

BY-LAWS

OF THE

**PENNSYLVANIA CHEMICAL
INDUSTRY COUNCIL**

Adopted: October 31, 1989
Amended at a special meeting: February 14, 1991
Amended at the Annual Meeting: May 12, 1993
Amended at the Annual Meeting: June 4, 1996
Amended at the Annual Meeting: May 19, 1998
Amended at the Annual Meeting: May 10, 1999
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Amended at the Annual Meeting: June 9, 2009
Amended at the Annual Meeting: June 8, 2010
Amended at the Annual Meeting: September 24, 2013
Amended at the Annual Meeting: September 22, 2015

ARTICLE I: NAME

The name of the organization shall be the Pennsylvania Chemical Industry Council, hereinafter referred to as "PCIC" or the "corporation". This organization is a nonprofit corporation, incorporated under the laws of the Commonwealth of Pennsylvania.

ARTICLE II: PURPOSE

The purpose of PCIC shall be promotion of the best business interests of the chemical industry in Pennsylvania; the dissemination of facts needed to create a better understanding of the role of the chemical industry within the Commonwealth of Pennsylvania from the point of view of employees, investors, and the public at large; the education of the citizens of Pennsylvania on the chemical and related industries and the beneficial contributions made to the Commonwealth and to the communities in which operated; the consultation and cooperation with Commonwealth officials and Commonwealth agencies on matters having an industry-wide significance within the Commonwealth of Pennsylvania; and to further, and to enhance generally, the lawful purposes, interests and objectives of the chemical industry within the overall development of the Commonwealth of Pennsylvania.

ARTICLE III: MEMBERSHIP

Section 1. Qualifications for Membership: Any firm that is a sole proprietorship, partnership, corporation or division of a corporation or partnership actively engaged within the Commonwealth of Pennsylvania in any phase of the chemical industry shall be eligible for membership in PCIC. The foregoing includes limited liability companies, limited liability partnerships and other corporate forms or types of partnerships.

Section 2. Application for Membership: Application for membership in PCIC shall be coordinated by the PCIC President, who shall identify: (1) the nature of the applicant's organization (whether individual, partnership, corporation or division; and, if partnership, the names of the owners); (2) the location of the plant or facilities of applicant within the Commonwealth of Pennsylvania if any; and (3) the nature of applicant's business.

Section 3. Admission to Membership: The Board of Directors is expressly authorized to admit new members (of any type provided herein) to PCIC, provided the applicants meet the eligibility requirements set forth herein. The Board of Directors ~~is~~ has also ~~authorized to delegate~~ such powers to the President of PCIC. Prior to admission, a new member shall indicate in writing that it accepts and agrees to abide by these By-Laws. The applicant shall become a member of PCIC upon payment of the applicable membership fee.

Section 4. Withdrawal: Any member may, upon payment of any unpaid obligations to PCIC, withdraw from membership at any time by giving at least thirty days' written notice thereof to the Secretary-Treasurer of PCIC

Section 5. Suspension or Expulsion: The Board of Directors, by a majority vote of the entire Board, may expel or suspend a member for nonpayment of dues or failure to abide by the By-Laws of PCIC, after giving of notice to the member of the intention of PCIC to expel or suspend. Prior to final action of the Board of Directors, the member shall have the right to reply to such notice and to have a hearing before the Board of Directors.

Section 6. Types of Membership: There shall be four types of membership in PCIC: Regular, Adjunct, Affiliate and Associate.

Section 6.1. Regular Membership: A Regular member shall be eligible to serve on the Board of Directors and all other committees of PCIC. Those entities manufacturing, producing, distributing or marketing chemicals or chemical products shall be eligible for Regular membership.

Section 6.2 Adjunct Membership: An Adjunct member shall enjoy all of the rights of a regular member of PCIC, subject to the limitations set forth in Article V Section 2, and the voting rights limitations set forth in Article VIII Section 4. Those entities manufacturing, producing, distributing or marketing materials other than petroleum, chemical, pharmaceutical, coatings, plastic or related products shall be eligible for Adjunct membership. Materials may include, but are not limited to, pulp and paper products, steel and metals, electronic components and foodstuffs.

Section 6.3. Associate Membership: An Associate member shall enjoy all of the rights of a regular member of PCIC, subject to the limitations set for in Article V Section 2, and the voting rights limitations set forth in Article VIII Section 4. Those entities which do not manufacture chemicals or other materials, but service, and supply, ~~provide consultation to~~ or otherwise support the chemical industry and related process industries shall be eligible for Associate membership.

Section 6.4. Affiliate Membership: An Affiliate member shall enjoy all of the rights of a regular member of PCIC, subject to the limitations set forth in Article V, Section 2, and the voting rights limitations set forth in Article VIII, Section 4. Those organizations or associations that represent entities which manufacture, produce, distribute or market chemicals or chemical products and those organizations or associations that represent entities which manufacture, produce, distribute or market materials other than petroleum chemical, pharmaceutical, coatings, plastic or related products shall be eligible for an Affiliate membership.

ARTICLE IV: FEES

Section 1. Annual Membership Fee: The Board of Directors shall review the schedule of membership fees and changes in membership fees shall be determined by a majority vote of the Board of Directors.

Section 2. Arrears: If a member fails to pay the membership fee and is judged by a majority of the Board to be in arrears and unwilling or unable to pay the fee, the Board may rescind membership until such time as the arrearage has been satisfied.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Functions and Powers: The policy and direction of PCIC shall be set by the Board of Directors. It shall be the duty of the Board of Directors to manage the business and affairs of PCIC. The Board of Directors shall exercise all the powers of PCIC except as otherwise provided. The Board of Directors may hire full-time staff or secure representation through other means as the Board deems appropriate to assist in managing the day-to-day affairs and furthering the purposes of PCIC. The Board may also create additional standing committees not enumerated in Article VII to further interests of PCIC and its members.

Section 2. Composition and Election of the Board of Directors: The composition of the Board of Directors shall consist of no less than 10 and no more than 16 persons; provided, however, that the number of persons on the Board of Directors may be adjusted by resolution of the Board of Directors without revision of these Bylaws so long as the minimum number equals approximately 25% of the number of Members (of all categories) and the maximum number equals approximately 35% of the number of Members (of all categories). Provided, that no single Regular member shall be elected to any hold more than one seat on the Board of Directors. No more than ~~two~~ one members of the Board of Directors shall be from Associate member firms, ~~and~~ ~~no~~ ~~more~~ ~~than~~ ~~two~~ ~~one~~ members of the Board of Directors shall be from Adjunct member firms. No more than one member of the Board of Directors shall be from Affiliate member organizations. The President of PCIC shall be an *ex officio* member of the Board with no voting rights conferred by virtue of his or her position as President. At each annual meeting, the Executive Committee will offer a slate of candidates for election by the full membership to vacancies on the Board of Directors subject to Article VIII. Terms of member firms on the Board of Directors shall be for three years and shall be staggered so that approximately one-third of the Board is elected in any one year.

Section 2.1. Member Representatives and Alternates: The member firm shall designate, in writing, a senior level company employee who preferably is charged with decision-making responsibility on an operations level within the Commonwealth of Pennsylvania as the firm's representative to the Board of Directors. The member representative so designated may designate, in a method established by the Board, official alternates to act as proxies. The member may change its representative to the Board of Directors at such time as is necessary by notifying, in writing, the Chairman and President.

Section 2.2 Removal for Absence: If, within one fiscal year, a member representative or his or her alternates are absent from three regularly scheduled meetings of the Board of Directors for which notice was given at least seven days in advance, the Board may, with a majority vote, elect another member firm to fill the unexpired term.

Section 3. Officers of the Board of Directors

Section 3.1 Offices and Terms: The officers of the Board of Directors shall consist of a Chairperson, one or more Vice Chairpersons, and a Secretary-Treasurer, each of whom shall be a Director. Officers will serve for a period of one (1) year after their election. The Chairperson, however, is limited in his/her right of succession, to an additional one (1) year term only, subject to the Board of Directors election procedures outlined in Article VIII.

Section 3.2 Vacancies: Vacancies among the officers shall be filled by the Board of Directors for the remainder of the unexpired term of the officers being replaced.

Section 3.2 Duties: The duties of the officers shall be as follows:

Chairperson: The Chairperson shall preside over meetings of the Board of Directors, the Annual Meeting, and any Special Meetings and shall perform such other duties and exercise such other powers as are incident to the office or may be delegated by the Board of Directors. The Executive Committee shall prepare a slate of potential officers and Directors for election in accordance with election procedures set forth elsewhere in these By-Laws. The Chairperson may also appoint other temporary and *ad hoc* committees created for specific purposes and generally completing their work in less than one year. The Chairperson may delegate any of his duties to the President of PCIC or to any member of the Board.

Vice-Chairperson: The Vice-Chairperson shall exercise the powers of and perform the duties of the Chairperson in the Chairperson's absence or disability and shall have such other powers and perform such other duties as may be delegated by the Chairperson or the Board of Directors.

Secretary-Treasurer: The Secretary-Treasurer shall oversee the management of the books and papers of the Board of Directors by the President and his or her staff. Through this oversight, the Secretary-Treasurer shall ensure that such books and papers are kept in good order and that accurate minutes of all meetings of the Board of Directors are maintained. The Secretary-Treasurer shall also be the chief financial and accounting officer of PCIC and shall have oversight of all the funds of the PCIC. All such funds shall be deposited to the credit of PCIC in one or more banks as approved by the Board of Directors. Such funds may be drawn only over the signature of such person or persons as may be authorized by the Board of Directors.

Section 4. Meetings: The Board of Directors shall meet at least two (2) times each year. Meetings may be called by the Chairperson (or the President upon delegation from the Chairperson) or a majority of the Board upon the giving of reasonable notice to each Director of the time and place. Attendance may be via telephone or videoconference, with any Director attending a meeting in such manner considered present.

Section 5. Quorum; Voting: A quorum shall consist of a majority of the voting members of the Board of Directors, whether present or established by proxy. When a quorum is present, except as when otherwise expressly provided by these By-Laws, action shall be taken by an affirmative vote of a majority of the voting Directors present, whether such votes are cast by Directors ~~present~~ or by their proxy.

Section 6. Compensation of Directors: The Directors , other than the President (an *ex officio* member of the Board), shall serve without compensation.

Section 7. Liability of Directors: No director or former director of the corporation shall be personally liable to the corporation or its members for monetary damages for or resulting from any act, omission or failure to act unless he has breached or failed to perform the duties of his office under Section 8363 of Title 42 (Judiciary and Judicial Procedure) of the Pennsylvania Consolidated Statutes. The foregoing limitation of liability shall be retroactive to January 27, 1987, and shall not be deemed exclusive of any provision limiting such liability by any applicable statute now or hereafter enacted or any power which the Board of Directors now or hereafter may have to limit such liability.

No amendment to or repeal of this bylaw shall have any effect on the personal liability for monetary damages of any director or former director of the corporation for, or with respect to, any act or omission within the scope of this bylaw and occurring prior to such amendment or repeal. The limitation of liability set forth above shall not apply to (1) any breach of duty or failure to perform a duty which shall constitute self-dealing, willful misconduct or recklessness or (2) any responsibility or liability pursuant to any criminal statute or for the payment of taxes pursuant to local, state, or federal laws.

Section 8. Executive Committee: The Executive Committee of the Board shall consist of the Chairman, Vice Chairman, and Secretary-Treasurer and two other members elected by the full membership along with the officers. Two members of the executive committee shall preferably be operating personnel within their respective firms. The President of PCIC, or in the case of a firm hired to represent PCIC's interests, any employees thereof, shall not be an elected member of the Executive Committee, but shall attend meetings of the Executive Committee, unless the Executive Committee requests otherwise, as requested and invited. The Executive Committee shall have the power to manage the affairs of the corporation and carry out the policy of the Board on its own or by delegation of these duties to the President. Except that, the Executive Committee shall not, without the prior authorization of a majority of the full Board:

- Employ or terminate the employment of a President;
- Create additional, full time, permanent staff positions;
- Adopt a budget;
- Execute a lease or purchase agreement for property;
- Authorize a non-budget expenditure in excess of \$10,000; or
- Take any other action inconsistent with the express direction of the full Board.

ARTICLE VI: PRESIDENT

The President shall be appointed by and shall hold office at the pleasure of the Board of Directors. The President shall give notice of and attend all meetings of the PCIC, the Committees and of the Board of Directors. The President will be a resource to all committee members and officers and will act as a center for the day-to-day operation of PCIC. The President shall be responsible for regular communications with PCIC members regarding affairs of the corporation, public policy interests, chemical industry programs, and other matters as guided by the Board of Directors. The President shall be the chief spokesperson for the interests of PCIC's members and shall represent those interests before the legislature, executive agencies, media and public. In case of the absence or disability of the President, the Chairperson of the Board may appoint an acting President. The President may be a staff person of a firm hired to represent PCIC's interests and the President may delegate administrative duties hereunder to the staff of such a firm, in his or her discretion, provided that the President remains ultimately responsible therefor. Other Presidential duties may also be assigned to staff as the President may determine, in consultation with Executive Committee.

Article VII: Committees

Section 1. Functions and Membership of Committees. The Board may create standing committees to further the interests of PCIC and its members. Members of all committees (standing and otherwise) shall be of volunteer PCIC company representatives. There shall be no restrictions as to the number of representatives per company or number of committee members. Each committee shall elect a chairperson and adopt meeting schedules and procedures as best serve the members of the committee and the general membership of PCIC. Committees may form subcommittees or task forces as needed. The President of PCIC shall ensure the committees are adequately staffed and their work facilitated. The Chairperson of each committee and President shall report committee activities and actions to the Board, ensure the work of each committee is within the bounds of the mission assigned by the Board and seek guidance or approval from the Board when necessary or appropriate.

Section 2. Member Involvement in Public Policy. All public policy positions, submissions and statements of the PCIC shall reflect the input of the membership of PCIC and shall be circulated to the membership for comment before they are finalized and formally submitted. Exceptions are permissible in matters deemed by the President to be of an urgent nature, in consultation with the Executive Committee.

ARTICLE VIII: ANNUAL AND SPECIAL MEETINGS

Section 1. Annual Meeting: The Annual Meeting of the members of PCIC for the election of officers and directors and other purposes, shall be held at such date, time and place as may be fixed by the Board of Directors. At least fourteen (14) days written notice of the Annual Meeting shall be given by the President to each member of PCIC.

Section 2. Special Meeting: A special meeting of PCIC may be called by the Chairperson of the Board at any time, and shall be called by the Chairperson of the Board upon written request of ten members, to transact only such business as shall be specified in the notice thereof. At least seven days' written notice shall be given to each member of PCIC of any such special meeting.

Section 3. Quorum: One-third of the members of PCIC in good standing, present at a meeting in person or by duly authorized representatives, or by proxy, shall constitute a quorum for the transaction of business, except as otherwise provided by these By-Laws.

Section 4. Voting: Each Regular Member of PCIC in good standing shall be entitled to two votes and each Adjunct, Associate, and Affiliate Member of PCIC in good standing shall be entitled to one vote at any Annual or Special Meeting of the members of PCIC, which shall be exercisable either in person, or by duly authorized representatives, or by proxy.

Section 5. Agenda: Advanced agendas shall be provided for all Annual or Special Meetings.

ARTICLE IX: MISCELLANEOUS

Section 1. Fiscal Year and Budget: The fiscal year of PCIC shall be from January 1 to December 31, inclusive. The Board of Directors shall adopt an annual operating budget. The Board, or an ad hoc Committee of the Board, or an independent auditor appointed by the Board, shall conduct an annual audit of PCIC's finances.

Section 2. Notices and Waivers Thereof: Whenever any notice is required by these By-Laws, such notice shall be given by letter, telegram, or in person.

Section 3. Reports: The Board of Directors and Officers shall make periodic reports to the members of the fiscal affairs of the corporation and such other matters as are deemed appropriate.

Section 4. Transaction of PCIC business: All business of PCIC, including meetings and votes taken at such meetings, may be done through formats other than physical meetings such as electronic technology, including but not limited to electronic mail voting subject to Article VIII, Sections 3 and 4 and Article XIII. ~~In such instances, the number of Directors or members present shall be the entire Board or membership.~~

ARTICLE X: DISPUTE RESOLUTION

Section 1. Dissent by Member Company: PCIC shall strive to achieve consensus on every issue it considers, but any member may dissent from any position taken by PCIC. If a member company intends to advocate publicly a position which it believes is not consistent with an existing PCIC position, or a position the member believes PCIC might adopt, the member shall first inform the Chairperson of the Board in writing of the basis for its disagreement and the manner in which it intends to advocate a contrary position. PCIC shall have a reasonable time, with due regard for all the circumstances, to respond before the member presents its position to others outside PCIC. Before external dissent takes place, PCIC shall strive through internal discussion to resolve differences. If the differences cannot be resolved, PCIC recognizes the right of each member to publicly pursue its own positions. When presenting its position to others, the dissenting member company shall make clear that it speaks for itself and not for PCIC or the industry. Members may represent that they speak on behalf of PCIC only when designated by the Board of Directors.

ARTICLE XI: INDEMNIFICATION

Section 1. Indemnification: Officers, directors, employees, agents and other representatives of the corporation shall be entitled to indemnification to the fullest extent provided by law.

Section 2. Liability Insurance Authorized: The corporation shall have the power to purchase and maintain insurance on behalf of its officers, directors, employees, agents and other representatives as authorized.

ARTICLE XII: DISSOLUTION

Nothing contained herein shall prevent the dissolution of said PCIC, provided that the majority of the Board of Directors approve a written resolution to that effect and provide, by certified mail to each member of the PCIC, a copy of such resolution, and provided further that the membership in either an annual or special meeting approves such resolution by a majority vote of the PCIC membership. Upon final approval by the membership of the dissolution, the Chairperson and Secretary of PCIC shall cause to be filed in the Secretary of State's office for the Commonwealth of Pennsylvania notice of such consent by the membership.

Upon said dissolution of the corporation, and after paying or making provision for the payment of all liabilities of the corporation, the corporation shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law) as the corporation shall determine. Any of such assets not so disposed of shall be disposed of by order of the Supreme Court of the Commonwealth, exclusively for such purposes or to such organizations, as said court shall determine, that are organized and operated exclusively for such purposes. Further, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the corporation 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 II hereof.

ARTICLE XIII: AMENDMENTS

The Regular members of PCIC hereby authorize the Board of Directors to make, alter and repeal the By-Laws at a regular or special meeting thereof, by a two-thirds vote of the Directors present, provided that a quorum of the Board is present, subject to the power of the members to modify or reject the Board's

changes as set forth herein and the limitations set forth in Section 5504 of the Nonprofit Corporation Law of 1988. These By-Laws may be amended or repealed, in whole or in part, at any time at any Annual or Special Meeting of the members of PCIC, provided that a quorum of the membership (as defined in Article VIII, Section 3) is established, and the proposed amendment or repeal garners a minimum number of votes equal to two-thirds the sum of two times the number of regular members present or represented by proxy and the number of Adjunct and Associate members present or represented by proxy. Regular members in good standing shall be entitled to two votes and Adjunct and Associate members in good standing shall be entitled to one vote each. Affiliate members shall not be entitled to a vote. Votes may be cast by members present in person or by duly authorized representatives, or by proxy, provided that such proposed amendment or repeal shall have been set forth in the notice of such meeting.

Adopted in whole by PCIC Membership

Adoption	October	31,	1989
Amended,	February	14,	1991
Amended,	May	12,	1993
Amended,	June	4,	1996
Amended,	May	19,	1998
Amended,	May	10,	1999
Amended,	September	13,	2005
Amended	June	17,	2008
Amended	June	9,	2009
Amended	June	8,	2010
Amended,	September	24,	2013
Amended,	September	22,	2015
