



PLASTICS

INDUSTRY ASSOCIATION

BYLAWS



PLASTICSINDUSTRY.ORG

Article I – Mission and Purpose	1
Section 1. Mission	1
Section 2. Purpose	
Article II – Membership	1
Section 1. Classes of Membership	1
Section 2. Rights and Benefits of Membership	2
Section 3. Applications	2
Section 4. Resignations	2
Section 5. Suspension and Reinstatement	3
Article III – Fees, Dues, and Other Charges	3
Section 1. Dues	3
Section 2. Special Project Funds	3
Section 3. Registration Fees and Location of Meetings	3
Article IV – Annual Business Meeting	3
Section 1. Annual Business Meeting	3
Section 2. Quorum	3
Section 3. Voting	4
Section 4. Annual Business Meeting Location	4
Article V – Industry Segment Councils	4
Section 1. Authority and Duties	4
Section 2. Composition of Councils	5
Section 3. Election and Terms of Council Member	5
Section 4. Election and Terms of Council Executive Committees	5
Section 5. Authority of Councils to Fill Vacancies on Councils and Board of Directors	5
Section 6. Council Meetings	6
Section 7. Council Quorums	6
Section 8. Establishment of Council Divisions, Committees, and Task Groups	6
Section 9. Special Project and Emergency Funding	7
Article VI – Officers	7
Section 1. Elected Officers	7
Section 2. Officer Term Limits	8
Section 3. Filling an Officer Vacancy	8
Section 4. Appointed Officers	9
Section 5. Duties of Elected Officers	9
Section 6. Nominee Slate	9
Section 7. Voting Procedure	10
Article VII – Board of Directors	10
Section 1. Authority and Duties	10
Section 2. Composition and Election	10
Section 3. Board of Directors Director Tenure	11
Section 4. Board of Directors Meetings	11
Section 5. Board of Directors Meeting Quorums	11
Section 6. Tactical Committees	11
Section 7. Permanent Committees of the Board of Directors	12
Section 8. Board of Directors Permanent Committee Quorum and Voting	13
Section 9. Board of Directors Permanent Committee Meetings and Notices	14
Section 10. Board of Directors Permanent Committee Administration	14
Section 11. Other Board Committees	14
Article VIII – PLASTICS' Staff	14
Section 1. Appointment of PLASTICS' Chief Executive Officer/President	14
Section 2. Staff	14
Section 3. Legal Counsel	15
Article IX – Seals, Trademarks, Other Indicia	15
Article X – Amendments of Bylaws	15
Article XI – Limitation of Liabilities	16
Section 1. No Joint Liability	16
Section 2. No Partnership Created	16
Section 3. Insurance	16
Article XII – Dissolution	16

Article I – Mission and Purpose

Section 1. Mission

To protect, promote, and grow the plastics industry.

Section 2. Purpose

- Advocate for an environment where the plastics industry thrives.
- Educate society on the true value of plastic.
- Deliver value that drives growth and engagement for members and customers.
- Lead and rally the plastics industry in sustainability.

Article II – Membership

Section 1. Classes of Membership

A. Full Membership

Any corporation, partnership, or sole proprietorship shall be eligible for Full Membership in PLASTICS provided that it:

- Processes purchases or uses plastics as a raw material or in finished form as part of any product that is sold or marketed in the United States to commercial or retail markets; or
- Manufactures plastics materials, additives, or processing equipment (including components for such equipment, tools and molds) for the plastics industry in the United States; or
- Is a division of a corporation that may be eligible for Full Membership, provided special circumstances indicate that admission would be equitable and such action is taken in accordance with specific guidelines established by the Board of Directors to govern cases of this type.

B. Associate Membership

Any corporation, partnership or sole proprietorship that is not eligible for Full Membership in PLASTICS shall be entitled to participate as an Associate Member, provided that it:

- Serves the plastics industry as a distributor or sales agent for plastics products, materials additives, or processing equipment (including tools and molds);
- Provides industrial services (such as transportation, contract packaging, warehousing, etc.) to plastics industry companies.

C. Service Provider Membership

Any publishing, educational, research, or consulting organization that devotes a significant part of its efforts to the plastics industry, or renders professional services to the industry (including e.g., banks, utilities, insurance companies, and economic development agencies) shall be eligible for Service Provider Membership in PLASTICS.

D. Honorary Membership

The Board of Directors of PLASTICS shall be empowered to elect to Honorary Membership in PLASTICS any individual whose contributions to the plastics industry are deemed to be so unique, and of such a high order, as to warrant special recognition by the bestowal of this honor.

Section 2. Rights and Benefits of Membership

A. Voting

Full Members shall be the only class of Members entitled to vote on Association matters. Only representatives of Full Members shall be eligible for election as Officers, Board Directors, Council members, and members of the Board of Directors' Tactical Committees as defined in Article VII.

Associate Members, Service Provider Members, and Honorary Members do not have voting rights.

B. Designation of Voting and Alternate Representatives

Each Full Member shall designate in writing, or transmit electronically to PLASTICS' Membership Department, the name of a representative who shall be entitled to vote for the Member at PLASTICS meetings. An Alternate Representative shall also be named for each Full Member. Only bona fide employees of Full Members may be designated as Voting or Alternate Representatives.

C. Leadership Positions

Representatives of Full Members and Associate Members, are entitled to participate and hold office on a Division, Committee, Task Group, or Region provided that this is consistent with the policies, procedures, or operating guidelines of the group. Honorary Members may not be members of PLASTICS governance or operating units, such as committees or councils unless otherwise noted in these bylaws.

D. Benefits

Full and Associate Members in good standing are entitled to receive the full range of membership benefits, including access to meetings, all member discounts on conferences, programs and services, and discounts on NPE space. Service Provider Members are entitled to all member discounts for meetings only. Honorary Members are entitled to all member discounts for services and meetings (excluding NPE discounts).

Section 3. Applications

Applications for all classes of membership shall be filed with PLASTICS' Membership Department on a written or electronically-transmitted application form provided by PLASTICS. Applicants will be notified of approval of their membership status and their membership will become effective as of the date of notification.

Section 4. Resignations

Any Member in good standing may withdraw from PLASTICS after fulfilling all obligations to it, by giving written notice of such intention to PLASTICS' Membership Department at least thirty (30) days before the effective date of such withdrawal. Any Member so withdrawing shall, by the act of such withdrawal, cease to have any further interests in the funds, assets, and activities of PLASTICS and shall not be entitled to any refunds of any type or in any amount.

Section 5. Suspension and Reinstatement

Any Member in default in the payment of dues and other amounts for a period of ninety (90) days after such dues become payable will be suspended from membership, in the absence of a good cause found to exist by PLASTICS. Any Member so suspended shall, until reinstatement, forfeit all rights and privileges of membership in PLASTICS; provided, however, that such suspension shall not relieve a Member from the requirement of fulfilling all obligations to PLASTICS theretofore incurred. A suspended Member shall be reinstated to good standing upon payment in full of all dues and other amounts owing and payable at the time of suspension.

Article III – Fees, Dues, and Other Charges

Section 1. Dues

The annual dues and a payment schedule for each class of membership of PLASTICS shall be fixed and determined by the Board of Directors. The Board of Directors may also establish such additional schedules of charges for other services or activities as it deems appropriate and proper.

Section 2. Special Project Funds

The Executive Committee of the Board of Directors shall be empowered, upon presentation of a written or electronically-transmitted request by the voting members of any Council, Tactical Committee, or Region (Articles V, X, XI, XII), to approve the institution of a separate fund to defray expenses in furtherance of onetime or continuing projects of such group that are deemed proper by the Board of Directors.

Section 3. Registration Fees and Location of Meetings

In instances where groups of PLASTICS schedule meetings or other functions where it is necessary to charge registration fees to cover the expense of such functions, the amount charged shall be established by those assigned the responsibility of arranging these activities. At such meetings or other functions, non-PLASTICS members are required to pay an additional or supplemental fee. All such meetings will be held in the United States or its territories, except as approved by the Chief Executive Officer/President.

Article IV – Annual Business Meeting Section

Section 1. Annual Business Meeting

The Annual Business Meeting of PLASTICS shall be held once each year, typically in the last quarter of the fiscal year and shall be open to all PLASTICS members.

Section 2. Quorum

The presence in person or by proxy (either written or electronically transmitted) of one-third of the voting representatives of the Full Members of PLASTICS, entitled to vote, or if one-third is thirty (30) or more, the presence in person or by proxy (either written or electronically transmitted) of thirty such Members, shall constitute a quorum for the transaction of business at PLASTICS' Annual Business Meeting. Full Members are defined in Article II, Section 1.

Section 3. Voting

Each Voting Representative of a Full Member present, in person or by proxy, shall be entitled to one vote. Decisions will be based on a majority vote.

Section 4. Annual Business Meeting Location

PLASTICS' Annual Business Meeting will be held within the United States or its territories, unless otherwise authorized by the Board of Directors.

Article V – Industry Segment Councils

Section 1. Authority and Duties

There shall be established three Industry Segment Councils in accordance with these bylaws: The Equipment Council; the Material Suppliers Council; and the Processors Council. The Councils shall have the following duties and authority:

- To actively consider and discuss the affairs and issues generally affecting their respective industry segments;
- To recommend to the Board of Directors (Defined in Article VII) such courses of action as will further the objectives and purposes of PLASTICS, and to assist in the successful accomplishment of PLASTICS' Purpose and Mission;
- To elect the Directors of PLASTICS' Board of Directors in accordance with these bylaws. In this regard, after seeking suggestions from the members of the industry segment, each Council shall elect eight Full Members to the Board of Directors for two-year terms that are staggered so that the Board of Directors has four members elected to a new term from each Council each year. Ballots for this election may be mailed or electronically transmitted. If any Officer(s) of the Board of Directors and any Director(s) of the Board of Directors are employed by the same Full Member, they will have only one vote between them for Board of Directors decisions.
- To create, organize and coordinate such Council Divisions, Committees, and Task Groups as are required by each Council to address issues specific to their interests, and to appoint members to these Committees. Council Divisions, formerly known as business units, have been aligned with their respective Councils. Councils assist and coordinate with their respective Divisions on policy and budget matters, as well as seek to leverage common interests and needs across Divisions, Committees, and Task Groups. The Councils serve as a vehicle for their created or aligned Divisions, Committees, and Task Groups to access PLASTICS resources.
- To develop a proposed budget for Council activities. The Council budget shall include the budgets for any Council Committees. The Treasurer of each Council will present the proposed budgets to the FAM Committee for its review and transmission to the Board of Directors for final approval. PLASTICS Councils maintain authority and autonomy to spend legacy fund balances (with FAM approval for any expenditure in excess of \$25,000) and have the option to create a voluntary self-assessment of their members and build their own treasury. Councils may also seek additional support from PLASTICS' general funds beyond the budgeted amount as outlined in Section 9 of this Article.

Section 2. Composition of Councils

Each Full Member of PLASTICS shall make a declaration of one of the Industry Segment Councils in which its plastics industry business predominates in net sales over each of the other segments. If, after making its initial declaration, a Member Company wishes to change its Industry Segment affiliation, the Member Company shall submit a request to PLASTICS' Chief Executive Officer/President, who shall present a recommendation to the Executive Committee of the Board of Directors for approval.

Members have input into PLASTICS policy-making through participation in Council meetings and activities. Members are encouraged to communicate business issues and priorities through their respective Councils. Bona fide employees of Full Members are eligible to be elected to serve on the

Council of the Industry Segment so declared by the Member. Each Council's membership should be reasonably representative of its given segment.

Each Council should consist of approximately thirty Full Member representatives, who will be the voting members of the Council. There is, however, no limit on the number of Full Members that can participate on their appropriate industry Council.

Section 3. Election and Terms of Council Members

Each year the Chair of each Council shall appoint a Nominating Committee of at least four Council members. After seeking suggestions from the members of the industry segment, the Nominating Committee shall prepare a slate of candidates for election to the Council.

The Council Chair will present the names of nominees to administrative staff, as directed by PLASTICS' Chief Executive Officer/President, to prepare the ballot. Election shall be by mailed or electronically transmitted ballot, to each Full Member of a given Industry Segment at least thirty (30) days prior to the Fall Board of Directors meeting, or the Annual Business Meeting, whichever is closest to the end of the fiscal year. The ballot shall contain the slate of candidates selected by the Council's Nominating Committee.

- At the direction of the Council Chair, the Nominating Committee of each Council may also propose individuals to be elected to an Industry Segment Council, outside of the regular election cycle. Such elected Council members are subject to the same term limits as other elected Council members.
- Council members shall be elected to a two-year term, said terms being staggered so that one-half of a Council is elected each year. Council members shall assume their duties at the beginning of the next succeeding fiscal year of PLASTICS.
- If there is more than one individual employee from the same Full Member on the Council, that Full Member may have only one vote on the Council.

Section 4. Election and Terms of Council Executive Committees

Each Council may elect an 'executive committee,' including, at a minimum, a Chair, Vice Chair, Program Chair, and Treasurer from among its voting members. The purpose of the Council executive committees will be to oversee council activities. The Chair, or in the Chair's absence, the Vice Chair, will be responsible for calling and presiding at Council meetings. The Chair, Vice Chair, and Treasurer of each Council shall serve a two-year term and shall not serve in the same office for more than two consecutive two-year terms.

Section 5. Authority of Councils to Fill Vacancies on Councils and Board of Directors

If a vacancy occurs on a Council or the PLASTICS Board of Directors, the Industry Segment Council that elected the departing member may, at its discretion, elect a replacement to fill the unexpired term of the departing member. At the direction of the Council Chair, and after seeking suggestions from the members of the industry segment, the Nominating Committee of the respective Council shall propose individuals to fill vacancies on the Council, Board of Directors, or the Executive Committee of the Board of Directors. A ballot with such names will be mailed or electronically transmitted to current members of the Council for approval. Fulfilling an unexpired term does not count against any term limits contained in these bylaws.

A position on a Council, the Board of Directors, or the Executive Committee of the Board of Directors is not automatically transferred to another individual at the same member company or another member company on the same Council. Board of Directors and Council positions are not, and shall not be, reserved for specific companies.

Section 6. Council Meetings

Each Council shall meet a minimum of twice a year in conjunction with meetings of the PLASTICS Board of Directors. On such occasions, all Industry Segment Councils, and the Board of Directors' Tactical Committees (as defined in Article VII) may assemble in session. The Board of Directors shall receive reports from all the Councils and the Board of Directors' Tactical Committees. The Councils shall otherwise meet separately to conduct Council business.

- Councils may meet at such other times and places as decided by the Chair of each Council, or at the request of not less than one-third of its members. Any meetings so called may not substitute for meetings held with the other two Councils at Board of Directors meetings.
- Council meetings shall be open to all PLASTICS members in good standing from their corresponding industry segment and, as appropriate, invited guests.
- Membership on the Councils carries with it the presumption that the individual elected by the membership has an interest in the activities of PLASTICS and will fulfill the fiduciary responsibility to the association. A Member's selection as a member of the Council carries with it the presumption that the designated company representative will regularly attend meetings. On failure to attend any two successive meetings in person, the Council's Executive Committee may deem the position on the Council vacant and the elected individual will not be considered a member of the Council. In the event of such vacancy, the provisions of Article V, Section 5 apply.

Section 7. Council Quorums

The presence in person of at least one-third of the voting members of each Council shall constitute a quorum for the transaction of business. Each Council shall act by a majority vote of those members either present in person or participating in a teleconference of the meeting. Proxy votes are permissible.

Section 8. Establishment of Council Divisions, Committees, and Task Groups

Industry Segment Councils may create, organize and coordinate such Divisions, Committees, and Task Groups as developed by each Council to address issues specific to their segment's interests, and appoint members to these Divisions, Committees, and Task Groups, provided that the Council Division, Committee, and Task Group activities are consistent with PLASTICS' overall objectives, financial policies, and general procedures.

A. Criteria for Establishment

Establishment and continuation of a Division, Committee, or Task Group shall be subject to the approval of PLASTICS' Board of Directors, and shall be based on a satisfactory showing that the Division, Committee, or Task Group meets reasonable organizational criteria, such as documentation that clearly defines basic provisions for membership, organizational structure, and annual financial and operating plans.

B. Membership and Officers

Division, Committee, and Task Groups shall have defined membership criteria. Members of PLASTICS may join as many Divisions, Committees, and Task Groups as they desire, so long as their eligibility for membership in each Division, Committee, and Task Group is established according to the Division, Committee, and Task Group's approved membership criteria.

- Each Division, Committee, and Task Group shall have a Chair and Vice Chair, duly elected from among the representatives of members of that Division, Committee, or Task Group. Either the Chair, or alternatively, an individual selected by the Division, Committee, or Task Group, may serve as the Division, Committee, or Task Group's representative to the respective Industry Segment Council. The Chair and Vice Chair of each Division, Committee, and Task Group shall serve a two-year term and may not serve more than two consecutive two-year terms, provided however, that Council Divisions may adopt a different approach with regard to Chair and Vice Chair term limits based on extenuating circumstances or the best interests of that Division.

C. Funding

Divisions, Committees, and Task Groups operate within their respective budgets and operating plans.

In addition to funding from the general PLASTICS budget, funding for costs and expenses for which a Division, Committee, or Task Group is responsible may be derived from: dues or assessments raised by the Division, Committee, or Task Group from among its members, and/or revenue from programs and projects.

D. Administration

The Chief Executive Officer/President of PLASTICS shall assign a staff member to each Division, Committee, or Task Group to serve as the Division, Committee, or Task Group's administrator. The primary function of the staff member so assigned shall be to act as a key representative of PLASTICS, keep Division, Committee, or Task Group members apprised of PLASTICS activities in general, and afford the Division, Committee, or Task Group full support for its activities in conjunction with the Industry Segment Council leadership.

Section 9. Unanticipated and Emergency Funding

For emergencies or unanticipated financial needs, Councils, Divisions, Committees, and Task Groups seeking additional support from PLASTICS' general funds beyond the amount budgeted, shall work with the Treasurer of the Division, Committee, or Task Group's Industry Segment Council to obtain approval by the Council. If approved by the Council leadership, the Treasurer of the Council will carry the recommendation to the FAM Committee of the Board of Directors for final action by the Board of Directors. If approved by the PLASTICS Board of Directors, the Council, Division, Committee, or Task Group will be allocated the requested funds. In the implementation of this provision, the Chief Executive Officer/President of PLASTICS, in consultation with the Council leadership, the FAM Committee, and PLASTICS' Officers, may authorize the disbursement of funds in a timely fashion to meet unanticipated or emergency needs. Any approval or review required by this provision may be done in person, in writing or electronically, such as by telephone, electronic mail, or other electronic communications system.

Article VI - Officers

Section 1. Elected Officers

Elected Officers of PLASTICS shall be in leadership, consistent with Article VII, Sec. 3, and directly employed by a Full Member of PLASTICS. Elected Officers shall be a Chair, Vice Chair, Treasurer, Secretary, and two Officers-at-Large who shall be elected by the Board of Directors.

The position of Immediate Past Chair shall be fulfilled by the most recent Past Chair able to serve. The Immediate Past Chair shall also be considered as an Officer of the Board of Directors and may vote on

matters before the Board of Directors. The Officers shall constitute the Executive Committee of the Board of Directors.

The Chair, Vice Chair, Treasurer, Secretary, and Officers-at-Large shall be elected by a majority of the Board of Directors. The Officers shall assume their duties at the beginning of the next succeeding fiscal year of PLASTICS.

The Officers shall make up the Executive Committee of the Board of Directors. The Executive Committee of the Board of Directors shall have the following duties and authority:

- To review the Association's strategic plan;
- To approve public policy, regulatory, or legislative positions taken by the Association or recommended by the Public Policy Committee;
- To approve decisions recommended by the NPE Executive Committee;
- To approve decisions recommended by the NPE Committee;
- To approve decisions recommended by the Public Policy Committee;
- To approve decisions recommended by self-funded committees, special purpose groups, or special working groups of the Association;
- To approve a policy for spending authority for the Association;
- To review the Association's annual budgets to evaluate consistency with the Association's mission, vision, and strategy;
- To approve capital expenditure requests by the CEO over a prescribed limit, and to set such limits; and
- To provide direction for contracts that are complex or long-term.

Section 2. Officer Term Limits

Each Officer so elected shall hold office for a period of no more than two (2) years in any position and shall not serve for more than two consecutive one-year terms, until his or her successor shall have been duly elected and shall have assumed the duties of the office.

Section 3. Filling an Officer Vacancy

In the event a vacancy occurs in any Officer position other than Chair, the Nominating Committee shall select a replacement candidate for the junior-most At-Large Officer position from the council next in rotation, consistent with Section 6 of this Article, and the candidate shall be presented to the Board of Directors that may elect the candidate to fulfill the unexpired remain term of the departing Officer. Fulfilling an unexpired term does not count against the term limits established by these bylaws.

In the event that PLASTICS' current Chair cannot fulfill the responsibilities of the position, the Nominating Committee shall select a replacement candidate and the same shall be presented to all Full Members, who will vote on the candidate. All other officers shall move to fill the next-senior position and the Industry Segment Council that is next in turn shall nominate a person to fill the junior-most Officer-at-Large vacancy created by this succession. The ballot for this election may be mailed or electronically-transmitted, and may be accepted, via mail or electronically. Fulfilling an unexpired term does not count against the term limits established by these bylaws.

The Board of Directors may consider extending the term limit of any Officer position, in light of special circumstances. In this eventuality, the decision to suspend the Officer term limits set forth in these bylaws will be made by a majority vote of the Board of Directors.

When an elected officer or Board of Directors member becomes separated from the employer whose Full Member status provided that elected officer with eligibility, that person shall be provided under the Bylaws with a ninety-day period of continuation of their position as elected officer or Board of Directors member provided that no actual conflict of interests arises during that time. If the elected officer or Board of Directors member gains subsequent employment with another Full member within those ninety days, their service in that position may resume uninterrupted until the end of their term as Officer or Board of Directors member. If, however, at the end of ninety days, that person is still not employed by a Full Member, he or she is expected to submit his written resignation from his or her position as elected officer or Board of Directors member. If that person does not submit his or her written resignation, the Board may convene and vote to remove the elected officer or Board of Directors member from any and all positions with PLASTICS for which employment with a Full Member is a condition of eligibility. The Board may then vote to elect or appoint a replacement in accordance with the Bylaws.

Section 4. Appointed Officers

The Board of Directors may appoint such other officers, as it may deem desirable, assigning to them such duties and responsibilities that would not conflict with the duties and authority of the elected Officers. The terms of office for those appointed officers shall be determined by the Board of Directors.

Section 5. Duties of Elected Officers

A. Chair

The elected Chair shall preside at the Annual Business Meeting, and all meetings of the Board of Directors. The Chair shall provide policy guidance to the Chief Executive Officer/ President regarding operating and administrative matters, and may represent PLASTICS before the general public, governmental agencies, legislative bodies, business groups, and other appropriate organizations.

B. Vice Chair

The elected Vice Chair, in the absence of the Chair, shall perform the duties of that office. The Vice Chair shall also be responsible for oversight of governance of the organization and to provide recommendations to the Executive Committee of the Board of Directors. The Vice Chair and Chair are expected to coordinate their activities whenever practical for the purpose of succession planning.

C. Treasurer

The elected Treasurer shall ensure that sound accounting principles and practices are followed by PLASTICS.

The Treasurer shall report on the financial condition of PLASTICS at the Annual Business Meeting, and at meetings of the Board of Directors, as appropriate. The Treasurer shall serve as the Chair of the Board of Directors' FAM Committee. The Treasurer is expected to include the Secretary in all Treasurer activities whenever practical for the purposes of succession planning. The Treasurer is expected to participate in the Vice Chair's activities whenever practical for the purpose of succession planning.

D. Secretary

The elected Secretary shall ensure that proper care is given to PLASTICS' books and papers. The Secretary is expected to participate in the Treasurer's activities whenever practical for the purpose of succession planning.

Section 6. Nominee Slate

The ballots for Officers shall contain the list of nominees prepared by the Nominating Committee. Additional candidates may be nominated upon receipt of a written petition of fifty (50) or more Full Members of PLASTICS.

The Industry Councils shall endeavor, to the extent possible, to nominate a candidate on a rotating basis through each of the three Industry Councils with the intention that the Chair position is rotated

through the three Industry Councils in successive terms.

Section 7. Voting Procedure

The election of Officers shall be by written ballot mailed or electronically transmitted to all Full Member voting representatives at least thirty (30) days before the deadline for returning votes. Voting representatives of Full Members shall cast their votes by returning or electronically transmitting their ballots to the office of PLASTICS' Chief Executive Officer/President, so that the ballots will arrive on or before the deadline for voting as stated in the ballot, which will typically be five days prior to the date set for either the Board of Directors meeting, or Annual Business Meeting, whichever is closest to the end of the year. Results of the elections will be announced at said meeting.

Article VII – Board of Directors

Section 1. Authority and Duties

The Board of Directors shall be responsible for the strategy and oversight of the Association and authorizes the Executive Committee of the Board of Directors to act on its behalf.

- Be the policy-making and supervisory body of PLASTICS. It shall establish the strategic vision for PLASTICS, and direct the policies governing its property and operations, be responsible for the expenditure of its funds, and exercise all the powers of PLASTICS, except as otherwise specified;
- Assign PLASTICS programs and activities to the Public Policy Committee, the FAM Committee, the NPE Executive Committee, , and any other Committees established by the Board of Directors (further defined in Section 6). Each committee shall have assigned to it the various activities and programs of PLASTICS that are consistent with PLASTICS' Mission Statement as determined by the Board of Directors. Each group shall be authorized to direct the expenditures of PLASTICS' funds within the group's approved budget and finances as it deems appropriate for a particular project, or to approve the initiation of a separate fund to defray expenses in furtherance of a one-time or continuing project, except as otherwise specified;
- Receive annual budget recommendations from the FAM Committee for approval;
- Establish dues rates as it sees fit for any and all categories of membership to secure necessary funding to carry out PLASTICS' programs and activities;
- Receive for consideration and action at its meetings all reports, resolutions, communications, and other matters presented by the Industry Segment Councils, Officers of PLASTICS, and other Members;
- Approve the formation or termination of all Committees and special purpose groups;
- Act upon all matters affecting membership status;

Section 2. Composition and Election

The Board of Directors shall be composed of the elected Officers of PLASTICS, the Immediate Past Chair, any appointed Officers, and twenty-four (24) Directors. The 24 Directors are comprised of eight Directors being elected by each Industry Segment Council. The Chief Executive Officer/ President shall also be a member of the Board of Directors, but shall not have a vote in the group's deliberations.

In the event that they are not elected to serve as members of the Board of Directors, the Chairs, Vice Chairs, and Treasurers of the Industry Segment Councils and the Chairs of the Tactical Committees may attend Board of Directors meetings and be non-voting members thereof.

The Councils should coordinate their selections so that no more than one representative of a Full Member will be a member of the Board of Directors, with the exception of Officers. If an Officer and a Director are both from the same Full Member, that Full Member shall have only one vote on the Board of Directors.

Section 3. Board of Directors Director Tenure and Eligibility

Board of Directors members shall serve a two-year term and may, if re-elected by their Industry

Segment Council, succeed themselves for up to two additional two-year terms. Members of the Board of Directors shall be in leadership of the plastics operation of a Full Member and shall be capable of making decisions and commitments for the Corporation. They may be, but are not required to be, members of an Industry Segment Council.

The Nominating Committee shall enforce this eligibility requirement and shall not have the power to advance through the nomination of any person who does not meet the eligibility requirements set forth in these Bylaws.

Section 4. Board of Directors Meetings

The Board of Directors shall hold a minimum of two regular meetings each year. Special meetings of the Board of Directors may be called by the Chair, or by the request of not less than one-third of the voting members. Membership on the Board of Directors carries with it the presumption that the individual elected by the Council has an interest in the activities of PLASTICS and will fulfill the fiduciary responsibility to the association. A Member's selection as a member of the Board carries with it the presumption that the designated company representative will regularly attend Board meetings. On failure to attend any two successive meetings in person, the Board of Directors may deem the position on the Board vacant and the elected individual will not be considered a member of the Board. In the event of such vacancy, the provisions of Article V, Section 5 apply.

Section 5. Board of Directors Meeting Quorums

The presence in person, via teleconference, or by proxy, of at least one-third of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. The Board of Directors shall act by a majority of those voting members present at the meeting in person, via teleconference, or by proxy.

When, in the opinion of the Board of Directors Chair and the Chief Executive Officer/President, it is necessary to obtain the Board of Directors' approval of any action that needs to be decided before the next regularly-scheduled Board of Directors meeting, the issue may be placed before the Board of Directors for a vote, either by mail or by an electronically-transmitted ballot. In such cases, the Board of Directors may act only upon the favorable vote of a majority of the voting members of the Board of Directors provided that said majority votes are submitted within the time permitted for responding.

Section 6. Tactical Committees

The Board of Directors may authorize the formation of Tactical Committees within PLASTICS. The Tactical Committees exist to provide an Association-wide focal point for issues or areas of broad concern that extend substantially beyond the interests of a single Industry Segment.

The composition of the Tactical Committee should consist of equal representation from the respective Industry Segment Councils. Tactical Committees operate under the day-to-day management of PLASTICS' Chief Executive Officer and President together with the designated PLASTICS staff. General oversight and control remain with the Board of Directors.

• NPE Executive Committee

The NPE Executive Committee shall be responsible for directing the trade show activities of PLASTICS and for providing oversight for PLASTICS in all of its NPE activities. It will coordinate its efforts with the Executive Committee of the Board of Directors; the FAM; and the Board of Directors. PLASTICS' NPE trade show is governed by separate operating guidelines that are

subordinate to the PLASTICS Bylaws and the NPE Executive Committee operates with general oversight and control by the PLASTICS Board of Directors. The NPE Executive Committee shall include the Chief Financial Officer and the PLASTICS Treasurer in all of its activities.

- **Public Policy Committee**

- Duties and Responsibilities*

- The Public Policy Committee shall have assigned to it the various activities and programs of PLASTICS as determined by the Board of Directors, and shall be responsible for the development and implementation of such program activities necessary to implement the strategic objectives of PLASTICS under the guidance provided by the Executive Committee of the Board of Directors.
 - The duties of the Public Policy Committee may include, but are not limited to, the development of a budget and recommendations for staffing and funding the activities and programs under its jurisdiction. It shall prepare detailed performance objectives and submit them to the Executive Committee of the Board of Directors for consideration and approval in the adoptions of PLASTICS' overall budget.

- Composition and Tenure*

- Each Industry Segment Council may nominate as many as seven individuals from PLASTICS Full Members to serve on PLASTICS' Public Policy Committee. The membership of this Committee will be comprised of bona fide employees from PLASTICS Full Members.
 - Members of the Public Policy Committee will be elected to serve a two-year term and may succeed themselves for so long as they continue to be elected by their respective Industry Segment Council. Only one individual employed by a single Full Member shall be the official representative to the Public Policy Committee.

- Elections of Chair and Vice Chair; Quorum Requirements*

- Members of the Public Policy Committee shall elect a Chair and Vice Chair from among its voting members, subject to approval by the Board of Directors. The Chair and Vice Chair shall serve a two-year term and may succeed themselves, if re-elected, to serve one additional consecutive two-year term, subject to approval by the Board of Directors. The presence in person, via teleconference, or by proxy, of at least one-third of the voting members of the Public Policy Committee shall constitute a quorum for the transaction of business. The Public Policy Committee shall act by a majority of those voting members present at the meeting in person, via teleconference, or by proxy.

Proxies, whether written or electronically-transmitted, will be accepted.

- **Other Tactical Committees**

Other Tactical Committees include the Food, Drug, and Cosmetic Packaging Materials Committee (FDCPMC), the Recycling Committee, the Sustainability Advisory Board, and the EHS+ Committee. These Tactical Committees are governed by separate operating guidelines with general oversight and control by the PLASTICS Executive Committee of the Board of Directors.

Section 7. Permanent Committees of the Board of Directors

The Finance, Administration and Membership Committee (FAM) is a permanent committee and shall be directly responsible to the Executive Committee of the Board of Directors. The powers, duties, composition, and organizational requirements for such committees shall be as follows:

A. Finance, Administration, and Membership Committee

- Authority and Duties*

- The FAM Committee shall be responsible for reviewing the annual budgets and periodic financial reports of PLASTICS, and shall present its recommendations to the Board of Directors for discussion and approval.
 - The FAM Committee shall recommend policies to the Executive Committee of the Board of Directors concerning management of the financial resources, systems for internal financial control, establishment of membership dues, allocation of funds, and the general dues structure, including those revisions to the structure deemed necessary to provide the required revenue.

- The FAM Committee shall study, coordinate, and review the membership programs of PLASTICS' Councils and Committees to provide guidance and assistance.

Composition and Tenure

- The FAM Committee shall be composed of PLASTICS' Treasurer, the Treasurers of the Industry Segment Councils and at least four members of the Board of Directors appointed by the Chair subject to the approval of the Board of Directors. Members of the FAM Committee shall serve a one-year term, and may be reappointed by the Chair. The composition of the FAM Committee shall be established in the fourth quarter of the year preceding the calendar year in which committee members perform their committee service.

B. Nominating Committee

Authority and Duties

- The Nominating Committee shall be responsible for preparing a single slate of candidates for the offices of Chair, Vice Chair, Secretary, Treasurer, and Officers-at-Large. The Nominating Committee shall obtain acceptance from those to be nominated before the submission of its slate of nominees. It will submit the full slate to PLASTICS' Secretary for balloting.

Composition and Tenure

- The Nominating Committee shall be composed of six current Directors of the Board of Directors of PLASTICS. Members of the Nominating Committee shall be appointed by the Chair, subject to the approval of the Board of Directors, and shall reasonably represent all industry segments in accordance with the guidelines established by the Board of Directors. Members of the Nominating Committee shall serve a one-year term, and may be reappointed by the Chair for no more than one additional term.

Nominating Committee Chair

- The Chair of the Nominating Committee shall be PLASTICS' Immediate Past Chair.

C. Compensation Committee

Members of the Compensation Committee shall provide oversight of all of the Chief Executive Officers terms and conditions of work, including hiring, termination, compensation, benefits, and performance review. Members of the Compensation Committee shall provide oversight of the Chief Executive Officer's decisions with respect to the terms and conditions of all staff who directly report to the Chief Executive Officer.

Composition and Tenure

- The Compensation Committee shall be comprised of the Past Chair, current Chair, and Vice Chair of the Board of Directors. The term for serving on the Compensation Committee shall run concurrently with a committee member's term as Past Chair, current Chair, or Vice Chair.

Section 8. Board of Directors Permanent Committee Quorum and Voting

The presence in person of at least three members, shall constitute a quorum, except as otherwise designated in the policies, procedures, or operating guidelines of the Committees. Such Committees shall act by a majority vote of those members present.

Section 9. Board of Directors Permanent Committee Meetings and Notices

All permanent committees shall meet during all Board of Directors meetings and as often as required to accomplish their tasks. Additional meetings may be called by the Chair of the Committee, who will coordinate with PLASTICS staff regarding notification of meetings.

Section 10. Board of Directors Permanent Committee Administration

PLASTICS' Chief Executive Officer/President shall provide or arrange administrative support for Committees that may include, when needed, the employment of outside consultants.

Section 11. Other Board Committees

The Board of Directors may, at its discretion, form other committees of the Board deemed necessary to deal with specific tasks or projects, or to provide needed advisory services.

Members and chairs of such committees shall be appointed by the Board of Directors Chair, subject to the approval of the Board of Directors. The terms of office for members and officers of such committees shall expire upon completion of the specific task or project.

Article VIII – PLASTICS' Staff

Section 1. Appointment of PLASTICS' Chief Executive Officer/President PLASTICS' Executive Committee of the Board of Directors shall nominate, and the Board of Directors shall appoint, the Chief Executive Officer/President.

The Chief Executive Officer/President shall be directly responsible to the Board of Directors, shall serve as the chief administrative officer, and direct the operations of PLASTICS. The Chief Executive Officer/President shall:

- Have full authority and responsibility for the employment, retention, and supervision of all Association staff, and all other individuals and organizations retained to assist with PLASTICS' activities;
- Develop and recommend policies to the Board of Directors;
- Develop, recommend, and implement programs for members, membership development, operations, and organizations in accordance with the approved policies of PLASTICS' Board of Directors;
- Solicit the participation of key members in PLASTICS' activities;
- Prepare and recommend PLASTICS' annual operating budget to the Board of Directors and its FAM Committee; and administer and maintain control over the approved budget within the limits prescribed by the Board of Directors;
- Prepare meeting notices and agendas for the Board of Directors and all its committees; and
- Represent PLASTICS before the general public, governmental agencies, legislative bodies, business groups, and other appropriate organizations.

Section 2. Staff

PLASTICS shall employ such full-time and part-time staff members, specialists, consultants, or other outside services, as may be required to carry out its functions and obligations. The members of PLASTICS' staff, including all persons or concerns retained to service the needs of the Councils and Committees, shall be under the immediate supervision and direction of PLASTICS' Chief Executive Officer/ President, who shall have full authority and responsibility for staff organization and management.

The basic role of PLASTICS' staff shall be to assist and support the efforts of Members in carrying out PLASTICS' objectives. In addition, the staff shall perform such general administrative functions as are assigned by PLASTICS' Chief Executive Officer/President.

The staff shall include such administrators and specialists as may be deemed necessary to provide services required by the various Councils and Committees. Those staff administrators shall be required to make use of any specialists available on PLASTICS' staff for such services that are within their particular expertise.

Section 3. Legal Counsel

PLASTICS, through its Chief Executive Officer/President, shall retain a general counsel whose office shall have such responsibilities as may be assigned by the Chief Executive Officer/President.

The general counsel's office shall provide general advice relative to PLASTICS' legal requirements, and shall have the responsibility, as required, to review agendas, minutes, and other documents deemed to be of legal significance required by, or produced for PLASTICS. No entity of PLASTICS may retain legal counsel independently for special projects without the approval of PLASTICS' Chief Executive Officer/President and those stipulated by the PLASTICS' Chart of Authority.

Article IX – Seals, Trademarks, Other Indicia

PLASTICS shall have the sole right to adopt and control completely the use of its logo, and such other seals, trademarks, or other indicia as it may deem suitable and appropriate.

PLASTICS' Executive Committee may approve the use of PLASTICS' name and logo by any Full Member to identify itself as a member of PLASTICS: provided however, that PLASTICS' name and logo may be used by Members only to indicate their membership in PLASTICS in correspondence, electronically transmitted communications, advertising material, publications, or similar activities, where the use is exclusively and directly related to the conduct of the Member's business.

Except as authorized by PLASTICS' Board of Directors, PLASTICS' name and logo may not be used by any Member for product identification purposes in standardization or certification programs, or for similar applications.

Article X – Amendments of Bylaws

These bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote of the Full Members present at any duly called and organized meeting of all Full Members of PLASTICS, or by a majority vote of those responding to a mail or electronically transmitted ballot, providing a notice of the substance or proposed changes is mailed or electronically transmitted to all such Full Members at least thirty (30) days prior to the time fixed for the meeting at which a vote would be taken, or the time fixed for a return of mail or electronically transmitted ballots, as the case may be.

In those cases where bylaw changes are made the subject of a mail or electronically transmitted vote, those eligible to cast ballots shall mail or electronically transmit the same to specified staff at PLASTICS' headquarters office. After the deadline date, the ballots will be counted promptly, and a report of the results will be communicated to PLASTICS' membership.

Article XI – Limitation of Liabilities

Section 1. No Joint Liability

No Member, officer, agent, or employee of PLASTICS shall be liable for any act or failure to act on the part of any other Member, officer, agent, or employee of PLASTICS. No Member company, officer, agent, or PLASTICS employee shall be liable for his or her acts or failure to act under these bylaws, except for any act or omission to act arising out of his or her willful malfeasance.

Section 2. No Partnership Created

Nothing herein shall constitute Member companies of PLASTICS as partners for any purpose.

Section 3. Insurance

PLASTICS shall maintain adequate insurance, at its expense, to protect itself, its Members, and any person against liability, cost, or expense for liabilities, in the normal course of PLASTICS' operations or as otherwise provided by the Board.

Article XII – Dissolution

Upon recommendation of the Board of Directors, PLASTICS may be dissolved, and its Certificate of Incorporation surrendered if approved by 80 percent of Full Members provided that any proposed dissolution has been a matter of formal discussion at preceding meetings of the Board of Directors and that notice of the proposed dissolution was given with the notices of the Board of Directors meeting.

PLASTICS shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to PLASTICS Members. On the dissolution of PLASTICS, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

