

GYPSUM ASSOCIATION BYLAWS
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ARTICLES

ARTICLE I.

NAME AND LOCATION

Section 1. Name. The name of the corporation shall be the "Gypsum Association."

Section 2. Principal and Registered Office. The principal office shall be in or near Washington, DC, and the registered office of the corporation shall be in or near the City of Chicago, State of Illinois, unless otherwise changed by action of the Board of Directors.

ARTICLE II.

OBJECTIVES

The objectives for which this Association is formed are to promote the use of gypsum and gypsum products; to promote and conduct research into technical problems in the manufacture, use and application of gypsum products; to compile information and to advise the members with respect to the provisions of building codes as they affect the use of gypsum products and to promote the inclusion in building codes of adequate provisions with respect to the use of gypsum products; to compile information of interest to the members; and to do all other lawful acts and things to promote the extension of the use of gypsum and gypsum products, and otherwise to promote the welfare of the industry, and to promote any other legitimate common interests of the members.

ARTICLE III.

MEMBERSHIP

Section 1. Regular Membership. Any firm or corporation established in the business of calcining gypsum and manufacturing gypsum board in accordance with ASTM Standard C 36 or C 1396 from calcined gypsum within the United States or its territories or possessions is eligible for regular membership in this Association. Only one (1) membership shall be granted to a parent corporation and affiliated or subsidiary companies in which the parent corporation owns or controls a majority of the voting stock. No eligible applicant meeting the requirements of this ARTICLE III., Section 1., shall be denied membership.

Section 2. Associate Membership. Any Canadian or Mexican firm or corporation which is established in the business of calcining gypsum and manufacturing gypsum board in accordance with CSA A82.27-M (ASTM C 36 or C 1396) from calcined gypsum in Canada or Mexico is eligible for associate membership in this Association. No eligible applicant meeting the requirements of this ARTICLE III., Section 2. shall be denied membership. Associate Members shall be entitled to receive all notices of and to attend all meetings of the Board of Directors, committees, subcommittees, and other groups of this Association and to express their views on the matters discussed, but in no event shall Associate Members be entitled to be represented on the Board of Directors or among the officers of this Association or to vote on any matter coming before the Board of Directors or any committee, subcommittee or other group of this Association. Associate members shall not be counted for purposes of determining whether a quorum is present at any meeting of the Board of Directors or of any committee, subcommittee or other group of this Association; associate members shall not vote on the approval of the budget, but may participate in the consideration thereof at the meetings of the Board of Directors as provided in ARTICLE VI.

Unless the context otherwise requires, except as provided in this ARTICLE III., all other provisions of these Bylaws applicable to Regular Members as such shall apply to Associate Members.

Section 3. Qualification. Any firm or corporation eligible for membership may become a member of the Association upon approval by the Board of Directors after making application for membership in writing, submitting evidence of eligibility, and indicating a willingness to abide by these Bylaws and to pay its proportionate share of the expenses of the Association.

Section 4. Resignation. A member may resign at any time by giving written notice of resignation, but such resignation shall not in any way affect such member's indebtedness to the Association by reason of any unpaid dues or assessments theretofore levied against such member and such member shall remain liable for its proportionate share of all obligations incurred by the Association previous to the date of the resignation, provided, however, that any member resigning from the Association shall not be liable for a proportionate share of any obligations incurred upon any budget or supplemental budget approved within ten (10) days prior to the date of resignation or for a proportionate share of any obligations incurred on any budget when the resigning member shall not have received notice of such budget more than fourteen (14) days prior to the date of resignation. The term "proportionate share" as used in this section shall mean the same proportion as the member's last dues assessed under these Bylaws.

Section 5. Forfeiture or Expulsion. The membership of any member who ceases to be eligible for membership shall be automatically forfeited as of the date such member ceases to be eligible and any member who shall have failed to pay any dues assessed within sixty (60) days after written notice of such member's proportionate share of such assessment may be expelled by a two-thirds (2/3) vote of the Regular Members present at any Board of Directors meeting, provided that the notice of such meeting shall contain notice of the proposed expulsion. Any member whose membership has been forfeited because of ineligibility and any member expelled for non-payment of dues shall remain liable for any unpaid dues or assessments theretofore levied against such member and for its proportionate share of all obligations incurred by the Association previous to the date of forfeiture or expulsion, as the case may be. The term "proportionate share" as used in this section shall mean the same proportion as the member's last dues assessed under these Bylaws.

Section 6. Rights Upon Termination. Upon termination of membership whether by resignation, forfeiture or expulsion, all of the member's rights to or interest in the assets of the Association shall automatically terminate.

ARTICLE IV.

ASSOCIATION MEETINGS AND NOTICE

Section 1. Association Meetings. The regular meetings of the Association shall be held during the Spring and Fall months of each year at such place as determined by the Board of Directors. Special meetings may be called whenever the Chair of the Board shall deem them necessary, or upon request to the Chair of the Board of at least four Regular Members of the Association. Notice of all regular Association meetings shall be given by the Secretary at least ten (10) days but not more than forty (40) days before the meeting. Notice of special meetings shall specify the purpose for which such special meeting is called.

Section 2. Quorum. The majority of Regular Members of the Association shall constitute a quorum, but any number less than a quorum may adjourn a meeting.

Section 3. Legal Counsel. Legal counsel shall be present during committee and Board of Directors meetings.

ARTICLE V.
MANAGEMENT

Section 1. Board of Directors. The government, management and control of the Association and its affairs shall be vested in a Board of Directors made up of one representative from and appointed by each Regular Member company. No person shall be eligible as a Director unless accredited by and actively connected with the business of a Regular Member company. If any Director shall cease during his or her term to be accredited by and actively connected with the business of a Regular Member company, he or she shall thereby cease to be a Director of this Association. Each Regular Member company shall be entitled to one voting representative on the Board of Directors. The Board of Directors shall make rules and regulations and establish policy to govern the affairs of the Association.

Section 2. Officers. The officers of this Association shall be: A Chair of the Board, a Vice Chair of the Board, a Treasurer, an Executive Director/Secretary, and an Immediate Past Chair of the Board. The officers shall be elected at the Spring meeting by majority vote of the Directors present at such meeting and shall hold office for one year or until their successors shall have been duly elected and qualified. The same person may not be elected to the office of the Chair of the Board for more than two consecutive years. No officer of this Association, except the Executive Director/Secretary, shall receive any compensation for any services as such. All officers, other than the Executive Director/Secretary, shall be elected from among the officers or employees of Regular Members of the Association.

Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Directors and Executive Committee. The Chair of the Board shall perform the duties usually pertaining to such office.

Vice Chair of the Board. In the absence of the Chair of the Board, the Vice Chair shall perform the duties of the Chair of the Board. The Vice Chair shall serve as officer liaison to the External Issues Committee and shall attend at least one (1) Committee meeting each year. He or she shall perform such other duties as may be required by the Chair of the Board or the Board of Directors.

Executive Director. The Executive Director shall be the chief executive officer of the Association, shall be responsible for the work of all employees of the Association, and shall perform such other duties as usually pertain to such office and as may be required by the Board of Directors. The Executive Director shall be responsible to, and under the direction and control of, the Board of Directors, and may be removed from office and have his or her employment terminated at the discretion of the Board.

Treasurer. The Treasurer shall keep the accounts and have charge of the funds of the Association, and shall collect all dues and make such payments as shall be authorized by the Board. He or she shall perform all other duties usually pertaining to such office and as may be required of him or her by the Chair of the Board or Board of Directors and may delegate duties to the extent provided in any resolution passed by the Board of Directors.

Secretary. The Secretary shall keep the records of the Association and perform such other duties as usually pertain to the office and as may be required of him or her by the Chair of the Board or the Board of Directors. He or she may delegate duties to the extent provided in any resolution passed by the Board of Directors.

Immediate Past Chair of the Board. The Immediate Past Chair of the Board shall serve as a member of the Executive Committee and shall perform such duties as may be required of him or her by the Chair of the Board or the Board of Directors. The Immediate Past Chair of the

Board shall serve as officer liaison to the Building Code and Technical Committee and shall attend at least one (1) Committee meeting per year. In the absence of both the Chair of the Board and the Vice Chair of the Board, the Immediate Past Chair shall perform the duties of the Chair of the Board.

Section 3. Executive Committee. The Executive Committee shall be made up of the officers of the Association and during the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise all the powers of the Board of Directors in the management and direction of the affairs of the Association.

Section 4. Financial. At each Spring meeting, the Board of Directors shall consider and approve an annual budget for the ensuing fiscal year. Thereafter, at any regular or special meeting of the Board of Directors, the Board of Directors may approve any supplemental budget. Any proposed budget submitted to a Board meeting must first have been mailed to all members of the Board at least fifteen (15) days prior to the date of the meeting. No expenditures shall be made and no obligations shall be incurred for or on behalf of the Association in excess of the annual and supplemental budgets properly approved.

ARTICLE VI. VOTING

Every Regular Member of the Association shall be entitled to no more than one (1) vote at any Board of Directors meeting, committee, or subcommittee meeting. Any action may be taken by the Board of Directors or by any committee or subcommittee at any meeting where a quorum is present upon a three-fourths (3/4) majority vote of those voting, unless otherwise provided by statute, the Articles of Incorporation or these Bylaws; provided, however, that two (2) or more negative votes will nullify any proposed action of the Board or committees. Regular and Associate Members may be represented at any Board of Directors or committee meeting by delegates authorized by the official member of the Board of Directors.

ARTICLE VII. DUES

Section 1. Basis and Assessment. Unless otherwise determined by the Board of Directors, all dues shall be assessed in U.S. dollars. For the purpose of dividing the expense of the Association among the members in proportion to the benefits to them of the work accomplished, the dues for Regular and Associate Members shall be assessed by the Board of Directors on a fair and equitable basis, taking into consideration all factors including any factors with respect to the various products, and may be based upon tonnage, volume of output, or U.S. dollar value of sales, during a specific period of time, as shall be determined by the Board of Directors. In determining a Regular Member's dues its subsidiaries and affiliated companies resident in the U.S. and U.S. territories and possessions in which the member company owns or controls a majority of the voting stock shall be included. Associate Members shall pay at the rate of two-thirds (2/3) the dues assessment of Regular Members. All subsidiaries and affiliated companies resident in Canada in which the Associate Member owns or controls a majority of the voting stock shall be included. If dues are based upon a previous year's production or other records, ownership or control of any plant or company which was acquired during or subsequent to the base year, shall be included in determining a Regular or Associate Member's dues. The Board of Directors in determining the dues of a Regular or Associate Member for the year of admission to regular membership or associate membership may consider the number of quarters of the year during which the company was not a member; a minimum payment of the current six months' dues assessment must be made regardless of the date of entry to membership. A newly

established member company with no prior year production record will be assessed the minimum annual dues (\$10,000) until an annual production record is established.

Section 2. Minimum Dues. The minimum annual dues to be paid by a Regular Member shall be \$10,000. The minimum annual dues of an Associate Member shall be two-thirds (2/3) of the minimum dues to be paid by a Regular Member.

Section 3. Delinquency. Dues of Regular or Associate Members which are not paid within thirty (30) days after date upon which the same shall have become payable, shall bear interest from the due date thereof until paid at the prime rate as set by the bank that acts as the confidential depository for the Association.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees. The Association shall have the following standing committees on which each Regular and Associate Member company shall be entitled to representation. Notice of all meetings of standing committees shall be given to all Regular and Associate Members of the Association and each shall have the right to attend any such meeting and take part in the discussion.

Building Code and Technical Committee, which shall study and report upon such technical problems and conduct such research as shall be referred to it from time to time by the Board of Directors; advise the Board of Directors with respect to the building code work of the Association and determine the extent to which the Association shall promote changes in building codes with respect to gypsum products; and recommend to the Board of Directors technical studies and research which the committee believes should be undertaken.

External Issues Committee, which shall develop and articulate the industry's position for review by the Board of Directors on matters relating to environmental issues, federal-level regulatory and legislative issues, and industry safety issues; and which shall prepare for submission to the Board of Directors, plans for promoting the use of gypsum and gypsum products.

Section 2. Special Committees. The Board of Directors or the Chair of the Board may from time to time establish and subsequently dissolve special committees, and may define their powers and duties.

Section 3. Committee Members. Standing committee chairmen shall be appointed by the Chair of the Board within thirty (30) days after the adjournment of the Spring meeting. In the absence of members, duly appointed alternates shall have the right to vote and shall be accorded all other privileges granted to committee members. The Executive Director, or an employee appointed by the Executive Director, shall be the staff liaison of each such committee. Members of special committees may be appointed as needed. If a Regular Member company of the Association has more than one representative on a committee such company nevertheless shall have only one (1) vote.

Section 4. Subcommittees. Any committee may establish one or more subcommittees with delegation of any of its powers and duties. Such subcommittee shall report to the full committee. Members of subcommittees shall be appointed by the committee chairmen.

Section 5. Reports and Meetings. Each such committee shall make written report to the members of the Association at least fifteen (15) days prior to the date of any regular meeting with respect to all matters considered by any such committee and all action taken by each such committee since the last regular meeting. The committee Chair, or his or her designee, shall

attend the October meeting of the Board of Directors and shall attend special meetings of the Board when requested by the Chair of the Board. Each such committee shall hold such meetings as may be called by the Chair of the committee with the approval of the Chair of the Board or Executive Director of the Association.

Section 6. Quorum. The majority of the appointed members or their alternates, shall constitute a quorum at any committee or subcommittee meeting, but any number less than a quorum may adjourn a meeting.

ARTICLE IX. MISCELLANEOUS

Section 1. Bonds. All officers and employees of the Association having access to Association funds shall be bonded in an amount approved by the Board of Directors.

Section 2. Indemnification of Officers and Directors. The corporation shall indemnify and/or arrange for the defense of any and all of its directors or officers or former directors or officers, or any person who may have served at its request or by its election as a director or officer of another corporation, partnership, joint venture, trust, voluntary standards organization or other entity, against expenses (including attorney's fees and litigation expenses) actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or a director or officer of the corporation or of such other corporation, partnership, joint venture, trust, voluntary standards organization or other entity, except in relation to matters as to which any such director or officers or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. The indemnification provided hereby shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

In addition to the foregoing, the Board of Directors of the corporation shall have the power to indemnify any person who is or was an employee or agent of the corporation or is or was serving at the corporation's request as an employee or agent of another corporation, partnership, joint venture, trust, voluntary standards organization or other entity to the extent, in the manner, and subject to compliance with the applicable standards of conduct, provided by Section 24a of the Illinois Not-For-Profit Corporations Act as the same (or any substitute provisions therefore) may be in effect from time to time.

Section 3. Prohibition on Distribution of Earnings. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE V.

Section 4. Disposal of Assets upon Dissolution. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association in such manner as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the court of requisite jurisdiction in the county in which the principal office of the Association is then

located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X.
AMENDMENTS

The Articles of Incorporation and the Bylaws may be amended in whole or in part at any regular or special meeting of the Board of Directors upon the affirmative vote in favor of any proposed amendment of at least three-fourths (3/4) majority of all Regular Members, provided, however, that two (2) or more negative votes will nullify proposed changes. Notice setting forth the proposed amendment or a summary of the changes to be effected hereby shall be given to each Board member entitled to vote at such meeting within the time provided herein for the giving of notice for the Board of Directors meetings. A duly noticed proposed change need not be accepted or rejected in its entirety but may be adopted with such modifications as the Board members approve by three-fourths (3/4) majority vote of all Regular Members, provided, however, that two (2) or more negative votes will nullify proposed changes.

REVISED AND APPROVED BY THE GYPSUM ASSOCIATION BOARD OF DIRECTORS ON SEPT. 19, 1992, Oct. 8, 1993, April 18, 1994, April 18, 1997, April 24, 1998, July 9, 2002, July 22, 2009, October 7, 2011 and, June 19, 2013.