

BYLAWS OF THE

ART ALLIANCE FOR CONTEMPORARY GLASS

JUNE 12, 2015

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BYLAWS OF THE
ART ALLIANCE FOR CONTEMPORARY GLASS

BYLAWS for the regulation, except as otherwise provided by statute or its Articles of Incorporation, for the **ART ALLIANCE FOR CONTEMPORARY GLASS**, a Michigan nonprofit corporation (herein the "Organization").

ARTICLE I. OFFICES

Section 1. Principal Office. The Organization's principal office is at the residence or business address of the President, as designated by the President, unless otherwise specified by the Board of Directors (herein the "Board"). The Board shall establish a registered office within the State of Michigan, which may be the same as or in addition to the Organization's principal office. The Board may change the Organization's registered office from time to time by resolution.

ARTICLE II: DIRECTORSHIP CORPORATION

Section 1. Directorship. The Organization is organized as a directorship, nonprofit corporation under Michigan law. Subject to the limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the Organization shall be conducted, and all corporate powers shall be exercised by or under the direction of, the Board.

Section 2. Members. The Organization shall have no members within the meaning of the Michigan Nonprofit Corporation Act, Act No. 162 of 1982, as amended, MCL §450.2101 *et seq* (the "Act").

Section 3. Associates. The Board may, by custom or resolution, establish categories of persons in addition to members of the Board who assist the Organization in fulfilling its purposes. All such persons shall function under the direction of the Board or the officers. Nothing in this Article II shall be construed as limiting the right of the Organization to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of the Act.

ARTICLE III. DIRECTORS

Section 1. Powers. The Board shall have the following powers in addition to the general power described in Article II, Section 1 above and the other powers enumerated by these Bylaws:

(a) to select and remove all agents and employees of the Organization, prescribe powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or these Bylaws, fix their compensation and may require from them security for faithful service;

(b) to conduct, manage and control the affairs and activities of the Organization and to make such rules and regulations therefor not inconsistent with law, the Articles of Incorporation or these Bylaws, as they may deem best; and

(c) to borrow money and incur indebtedness for the purposes of the Organization, and to cause to be executed and delivered therefor, in the Organization's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Section 2. Number of Directors. The authorized number of directors shall be not fewer than three (3) nor more than fifty (50) until changed by amendment of the Articles of Incorporation or a Bylaw. The exact number of directors shall, from time to time, be determined by Board resolution.

Section 3. Selection and Term of Office. Directors shall be elected at each annual meeting of the Board and shall serve without compensation. Directors shall be elected for a period of two years and may be re-elected for two additional terms. Except as provided for in Article IV, Sections 2 and 11, after three consecutive terms, there shall be a one year period before reelection to the Board is permitted.

Section 4. Removal and Resignation. Subject to the provisions of applicable law, any director may be removed for cause. The vote of a majority of the directors then in office is required for such removal. Cause shall include, but not be limited to, the failure to pay dues at the minimum amount required for directors at the later of (a) January 31 of the year for which such dues have not been paid, or (b) fifteen (15) days after the sending of electronic or written notice that such dues have not been paid; the declaration of a court that a director is of unsound mind; the conviction of a felony; or if a director has been found by any court or a majority of the remaining directors to have breached any duty to the Organization arising under applicable law.

Any director may resign effective upon giving written notice to the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Section 5. Filling Vacancies. Vacancies in the Board shall be filled by election by a majority of the remaining directors, even if less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any director or if the authorized number of directors be increased.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 6. Place of Meeting. Meetings of the Board shall be held at any place within or without the State of Michigan which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Organization.

Section 7. Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of directors and officers and the transaction of other business.

Annual meetings of the Board shall be held at a time and place designated by the President, or, in the absence of such designation, at the Principal Office of the Corporation on November 14, at 3:00 p.m.

Section 8. Regular Meetings. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Notice of a meeting requires two weeks' advance notice if given by mail and one week's advance notice if given electronically, by telephone, FAX, or some form of express mail or overnight delivery service.

Section 9. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President or any three directors. Special meetings of the Board shall be held at such times as deemed necessary by those calling the special meeting. Notice of a meeting requires two weeks' advance notice if given by mail and one week's advance notice if given electronically, by telephone, FAX, or some form of express mail or overnight delivery service.

Section 10. Quorum. Forty percent of the number of directors then established by the Board constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 13 of this Article III. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law or by the Articles of Incorporation or by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 11. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 12. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 13. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 14. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. For purposes of this Section, an electronic transmission shall be deemed to be a "writing." Such consent or consents shall have the

same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 15. Rights of Inspection. Every director shall have the right to examine the Organization's books and records for a purpose reasonably related to his or her position as a director.

Section 16. Committees. Subject to Section 17 of this Article III, the President shall appoint directors and/or non-directors to serve on committees or on any advisory council created by the Board. The President may delegate to such committees or advisory council any of the authority of the Board except with respect to:

- (a) the filling of vacancies on the Board or in any committee;
- (b) the amendment or repeal of the Articles of Incorporation or the Bylaws or the adoption of new Bylaws;
- (c) the amendment or repeal of any resolution of the Board;
- (d) the appointment of other committees of the Board or the members thereof;
- (e) the appointment of sub-committees of such committees;
- (f) the borrowing of money and incurring indebtedness on behalf of the Organization or the execution and delivery in the Organization's name of promissory notes;
- (g) adoption of an agreement for merger or conversion;
- (h) the sale, lease or exchange of all, or substantially all, of the Organization's property and assets;
- (i) the dissolution of the Organization or the revocation of any action of the Board to dissolve the Organization;
- (j) fixing the compensation of any director or volunteer for serving on the Board or any committee; or
- (k) the approval of any transaction in which a director or officer has an interest.

Section 17. Executive Committee. The Organization shall have an Executive Committee not to exceed ten (10) directors, consisting of the President, President-Elect, Immediate Past President, Vice Presidents, Secretary, Treasurer, and one or more directors appointed by the President who are Chairs of committees. The Executive Committee may exercise the powers of the Board between meetings of the Board, except such powers as may be expressly reserved to the Board by law, the Articles of Incorporation, these Bylaws, or resolution of the Board. Minutes shall be kept of all meetings of the Executive Committee, and distributed to the Board.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the Organization shall be a President, a President-Elect, an Immediate Past President, a Secretary and a Treasurer. The Organization may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person except as provided in the Articles of Incorporation or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 2. Elections. The officers of the Organization shall be elected as follows: The President shall be elected by the Board for a term of two years, renewable by re-election for one additional two year term. The President-Elect shall be elected by the Board one year before the current President's term expires, except that if the current President chooses to stand for reelection to a second two year term, there shall be no President-Elect until one year before the President's second term expires. The other officers as may be elected by the Board or approved in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be elected for a period of two years without limitation on the number of terms. If an individual is elected to the office of President, Secretary, or Treasurer with fewer than two years remaining in his/her term on the Board, that individual may remain a Board member and complete the two year term of office before leaving the Board. If an individual is elected to the office of President-Elect with less than two and one-half years remaining in his/her term on the Board, that individual may remain a Board member and complete the term of President-Elect and immediately thereafter assume the presidency for a term of two years before leaving the Board. All officers shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of the Organization may require, each of whom shall hold office for such period, and have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the directors then in office at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the Organization, but without prejudice to the rights, if any, of the Organization under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. President. The President is the general manager and chief executive officer of the Organization and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the Organization. The President shall preside at all meetings of the Board and the Executive Committee. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board. The President shall appoint, prior to each annual meeting, a Nominating Committee which shall select and present to the Board at the annual meeting, candidates for all officers and Board of Directors whose terms will expire. The President shall be an ex officio member of all committees except for the Executive Committee and the Nominating Committee.

Section 7. President-Elect. The President-Elect shall succeed the President at the conclusion of the President's term of office.

Section 8. Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 9. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, the original or a copy of the Organization's Articles of Incorporation and Bylaws, as amended to date, at the principal office.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 10. Treasurer. The Treasurer is the chief financial officer of the Organization and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Organization.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Organization with such depositaries as he/she may designate, subject to approval of the Board. The Treasurer shall disburse the funds of the Organization as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Organization, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 11. Immediate Past President. A President of the Organization who has completed his or her term in office shall remain on the Board, as a voting member, for the period that the successor President is in office. The Immediate Past President shall be

counted toward the maximum size of the Board and for the purpose of determining a quorum.

ARTICLE V. OTHER PROVISIONS

Section 1. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the applicable Michigan law shall govern the construction of these Bylaws.

Section 2. Amendments. These Bylaws may be amended or repealed by a vote of a majority of the members of the Board then in office.

ARTICLE VI. INDEMNIFICATION.

Section 1. Right to Indemnification. Each individual who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that such individual (i) is or was a director or officer of the Organization, or (ii) acted (or failed to act) in a way that the Organization's Articles of Incorporation eliminates liability or for which the Organization assumes liability under its Articles of Incorporation, or (iii) is or was serving (at such time as such individual is or was director or officer of the Organization) at the request of the Organization as a director, officer, partner, trustee, employee, non-director volunteer or agent of another foreign or domestic nonprofit corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit (hereinafter an "indemnitee"), shall be indemnified and held harmless by the Organization from all amounts actually and reasonably incurred for attorneys' fees, judgments, penalties, fines and amounts paid in settlement, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Organization and, with respect to a criminal proceeding, if the person had no reasonable cause to believe the conduct was unlawful and the proceeding was not by or in the right of the corporation. These Bylaws shall provide indemnification to the fullest extent available by the Act or other Michigan law, as now exists or with respect to acts or omissions occurring in the future, as the Act or other applicable law provides at the time of such future act or omission (but, in the case of any subsequent amendment, only to the extent that such amendment permits the Organization to provide broader indemnification rights than such law permitted the Organization to provide prior to such amendment), against all expenses (including actual and reasonable attorneys' fees), judgments, penalties, fines and amounts paid in settlement incurred by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a director or officer and shall inure to the benefit of such indemnitee's heirs, executors and administrators. The right to indemnification conferred under this Article VI, Section 1 shall be a contract right and shall apply to services of a director or officer as an employee or agent of the Organization as well as in the person's capacity as a director or officer of the Organization. The corporation shall determine an individual's eligibility for indemnity according to procedures established by applicable law.

Section 2. Advancement of Expenses. The right to indemnification conferred under Article VI, Section 1 shall include the right to be paid by the Organization the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter "advances"); provided, however, that the payment of such advances incurred by an

indemnitee in advance of the final disposition of a proceeding shall be made only upon delivery to the Organization of an undertaking, by or on behalf of such indemnitee, to repay all advances if it shall ultimately be determined that such indemnitee is not entitled to be indemnified under this Article VI or otherwise. The undertaking shall be an unlimited general obligation of the indemnitee on whose behalf advances are made, but need not be secured.

Section 3. Remedies. If a claim under Section 1 or 2 of this Article VI is not paid in full by the Organization within thirty (30) days after a written claim has been received by the Organization, the indemnitee may at any time thereafter bring suit against the Organization to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Organization to recover advances, the indemnitee also shall be entitled to be paid the expense of prosecuting or defending such claim. In any action brought by the indemnitee to enforce a right under Section 1 of this Article VI (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the Organization), it shall be a defense that, in any action brought by the Organization to recover advances the Organization shall be entitled to recover such advances if, the indemnitee has not met the applicable standard of conduct set forth in the Act or other applicable laws of the State of Michigan. Neither the failure of the Organization (including its Board or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Act or other applicable laws of the State of Michigan, nor an actual determination by the Organization (including its Board or independent legal counsel) that the indemnitee has not met such applicable standard of conduct, shall be a defense to an action brought by the indemnitee or create a presumption that the indemnitee has not met the applicable standard of conduct. In any action brought by the indemnitee to enforce a right thereunder or by the Organization to recover payments by the Organization of advances, the burden of proof shall be on the Organization.

Section 4. Rights Not Exclusive. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article VI shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws, agreement or vote of disinterested directors or otherwise.

Section 5. Insurance. The Organization shall have power to purchase and maintain insurance on behalf of any agent, including, without limitation, any director, officer, non-director volunteer or employee of the Organization, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Organization would have the power to indemnify the agent against such liability under the provisions of this Article VI, provided, however, that the Organization shall have no power to purchase and maintain such insurance to indemnify any agent of the Organization for a violation of applicable law.