

Section 3. TERM OF OFFICE

Each member of a committee, except as otherwise provided herein, shall continue until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. COMMITTEE CHAIRMAN

One member of each committee shall be appointed by the President to act as Chairman.

Section 5. VACANCIES

Vacancies in the membership of any committee may be filled by appointments in the same manner as provided in the case of the original appointments.

Section 6. QUORUM

For all committees, except the Certification Committee and unless otherwise provided for in the resolution of the Board of Governors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present in person and voting at a meeting at which a quorum is present, shall be the act of the committee. For the Certification Committee, twelve members or one-fourth of the total committee, whichever is less, including the Chairman or Vice Chairman, shall constitute a quorum and the act of the majority of the members present in person and voting at a meeting at which a quorum is present shall be the act of the committee.

Section 7. RULES

Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Governors.

Section 8. NOMINATING COMMITTEE

Each year prior to July 1, the President, with the approval of the Board of Governors, shall appoint a Nominating Committee, which shall consist of one Public Interest Governor, one Business Community Governor and one Business Community Participant at large. Appointment may be at an appropriate meeting of the Board of Governors or by mail or electronic mail. The President may name any of the appointees as Committee Chairman. The Nominating Committee shall prepare and shall present to the next Annual Meeting of Participants a slate of candidates for members of the Board of Governors. The Nominating Committee also shall present to the next annual meeting of the Board of Governors a slate of candidates for officers. The Nominating Committee is urged to solicit from the Participant's names of qualified potential candidates. The slate shall include not less than four Public Interest Governor candidates and not less than four Business Community Governor candidates. All nominees must have agreed in advance to serve if elected.

ARTICLE VIII. MISCELLANEOUS

Section 1. CONTRACTS

The Board of Governors may authorize any officer or officers, agent or agents of the Council, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council 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 Council, shall be signed by such officers, agent or agents of the Council, and in such manner, as shall from time to time be determined by resolution of the Board of Governors. In the absence of such determination by the Board of Governors such instruments shall be signed by the Vice President-Treasurer or any assistant treasurer and countersigned by the President of the Council.

Section 3. DEPOSITS

All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies, or other depositories as the Board of Governors may select.

Section 4. GIFTS

The Board of Governors may accept on behalf of the Council any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Council.

Section 5. INDEMNIFICATION OF OFFICERS, GOVERNORS, EMPLOYEES AND AGENTS; INSURANCE

Any person who at any time shall serve, or shall have served, as Governor, officer, employee, administrator or committee chairman or committee member or agent of the Council, and the heirs, executors, and administrators of such person, shall be indemnified by the Council to the fullest extent permitted under the Illinois Not-for-Profit Corporation Act, as amended, against all judgments, fines, costs and expenses (including but not limited to attorneys' fees, and amounts paid in settlement) actually and reasonably incurred in connection with the defense of any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or other, in which that person may be involved by virtue of such person being or having been such Governor, officer, employee, administrator or committee chairman or committee member or agent, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or

proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, however, that such indemnity shall not be operative with respect to (a) any matter as to which such person shall have been finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duties as such Governor, officer, employee, administrator or committee chairman or committee member or agent or (b) any matter settled or compromised, unless, in the written opinion of independent legal counsel selected by the Board of Governors, there is no reasonable ground for such person's being adjudged liable for negligence or misconduct in the performance of his or her duties as such Governor, officer, employee, administrator or committee chairman or committee member or agent. Expenses (including attorney's fees) incurred in defending a civil or criminal action, suit or other proceeding may be paid by the Council in advance of the final disposition of such action, suit or other proceeding, as authorized by the Board of Governors in the specific case, upon receipt of an undertaking by or on behalf of the person involved to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Council. The foregoing right of indemnification shall not be deemed exclusive of any other rights of indemnification to which those indemnified may be entitled under any provision of state law or otherwise, and shall continue as to a person who has ceased to be a Governor, officer, employee, administrator or committee chairman or committee member or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person. The Council may purchase and maintain insurance on behalf of any of the aforesaid persons to which a right of indemnity applies.

Section 6. LIMITED LIABILITY OF OFFICERS, GOVERNORS AND PERSONS WHO SERVE WITHOUT COMPENSATION

No officer or Governor serving the Council without compensation, other than reimbursement for actual expenses, shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such officer or Governor, and no other person who, without compensation other than reimbursement for actual expenses, renders service to or for the Council, shall be liable, and no cause of action may be brought, for damages resulting from an act or omission in rendering such services, unless the act or omission of any such officer or Governor or other person involved willful or wanton conduct. Willful or wanton conduct means a course of action which shows an actual or deliberate intention to cause harm or which, if not intentional, shows an utter indifference to or conscious disregard for the safety of others or their property.

Section 7. USE OF FUNDS

The Council shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of its funds shall inure or be distributed to the Participants of the Council.

ARTICLE IX . RECORDS

The Council shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of its Participants, and Board of Governors, and shall keep at the registered or principal office a record giving the names and addresses of the Participants entitled to vote. All books and records of the Council may be inspected by any Participant, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall be January 1 to December 31.

ARTICLE XI. FINANCES

The Board of Governors may determine from time to time the amount of fees or assessments, if any.

ARTICLE XII. NOTICES

Whenever any notice whatsoever is required to be given, under the provisions of the Articles of Incorporation or the Bylaws of the Council, 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 XIII. AMENDMENT

These Bylaws may be altered, amended or repealed and the Articles of Incorporation may be amended and new Bylaws and amended Articles of Incorporation may be adopted, by a majority of the Governors present at any regular meeting or at any special meeting, provided that at least thirty days written notice is given of such intention to act at such meeting of the Governors. The written notice shall announce the Articles and Sections proposed to be modified.

ARTICLE XIV. DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be distributed to one or more organizations which themselves are exempt as organizations

described in sections 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any future United States internal revenue law, or to the Federal, state or local government exclusively for public purposes.

Notwithstanding any other provision of these Bylaws, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

ARTICLE XV. MERGER OR CONSOLIDATION

Any proposed merger or consolidation shall be adopted by receiving the affirmative vote of at least a majority of the Participants either in person or by proxy, at a meeting at which there is a quorum.

(End of Bylaws)

Last Revised: March 15th, 2006