



Innovative Products For **Home. Work. Life.**

Bylaws

**BYLAWS OF THE HOUSEHOLD & COMMERCIAL
PRODUCTS ASSOCIATION, INC.**

**ARTICLE I
NAME, PURPOSE, OFFICES, AND ORGANIZATION**

Section 1.1 Name. As set forth in the Articles of Incorporation, the association shall be named the Household & Commercial Products Association, Inc. (the "Association"). It is intended that the Association shall have the status of a corporation exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 ("the Code"), as an organization described in Section 501(c)(6) of the Code.

Section 1.2 Objective. The objective of the Association shall be to protect, promote and enhance the household and commercial products industry and the lives of consumers and workers who use our member products. This objective may be carried out by:

- (1) Sponsoring scientific research relating to Household & Commercial Products;
- (2) Promoting the use of Household & Commercial Products through public education programs;
- (3) Seeking consistency in both regulations and legislation of the safe and effective use of Household & Commercial Products;
- (4) Collecting and disseminating statistical, economic or other information relating to the use of Household & Commercial Products; or
- (5) Engaging in any other lawful method of cooperative activity.

Section 1.3 Offices. The Association shall maintain a registered office and a registered agent as required by the District of Columbia Nonprofit Corporation Act of 2010 (the "Act"). The Board of Directors of the Association (the "Board") in its discretion may from time to time change both the registered office and the registered agent. The Association may maintain other offices, including a principal office and branch offices in any jurisdiction of the United States as the Board may from time to time determine.

Section 1.4 Organization. The Association shall have Members.

**ARTICLE II
DEFINITIONS AND TERMS**

Section 2.1 Act. Unless otherwise noted, the phrase "the Act" shall refer to the District of Columbia Nonprofit Corporation Act of 2010.

Section 2.2 Annual Meeting. The annual meeting of all Members where Members shall elect Officers and Directors and other business shall be conducted.

Section 2.3 Association. The term "Association" shall refer to the Household & Commercial Products Association, Inc.

Section 2.4 Household & Commercial Products. The phrase "Household & Commercial Products" shall refer to products formulated from basic chemicals or chemical compounds and used without further processing by household, commercial, institutional and industrial consumers for specific and specialized purposes. The phrase "Household & Commercial Products" shall also refer to end-use products from the basic chemicals and chemical compounds from which they are made.

These products, categorized by Association Division, are:

Aerosol Products – products in self-dispensing containers or mechanically operated spray systems.

Air Care Products – products designed to enhance or condition the indoor environment by eliminating unpleasant odors, freshening the air, or removing airborne particles.

Antimicrobial Products – products designed to control or eliminate microbes in any environment.

Cleaning Products – products designed to clean or aid the cleaning of surfaces, fabrics, articles, or other media.

Industrial and Automotive Products – products designed to aid the operation or maintenance of industrial equipment or facilities, or designed to aid the appearance or maintenance of motor vehicles.

Pest Management Products – nonagricultural pest management products other than solely antimicrobial products.

Floor Care Products – products designed to polish, protect, or maintain furniture, floors, metal, leather, or other surfaces.

Section 2.5 Divisions. The Divisions of the Association are set forth in Sections 2.3 and 12.1.

Section 2.6 Good Standing. A member shall be in good standing if it has fulfilled the requirements for membership in the Association. More specifically, a Member shall be in good standing if it is not past due on its membership assessment or other fees due to the Association and/or it is not in violation of or acting contrary to these Bylaws, the Household & Commercial Products Code of Conduct or any other rules, regulations, or resolutions set by the Board.

Section 2.7 Member. A Regular or Associate Member. The term "Members" shall mean Regular and Associate Members collectively.

Section 2.8 Record. Information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

ARTICLE III MEMBERSHIP

Section 3.1 Types of Membership. Membership in the Association shall consist of the following types: Regular Membership and Associate Membership.

Section 3.2 Regular Membership. Any individual, corporation, partnership, or other type of business entity which is primarily engaged in the business of:

- (1) Manufacturing, processing, packaging, distributing or marketing household and commercial products, or
- (2) Supplying ingredients, equipment, devices, containers, or other materials which are used in manufacturing, processing, packaging or distributing Household & Commercial Products is eligible for Regular Membership, provided such individual or entity sells or arranges for the sale of Household & Commercial Products or related supplies in the United States.

Regular members are encouraged to participate on the association's Divisions, councils, and committees, and serve in leadership positions on Division Executive Boards.

Section 3.3 Associate Membership. Any individual, corporation, partnership, or other type of business entity which is primarily engaged in:

- (1) Consulting services, laboratory services, legal services, poison-control services, sales/marketing services, or other services directly related to developing, manufacturing, processing, packaging, distributing or marketing of Household & Commercial Products.
- (2) Any business specified in Section 2.3 above and not affiliated with an individual, corporation, partnership, or other business entity eligible to become, and currently not, a Regular Member of the Association and which does not sell or arrange for the sale of Household & Commercial Products or related supplies or services in the United States.

Section 3.4 Rights of All Members.

- (1) The rights of Members are enumerated in these Bylaws, the Articles of Incorporation and the Act.
- (2) Membership in the Association shall entitle the Member, or its representatives, to participate in the activities of the Association or of its Divisions, subject to the provisions of these Bylaws. A Member may be represented in various phases of the Association activities by such representative or representatives as the Member may choose, subject to such qualifications as may be imposed by these Bylaws and by the Board.
- (3) Each Member shall be entitled to one vote on each matter voted on by the Members. Not more than one representative of any Member shall be entitled to vote on the same question.
- (4) The Members shall have the right to (1) elect Officers and Directors of the Association; (2) remove, with or without cause, one or more Directors who have been elected by the

Members; (3) add new Divisions or remove or retire existing Divisions and participate in Division activities as set forth in articles XI, XII and XIII; and (4) amend these Bylaws.

(5) Ten percent of the Members in Good Standing may petition the Board in writing to convene a special meeting of the Members.

(6) Not more than one representative of any Member shall be entitled to serve on the same Division Executive Board at the same time.

(7) The Board in its discretion may establish and modify the privileges of membership, except that it may not modify the privileges of membership set forth in Section 3.4.

Section 3.5 Additional Rights of Regular Members. In addition to the rights set forth in Section 3.4 above, a representative of a Regular Member shall be eligible for election to serve as (a) an Officer, (b) a Director, and (c) Division Chair, except that only one representative from a Regular Member shall serve as an Officer or Director during the same term. While a representative of a Regular Member is serving as an Officer or Director, one representative of the same Regular Member may serve as a Division Chair.

Section 3.6 Associate Members-Restrictions. Associate Members may not (1) serve as an Officer or Director; (2) serve as Chair or Vice Chair of any Division Executive Board; or (3) serve as Chair or Vice Chair of any of the Association's Standing or Special Committees or subdivisions thereof.

Section 3.7 Admission of New Members. An applicant for membership must complete the on-line application form and be duly signed by the applicant or an authorized agent of the applicant. Annual or prorated dues must be received by the applicant prior to Board approval of membership. In the event the application is rejected, the dues shall be returned to the applicant. The applicant shall not be approved for admission in the event any prerequisite for membership set forth in these Bylaws or any written rules, regulations or policies of the Association have not been met.

Section 3.8 Termination of Membership. The Board may expel any Member from the Association for conduct contrary to the objectives of the Association, as specified in Section 1.1 of these bylaws or violation of Association written policies including, without limitation, the Household & Commercial Products Association Code of Conduct. The entity or individual Member shall be given an opportunity to be heard at the next Board meeting after a recommendation for termination by the Board. After deliberating the issue, the Board shall vote on the question of whether the Member shall be expelled. A two-thirds (2/3) affirmative vote of the Board shall be necessary to expel a Member. Any Member who resigns or is expelled shall remain liable for any charges due at the time of the resignation or expulsion. Termination of membership automatically occurs upon resignation of the Member or non-payment of dues pursuant to the Association's Non-Payment Policy.

ARTICLE IV

DUES AND FEES

The Board shall determine the membership dues structure and the time at which these dues shall be paid. Dues for all Regular Members shall be based on household and commercial products product-related sales in the United States, although different dues schedules may be established for different types of businesses by the Board.

ARTICLE V MEMBERSHIP MEETINGS

Section 5.1 Annual Meeting. The Association shall hold membership meetings at such time and place as determined by the Board. One meeting each year shall be designated as the Annual Meeting, for which Members will be given at least sixty (60) days advance notice in writing. Notice may be communicated in person or by delivery, including by electronic transmission as set forth in the Act.

Section 5.2 Regular Meetings. In addition to the Annual Meeting, at least one additional meeting of the Members shall be held annually at such time and place as determined by the Board. Notice of such meetings shall be sent to each Member of the Association at least two (2) weeks prior to the meeting. The Board may, to meet emergency conditions, postpone or cancel any meeting of the Members.

Section 5.3 Special Meetings. A special meeting of the Members shall be held upon authorization of a majority of the Board or the request of not less than ten percent of the Members in Good Standing. The notice shall state the purpose for which the special meeting is called and no other business shall be transacted. Notice of such meeting shall be sent to each Member of the Association at least two (2) weeks prior to the meeting. The meeting shall be held at such time and place as determined by the Board.

Section 5.4 Order of Business. At all meetings of the Members, the agenda shall be submitted to the Membership at least two (2) weeks prior to the meeting.

Section 5.5 Quorum and Voting. One-third of the total number of Members in Good Standing shall constitute a quorum at any meeting of the Members. Unless otherwise expressly set forth in these Bylaws or the Act, the act of a majority of the Members present at any meeting at which there is a quorum shall be the act of the Members.

Section 5.6 Meetings. Any meeting of the Members may be held within or outside of the District of Columbia, as determined by the Board. A meeting of the Members does not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communication technology in a fashion pursuant to which the Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to Members, pose questions, and make comments.

Section 5.7 Meetings by Remote Communication. A Member may participate in a meeting of Members by conference telephone or other means of remote communication by which all persons participating in the

meeting may hear each other. All participants in the meeting must be advised of the means of remote communication in use and the names of the participants in the meeting. All such Members shall be deemed to be present in person at such meeting.

Section 5.8 Action Without a Meeting. Action required or permitted to be taken at a meeting of the Members may be taken without a meeting if the action is taken by all the Members entitled to vote on the action. The action shall be evidenced by one or more consents in the form of a Record bearing the date of signature and describing the action taken, signed by all the Members entitled to vote on the action, and delivered to the Association for inclusion in the minutes or filing with the Association records.

Section 5.9 Action by Ballot. Any action that may be taken at any annual, regular, or special meeting of Members may be taken without a meeting if the Association delivers a ballot to every Member entitled to vote on the matter. A ballot shall (1) be in the form of a Record; (2) set forth each proposed action; (3) provide an opportunity to vote for, or withhold a vote for, each candidate for election as a Director; and (4) provide an opportunity to vote for or against each other proposed action.

(1) Approval by ballot pursuant to this Section 5.9 of action other than election of Directors shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(2) All solicitations for votes by ballot shall: (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of Directors; and (iii) specify the time by which a ballot must be received by the Association in order to be counted.

Section 5.10 Proxies. A Member may vote by proxy as determined by the Board.

ARTICLE VI BOARD OF DIRECTORS

Section 6.1 Responsibilities and Powers. The governing body of the Association shall be the Board, which shall have supervision, control, and direction of the affairs and policies of the Association. The Board shall direct the management of the Association's property and business, except for the powers expressly granted to the Members by these Bylaws, by the Articles of Incorporation, or by the Act. In addition to the powers conferred by these Bylaws, the Board may exercise all powers of the Association and do all such lawful acts and things as are consistent with the Association's purpose and with the laws of the District of Columbia and the United States. The Chair will seek to diversify Board member participation in committees of the Board when appointing Board members to committees.

Section 6.2 Composition. The Board shall represent the diversity of businesses comprising the Association Membership and be composed of the following:

- (1) The Chair of the Board ("Chair"), the First and the Second Vice-Chairmen, and the Treasurer;
- (2) Each retiring Chair of the Board immediately following the termination of his/her term as Chair, until there is a successor; and
- (3) Twenty-eight (28) Directors elected at large by the Members from among its Membership for the term set forth in Section 6.5 below in such a manner that a minimum of the term of eight (8) and a maximum of twelve (12) of said twenty-eight (28) Directors shall expire each year.

Each Division Chair will serve as an advisor to the Board in a non-voting capacity.

Section 6.3 Qualifications. Each Director shall have senior management responsibility (highest level management, C-level status, or one level of management below highest management position or C-level) at his/her business entity, set policy for his/her business entity, be willing and able to provide strategic thinking as to the direction of the Association, and be in a position to commit the financial resources and personnel of his/her business entity in support of the Association's strategic plan. Each Director shall provide information regarding any potential conflicts of interest to the Secretary on a disclosure form prior to election to the Board and shall update the form as necessary. Each Director shall comply with the Household & Commercial Products' Board of Directors Guidelines.

Section 6.4 Timing of Duties. Newly elected Directors shall take office on January 1 immediately following the elections at the Annual Meeting.

Section 6.5 Term. An Officer serving as Director shall serve as Director for the term of one year or until his/her successor is duly elected and qualified. Directors elected by the Membership pursuant to Section 6.2(3) shall serve staggered three (3) year terms. A Director who serves a full three (3) year term shall be eligible for re-election for up to two (2) immediately subsequent terms, and may serve up to four (4) years more thereafter if elected as an Officer. A Director who steps down for a term after serving a first or second term is not subject to a term limit of three terms. A director's Term may not exceed five (5) years.

Section 6.6 Quorum. The presence of a majority of the Board shall constitute a quorum for the transaction of business.

Section 6.7 Meetings. The Board shall hold at least three (3) regular meetings each year. Special meetings may be called at any time by the Chair and shall be called by the Secretary at the request of five (5) Directors. Such requests for a special meeting must be in writing to the Secretary and shall state the purpose and designate a proposed time and place for such meeting. At least two (2) weeks' notice of all regular Board meetings and at least five (5) days' notice of special meetings shall be sent to all Directors by the Secretary. At least ten (10) business days prior to any Regular meeting, Board Members shall receive an agenda and board materials to be discussed at the meeting or the agenda and materials shall be made available. An agenda and board materials for any special meeting shall be made delivered or made available to Board Members as soon as possible prior to the meeting.

Section 6.8 Meetings by Remote Communication. The Board may permit any or all Directors to

participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be considered to be present in person at the meeting.

Section 6.9 Voting. Once a quorum has been established, a majority of Directors present at the meeting must vote in favor of the issue presented for it to be approved, unless otherwise required by these Bylaws or the Act.

Section 6.10 Action Without A Meeting. Action by the Board may be taken without a meeting if each Director signs a consent in the form of a Record describing the action to be taken and delivers it to the Association. Unanimous signed consent of the Board has the effect of action taken at a meeting of the Board and may be described as such in any document.

Section 6.11 Vacancies. Any vacancy occurring on the Board, including due to an increase in the number of Directors, shall be filled with an interim appointment by the Chair and approval by the Executive and Finance Committee. A Director so appointed to fill a vacancy shall serve only until the next election of Directors. At that time, such Director position shall be filled according to the election procedures contained in these Bylaws. If the vacancy occurs within six (6) months of the end of a term, the position may remain vacant until the next election.

Section 6.12 Removal and Resignation. The Board may, at its discretion, by a two-thirds (2/3) vote remove any Director as permitted by the Act. Any Director may resign at any time by delivering a signed notice in the form of a Record to the Chair of the Board or the Secretary. Any Director who leaves the Member company for which the individual worked when nominated to the Board shall offer his resignation from the Board.

Section 6.13 Compensation. Directors will receive no compensation for their services as Directors, but by resolution of the Board, if requested, Directors may be reimbursed for expenses associated with attending any regular or special meeting of the Board.

ARTICLE VII OFFICERS AND DUTIES

Section 7.1 Officers. The officers of the Association shall be: Chair, a First Vice Chair and a Second Vice Chair, and a Treasurer, each of whom shall be elected by the Members of the Association from among the Membership for a term of one year and thereafter until their successors are duly elected and qualified; and President and CEO and a Secretary, each of whom shall be appointed by the Board to serve for such terms as it may designate. The same individual may hold more than one office, except that one person may not be both President and Treasurer. The President and CEO and the Secretary shall be full-time employees of the Association. In addition, the Board in its discretion may appoint an Assistant Secretary and an Assistant Treasurer to serve for such terms as it may designate, not to exceed three (3) years.

Section 7.2 Term. The Officers shall take office on January 1 immediately following the elections at the Annual Meeting and shall hold office for one year or until a successor takes office. The person holding the office of Treasurer may not hold the position for more than three (3) consecutive terms.

Section 7.3 Chair of the Board. The Chair shall preside at meetings of the Membership and of the Board. He/she shall be a member of all committees, except the Nominating Committee. He/she may sign, with the President and CEO or any other proper officers of the Association authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly designated by the Board or by these Bylaws, or by statute, to some other officer or agent of the Association. He/she shall perform such other duties as may be prescribed by the Board from time to time.

Section 7.4 Vice Chairs of the Board. The First Vice Chair of the Board shall succeed the Chair and the Second Vice Chair shall succeed the First Vice Chair in the event of vacancies in these offices. The Vice Chairs shall assist the Chair of the Board and, in the absence of the Chair from any meeting, shall act for and discharge the necessary duties of the Chair.

Section 7.5 Secretary. The Secretary shall prepare or supervise the preparation of the minutes of the meetings of the Members and of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Association; keep a register of the Members of the Association and of their addresses; maintain and authenticate the records of the Association; and in general perform all other duties incident to the office; and perform such other duties as may from time to time be assigned to him/her by the Board.

Section 7.6 Treasurer. The Treasurer shall be responsible for the financial affairs of the Association, and, with the advice and consent of the Executive and Finance Committee, shall be responsible for assuring that the investment policies of the Association as determined by the Board are executed. The Treasurer shall cause to be prepared and submitted to the Board at least twice a year a report on the status of the Association's investments and, to the Members, an audited Annual Report of the financial condition of the Association and, in general, perform all the duties determined to be incident to the Office of Treasurer and such other duties as may from time to time be assigned to him/her by the Board.

Section 7.7 President and CEO. The President and Chief Executive Officer ("CEO"), shall be responsible for the management of the Association, direct the activities of the Association staff, shall have responsibility for general supervision and administration of the executive offices and execute the policies adopted by the Board, and shall perform such other duties as may be assigned to him/her by the Chair of the Board. He/she shall prepare annually a report of the Association's activities to be presented to the Membership.

Section 7.8 Assistant Secretary and Assistant Treasurer. The Board of Directors may designate and

prescribe the duties of an Assistant Secretary and an Assistant Treasurer, each of whom shall hold office at the pleasure of the Board.

Section 7.9 Vacancies. In case of death, resignation, or removal of an Officer, or the inability of an Officer to serve, a successor may be appointed for the balance of the unexpired term by the Chair with the approval of the Board, except in the case of the Chair, which position shall be succeeded by the Vice Chairmen. If a vacancy in the office of First Vice Chair, Second Vice Chair or Treasurer occurs within six (6) months of the end of the term, the positions may remain vacant until the next election. At that time, the position shall be filled according to the election procedures contained in these Bylaws.

Section 7.10 Removal and Resignation. Any Officer may be removed by a vote of two-thirds (2/3) of the Board. Any Officer may resign at any time by delivering a resignation notice to the Chair of the Board. Any Officer who no longer serves as an employee of the Member company for which the individual worked when elected shall offer his resignation.

ARTICLE VIII EXECUTIVE AND FINANCE COMMITTEE

Section 8.1 Number. There shall be a committee of the Board designated as the Executive and Finance Committee, consisting of the Chair of the Board, who shall serve as Chair of the Executive and Finance Committee, the First Vice Chair, the Second Vice Chair, the Treasurer, the Immediate Past Chairman of the Board, and four (4) others appointed by the Chair from among the members of the Board. There shall be such subcommittees as the Chair shall appoint. Members of the subcommittees need not be members of the Executive and Finance Committee or the Board.

Section 8.2 Purpose and Authority. The purpose of the Executive and Finance Committee shall be to oversee the implementation of board policies and to provide financial oversight of the association. The Executive and Finance Committee, but not any of its subcommittees, may act on behalf of and consistent with the guidance from the Board in times when the Board is not in session. The Executive and Finance Committee may assume the duties of the Board as described in its Charter, which shall be approved by the Board, with the exception of duties reserved exclusively to the Board in these Bylaws and the Act.

Section 8.3 Quorum. A majority of the voting members of the Executive and Finance Committee shall constitute a quorum at any meeting of the Executive and Finance Committee. The Chair shall call such meetings of the Executive and Finance Committee as the business of the Association may require. A meeting of the Executive and Finance Committee may be called at any time on the request of five (5) members of the Executive and Finance Committee with fifteen days' notice and with seven (7) days' notice for teleconferences.

Section 8.4 Term. The term of each Officer serving on the Executive and Finance Committee shall be commensurate with his/her Officer term. All other non-Officer Board members appointed to the Executive and Finance Committee shall serve one-year terms.

Section 8.5 Meetings by Remote Communication. The Executive and Finance Committee, or one or more of its members, may participate in a meeting of the Committee by conference telephone or other means of remote communication by which all persons participating in the meeting may hear each other. All participants in the meeting must be advised of the means of remote communication in use and the names of the participants in the meeting. All such members of the Committee shall be deemed to be present in person at such meeting.

ARTICLE IX AUDIT COMMITTEE

Section 9.1 Number. There shall be a committee of the Board designated as the Audit Committee, consisting of the Treasurer and two additional Directors appointed by the Chair. The members of the Committee shall elect its Chair.

Section 9.2 Purpose and Authority. The purpose of the Audit Committee shall be to provide oversight of the financial reporting process, the audit process and the association's system of internal controls and compliance with financial laws and regulations. The Audit Committee shall assume the duties described in its Charter, which shall be approved by the Board. The Audit Committee may not act on behalf of the Board.

Section 9.3 Quorum. A majority of the voting members of the Audit Committee shall constitute a quorum at any meeting of the Audit Committee. The Chair of the Committee shall call such meetings as the business of the Committee may require.

Section 9.4 Term. The term of any Officer serving on the Audit Committee shall be commensurate with his/her Officer term. All other Directors appointed to the Committee shall serve one-year terms.

ARTICLE X COMPENSATION COMMITTEE

Section 10.1 Compensation Committee. At the first meeting of the Board after the annual election at the Annual Meeting, the Chair shall appoint a minimum of three members from the Board to serve as the Compensation Committee which will serve in an advisory role to the Board on most compensation matters, and such other matters as the Board may designate.

ARTICLE XI NOMINATIONS AND ELECTIONS

Section 11.1 Nominating Committee. At the first meeting of the Board after the annual election at the Annual Meeting, the Chair shall appoint a minimum of five (5) individual representatives of Member companies, at least three (3) of whom shall be members of the Board, to the Nominating Committee. The Nominating Committee shall have sole authority for vetting potential Board members and for developing a slate of Officers and Directors for open positions based on guidelines adopted by the Board. The Chair and the President and CEO shall be non-voting advisors to the Committee. No Director eligible for re-election shall serve on the Nominating Committee in the last year of his term. The

Committee shall elect its Chair. Each member of the Committee shall serve a term of one year.

Section 11.2 Nominations.

- (1) By the end of August each year, the Nominating Committee shall communicate with all Members soliciting their nominations for Board members and Officers. All names submitted by the membership within twenty-one (21) days of this announcement shall be reviewed and fully considered by the Nominating Committee.
- (2) At least thirty (30) days prior to the Association's Annual Meeting, the Nominating Committee shall present the Board a slate of candidate(s) for each office and directorship to be filled, for information only. Board approval of the slate is not required.
- (3) At least fourteen (14) days prior to the Association's Annual Meeting, the slate of candidates shall be sent to voting Members in Good Standing.

Section 11.3 Elections. The Officers and Directors of the Association shall be elected at the Annual Meeting. Members eligible shall vote in person via personal representative or by other means determined by the Board.

**ARTICLE XII
COMMITTEES**

Section 12.1 Standing Committees. In addition to the Executive and Finance, Nomination, and Audit Committees elsewhere specified in these Bylaws, the Board shall have authority to create additional standing committees or to abolish any of those created.

Section 12.2 Special Committees. The Chair shall be authorized to create special committees which, in his/her opinion, are necessary. The Chair shall also be authorized to appoint the membership of all special committees, unless a different method of appointment is specified by these Bylaws or in the action taken by the Board in creating a particular committee.

Section 12.3 Standing Division Committees. The Division Chair may appoint standing Committees within each Division.

Section 12.4 Meetings by Remote Communication. Any Committee, or one or more of its members, may participate in a meeting of the Committee by conference telephone or other means of remote communication by which all persons participating in the meeting may hear each other. All participants in the meeting must be advised of the means of remote communication in use and the names of the participants in the meeting. All such members of the Committee shall be deemed to be present in person at such meeting.

**ARTICLE XIII
DIVISIONS**

Section 13.1 Divisions. The Association shall be divided into the following Divisions: (1) Aerosol Products Division, (2) Air Care Division, (3) Antimicrobial Products Division, (4) Cleaning Products Division, (5) Industrial & Automotive Products Division, (6) Pest Management Products Division, (7) Floor Care Products Division, and such other Divisions as may be added pursuant to these Bylaws. The Board may change the name of the Divisions at its discretion.

Section 13.2 Designation of Division. Membership in the Association shall entitle the Member to attend the meetings of and, in accordance with the provisions of these Bylaws, participate in the activities of one or more of the Divisions. Each Member shall designate the Division or Divisions in which it wishes to be enrolled.

Section 13.3 Direction, Governance and Consensus of Divisions. The activities of each Division shall be directed, subject to the authority and control of the Board, by a Division Executive Board composed of a Division Chair, a Division First Vice Chair, a Division Second Vice Chair, and no fewer than three (3), and no more than seventeen (17), additional members nominated pursuant to Section 15.1 of these Bylaws. The actual number of additional Division Board members shall be determined by the members of the Division at the Annual Meeting of the Members. The governance of each Division shall be subject to the discretion and judgment of the Division Board. Within each Division matters will be discussed with a goal of seeking consensus.

Section 13.4 Addition or Deletion of Divisions. New Divisions may be added, or existing Divisions may be dissolved, by the affirmative vote of not less than two-thirds (2/3) of the Members at a duly constituted meeting of the Membership, provided that such resolution has previously been approved by a two-thirds (2/3) vote of the Board and a copy of such resolution sent to the Membership at least two (2) weeks prior to such meeting.

ARTICLE XIV DIVISION CHAIR

Section 14.1 Duties of Division Chair. The Division Chair, or in his/her absence or by his/her delegation, the Division First Vice Chair or the Second Vice Chair, shall preside over all meetings of his/her Division. He/she shall be a member of the Division board and of all committees of his/her Division. The Division Chair shall maintain close liaison with the work of or pertaining to his/her Division, shall represent his/her Division's interests in actions and positions before the Board, and shall serve as an advisor to and report thereon to the Board and to the Executive Board of his/her Division.

Section 14.2 Meetings of Division Executive Boards. Each Division Chair shall call a meeting of the Division Executive Board to coincide with the regular meetings of the Members. In addition, he/she shall call such special meetings as are, in his/her opinion, required, or as are requested by not less than two (2) members of said Board. A quorum of each Division Executive Board shall consist of a majority of the members of the Executive Board. The act of a majority of the members of the Division Executive Board present at any meeting at which there is a quorum shall be the act of the Executive Board. At least two (2) weeks' notice of all regular Division Executive Board meetings, and at least five (5) days' notice of special meetings, shall be sent to the members of the Division Executive Board and to the Secretary along with the order of business for said meetings.

Section 14.3 Attendance at Board Meetings. The Division Chair may attend all regular meetings of the Board and report on the work of his/her Division as necessary.

ARTICLE XV
ELECTION OF DIVISION CHAIR,
VICE CHAIRMEN, AND EXECUTIVE BOARD

Section 15.1 Nomination and Election. At each Mid-Year Meeting, or as soon thereafter as is possible, the Chair of each Division Executive Board shall appoint a Division Nominating Committee, consisting of a minimum of three (3) representatives from the Division. This Committee shall nominate a candidate for the Chair and the Vice Chair of the Division Executive Board, who shall have exhibited leadership and consensus-building qualities within the Division, and not fewer than three (3), but no more than seventeen (17), other candidates for the Division Executive Board for the yearly term to begin at the conclusion of the next Annual Meeting of the Members. The nominations of this Committee shall be reported to the Members of the Division through the Executive Office of the Association at least two (2) weeks prior to the Annual Meeting next following the appointment of the Committee. At the first session of each Division at said meeting, the Division Chairship, Division Vice Chairships, and the other memberships on the Division Executive Board shall be filled by the affirmative vote of the Members of the Division by election of the persons nominated by the Division Nominating Committee or such other eligible persons who may be nominated from the open floor. The term of office of these elected Division Chairmen, Division Vice Chairmen, and other members of the Division Executive Boards shall begin at the conclusion of the Annual Meeting.

Section 15.2 Vacancies. The Division First Vice Chair or, if unable to serve, then the Division Second Vice Chair shall, subject to any restriction set forth in these Bylaws, succeed the Division Chair in the event of vacancy in that office. The Board shall fill any vacancies in the office of Division Vice Chair or membership on Division Executive Boards.

ARTICLE XVI
INDEMNIFICATION

Section 16.1 Indemnification. Except to the extent expressly prohibited by the Act, the Association shall, without the requirement of any additional authorization by the Association and to the fullest extent permitted by the Act, indemnify any person:

- i. made or threatened to be made a party to,
- ii. called as a witness in, or
- iii. asked to provide information in connection with,

any pending or threatened action, proceeding, hearing, suit, arbitration, alternative dispute mechanism or investigation, or any appeal therein (other than an action or proceeding by or in the right of the

Association to procure a judgment in its favor), whether civil or criminal, including an action by or in the right of any other Association of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, which any Director or Officer of the Association served in any capacity at the request of the Association, by reason of the fact that he or she is or was, or he or she is the executor, administrator, heir, or successor of a person who is or was a Director or Officer of the Association, or served such other Association, partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity, against judgments, amounts paid in settlement, penalties, fines, including excise taxes assessed with respect to an employee benefit plan, and reasonable expenses, including attorneys' fees, expert fees and costs actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such Director or Officer:

- iv. acted in good faith,
 - a) for a purpose that he or she reasonably believed to be in, or,
 - b) in the case of service for any other Association or any partnership, joint venture, trust, employee benefit plan, or other enterprise, not opposed to, the best interests of the Association and,
- v. in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

Except to the extent expressly prohibited by the Act, and to the fullest extent permitted by the Act, the Association shall, without the requirement of any additional authorization by the Association, indemnify any person made, or threatened to be made, a party to an action by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was, or he or she is the executor, administrator, heir, or successor of a person who is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a Director or Officer of any Association of any type or kind, domestic or foreign, of any partnership, joint venture, trust, employee benefit plan, or other enterprise, against reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such Director or Officer:

- i. acted, in good faith, for a purpose which he or she reasonably believed to be in, or,
- ii. in the case of service for any other Association or any partnership, joint venture, trust, employee benefit plan, or other enterprise, not opposed to, the best interests of the Association,

except that no indemnification under this paragraph shall be made in respect to:

- (1) a threatened action, or a pending action that is settled or otherwise disposed of, or

- (2) any claim, issue, or matter as to which such person shall have been judged to be liable to the Association, unless and only to the extent that the court in which the action was brought, or if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

The termination of any civil or criminal action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not in itself be determinative that such Director or Officer did not act in good faith for a purpose that he or she reasonably believed to be in, or, in the case of service for any other Association or partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to the best interests of the Association or that he or she had reasonable cause to believe that his or her conduct was unlawful.

No indemnification shall be made under this Bylaw if a judgment or other final adjudication adverse to such person establishes that his or acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, and provided further that no such indemnification shall be required with respect to any settlement or other non-adjudicated position of any threatened or pending action or proceeding unless the Association has given its consent to such settlement or other disposition. The Association shall have the right to select attorneys and to approve any legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies. The Association shall advance or promptly reimburse all expenses, including attorneys' fees, expert fees and costs actually and reasonably incurred in defending any action or proceeding in advance of the final disposition thereof, upon receipt of a written affirmation in the form of a record by such person stating that such person has met the required standard of conduct set forth in the first or second paragraph of this Article, as applicable, or is otherwise entitled to indemnification, and a written undertaking, in the form of a unlimited general obligation, by such person to repay such amount if such person is ultimately found not to be entitled to indemnification, or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled. For purposes of these Bylaws, "record," used as a noun, means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

Nothing in the Bylaw shall limit or affect any other right of any person to indemnification or expenses, including attorneys' fees, expert fees and court costs under any statute, rule, regulation, Certificate of Incorporation, Bylaw, insurance policy, contract, or otherwise; however, the Association shall be the indemnitor of first resort and any person seeking indemnification or advance for expenses with respect to any proceeding shall first seek to exhaust recovery for such amounts pursuant to rights granted by the Association, whether under any provision of the Articles of Incorporation or these Bylaws of the Association, agreement, vote of disinterested Directors, liability insurance maintained by the Association or otherwise.

No elimination of this Bylaw, and no amendment of this Bylaw adversely affecting the right of

any person to indemnification or advancement of expenses hereunder shall be effective until the sixtieth day following notice to such person of such action, and no elimination of or amendment to this Bylaw shall deprive any person of his rights hereunder arising out of alleged or actual occurrences, acts, or failures to act prior to such sixtieth day. The provisions of this paragraph shall supersede anything to the contrary in these Bylaws.

The Association shall not, except by elimination or amendment of this Bylaw in a manner consistent with the preceding paragraph, take any corporate action or enter into any agreement which prohibits, or otherwise limits the rights of any person to indemnification in accordance with the provisions of this Bylaw. The indemnification of any person provided by this Bylaw shall continue after such person has ceased to be a Director or Officer of the Association and shall inure to the benefit of such person's heirs, executors, administrators, and legal representatives.

The Association is authorized to enter into agreements with any of its Directors, Officers, or employees extending rights to indemnification and advancement of expenses to such person to the fullest extent permitted by applicable law, or to provide such indemnification and advancement of expenses pursuant to a resolution of members or a resolution of the Board of Directors, but the failure to enter into any such agreement or to adopt any such resolutions shall not affect or limit the rights of such person pursuant to this Bylaw. It is hereby expressly recognized that all Directors and Officers of the Association, by serving as such after the adoption hereof, are acting in reliance on this Bylaw and that the Association is estopped to contend otherwise. Additionally, it is hereby expressly recognized that all persons who are Directors or Officers of the Association and who also serve as Directors, Officers, or employees of Associations that are subsidiaries or affiliates of the Association (or otherwise entities controlled by the Association) are conclusively presumed to serve or to have served as such at the request of the Association, and, unless prohibited by law, are entitled to indemnification under this Bylaw.

For purposes of this Bylaw, the Association shall be deemed to have requested a Director or Officer of the Association to serve an employee benefit plan where the performance by such person of his or her duties to the Association also imposes duties on, or otherwise involves services by, such person to the plan or participants or beneficiaries of the plan, and excise taxes assessed on a person with respect to an employee benefit plan pursuant to applicable law shall be considered indemnifiable expenses, and action taken or omitted by a person with respect to an employee benefit plan in the performance of such person's duties for a purpose reasonably believed by such person to be in the interest of the participants and beneficiaries of the plan, shall be deemed to be for a purpose that is not opposed to the best interests of the Association.

A person who has been successful, on the merits or otherwise, in the defense of a civil or criminal action or proceeding shall be entitled to indemnification as authorized in this Article. Except as provided in the preceding sentence and unless ordered by a court, any indemnification under this Bylaw, under any contract or otherwise, shall be made by the Association if, and only if, it is determined:

- (1) If there are two or more disinterested Directors, by a majority vote of all disinterested Directors, a majority of whom shall constitute a quorum for such purpose, or by a majority vote of the members of a committee of two or more disinterested Directors appointed by such vote, that the Director or Officer has met the applicable standard of conduct set forth in the first or second paragraph of this Article;
- (2) By special legal counsel selected in the manner prescribed in paragraph (1) above or, if there are fewer than two disinterested directors, selected by the Board of Directors, that the Director or Officer has met the applicable standard of conduct set forth in the first or second paragraph of this Article; or
- (3) By the members that the Director or Officer has met the applicable standard of conduct set forth in the first or second paragraph of this Article.

Section 16.2 Right to Bring Suit. If a request for indemnification or advance for expenses is not paid in full by the Association or on its behalf, a Director or Officer may at any time thereafter bring suit against the Association in a court of competent jurisdiction in the District of Columbia to recover the unpaid amount of the request. If successful in whole or in part in any such suit, or in a suit brought by the Association to recover an advance for expenses pursuant to the terms of an undertaking, the Director or Officer shall be entitled to be paid also the expense of prosecuting or defending such suit. In any suit brought by a Director or Officer to enforce a right to indemnification under this Article (but not in a suit to enforce a right to an advance for expenses), it shall be a defense that such person has not met the relevant standard of conduct described in the Act, and in any suit brought by the Association to recover an advance for expenses pursuant to the terms of an undertaking, the Association shall be entitled to recover such expenses if it is ultimately determined, after a final adjudication from which there is no further right to appeal, that such person has not met the relevant standard of conduct described in the Act. Neither the failure of the Association (including its disinterested Directors, a committee of such Directors or special legal counsel) to have made a determination prior to the commencement of any such suit that indemnification is permissible in the circumstances because the Director or Officer has met the relevant standard of conduct described in the Act, nor an actual determination by the Association (including its Directors who are not party to such suit, a committee of such Directors or special legal counsel) prior to the commencement of such suit that such person has not met the relevant standard of conduct described in the Act, shall create a presumption that such person has not met the relevant standard of conduct or, in the case of such a suit brought by the Director or Officer, be a defense to such suit.

In any suit brought by a Director or Officer to enforce a right to indemnification or to advance for expenses under this Article, or brought by the Association to recover an advance for expenses pursuant to the terms of an undertaking, the burden of proving that the Director or Officer is not entitled to be indemnified, or to such advance for expenses, under this Article or otherwise shall be on the Association.

Section 16.3 Nature of Rights. The rights provided by this Article shall apply whether or not the proceeding to which the indemnification or advance for expenses relates arose in whole or in part prior

to the date of adoption or amendment of this Article. The rights provided by this Article shall be contract rights that shall vest at the time a person becomes a Director or Officer and that shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the estate and personal representatives of such person. Any amendment or repeal of the provisions of this Article shall not limit the right of any person with respect to action taken or any failure to take any action by such person prior to such amendment or repeal.

Section 16.4 Agreements and Insurance. The Association shall have the power to enter into agreements with any Director, Officer, employee or agent in furtherance of the provisions of this Article to provide for the payment of such amounts as may be appropriate to effect indemnification and advance for expenses as provided in this Article. The Association may purchase and maintain liability insurance on behalf of a person who is or was a Director, Officer, employee or agent of the Association, or who, while serving as a Director, Officer, employee or agent of the Association, is or was serving at the request of the Association as a director, officer, partner, trustee, employee or agent of another enterprise, against liability asserted against or incurred by such person in such capacity, or arising out of her status as such, whether or not the Association would have the power to indemnify or advance expenses to such person against the same liability under the Act.

Section 16.5 Severability. If any provision or provisions of this Article are held to be invalid, illegal or unenforceable for any reason whatsoever: (i) the validity, legality and enforceability of the remaining provisions of this Article (including without limitation, all portions of any sections of this Article containing any such provision held to be invalid, illegal or unenforceable, that are not by themselves invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby, and (ii) to the fullest extent possible, the provisions of this Article (including, without limitation, all portions of any section of this Article containing any such provision held to be invalid, illegal or unenforceable, that are not themselves invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

ARTICLE XVII AMENDMENT OF BYLAWS

Amendments to these Bylaws may be made by the affirmative vote of not less than two-thirds (2/3) of the Members present at any meeting of the Members in which there is a quorum, provided that notice of the proposed amendment together with the text thereof shall have been approved by the Board and delivered by the Secretary to each Member of the Association at least two (2) weeks prior to the meeting at which it is proposed to consider the same. Amendments to these Bylaws also may be made by the affirmative vote of a majority of all Members by ballot, provided that notice of the proposed amendment together with the text thereof shall have been approved by the Board and delivered to each Member of the Association.

Adopted

April 19, 2016

Amended
February 8, 2017
March 1, 2018
December 9, 2019