

## Fenestration and Glazing Industry Alliance (FGIA) Bylaws

### I. NAME

The name of this corporation shall be Fenestration and Glazing Industry Alliance (FGIA) (hereinafter referred to in these Bylaws as the Association). This corporation shall be governed by the Illinois Not-for-Profit Corporation Law, as amended.

### II. VISION AND MISSION

The vision of the Association shall be to improve home and building performance through better glass, window, door and skylight technologies and standards.

The mission of the Association shall be to provide a welcoming community leading the glazing and fenestration industry through:

- Research
- Consensus-based standards
- Product certification
- Advocacy
- Education and professional development

### III. REGISTERED OFFICE AND AGENT

The Association shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such office, and may have other offices within or outside the State of Illinois, the United States, and Canada as the Board of Directors may from time to time determine.

### IV. MEMBERSHIP

**4.1 Application** – All applicants for membership in the Association shall complete and submit an “Application for Membership” form, which shall be subject to approval under criteria and procedures established by the Board of Directors. All applicants shall indicate a Category of membership for which they are applying.

**4.2 Eligibility** – Membership may be granted to any corporation, partnership, company, individual proprietorship or organization that: (i) is interested in and agrees to support the purposes and activities of the Association; (ii) agrees to abide by these Bylaws and such other policies as the Association may adopt; and (iii) meets the additional criteria established for a member type in the Association as stated in the membership policies approved by the Board of Directors.

**4.2.1 Corporate Member Types** shall include the following classifications: fenestration producer; insulating glass producer; fenestration component producer; primary glass producer; insulating glass component producer; service provider; and testing agency. For FENBC Region membership, Corporate Member Types shall include Lab Member (auditing and testing agency), Energy Advisor (NRCan-licensed with not-for-profit entity as Service Organization), Regular Member (fenestration product

fabricator/manufacturer, commercial glazing contractor), and Supplier Member (curtain wall system producer, component producer). Companies shall generally be classified according to the largest segment of their business based on revenue.

**4.2.2** Individual Member Types shall include the following classifications: professional and technical consultant. For FENBC Region membership, Individual Member Types shall include Associate Member (engineer, building envelope specifier, architect).

**4.2.3** The Board of Directors may establish additional member types.

## **V. MEMBERSHIP CATEGORIES AND VOTING**

**5.1 Category 1 Membership** – The base membership includes voting eligibility in the Architectural Products Council (APC) or Residential Products Council (RPC), as well as the U.S. Southeast and U.S. Western Regions; non-voting participation in the Council not selected (APC or RPC) is also included. When the upgrade to include both the APC and RPC is elected, voting eligibility in both Councils is available. When the upgrade to include Glass Products Council (GPC) membership is elected, voting eligibility in the GPC is authorized. When the upgrade to include FENBC Region membership is elected, voting eligibility in the FENBC Region is authorized.

**5.2 Category 2 Membership** – Companies are eligible for non-voting participation in the APC and RPC, and for voting participation in Southeast and/or Western Region activities. When the upgrade to include GPC membership is elected, eligibility for voting participation for those activities is authorized. When the upgrade to include FENBC Region membership is elected, voting eligibility in the FENBC Region is authorized.

**5.3 Category 3 Membership** – Companies are eligible for voting participation in Southeast or Western Region activities. When the upgrade to include GPC membership is elected, eligibility for voting participation for those activities is authorized. When the upgrade to include FENBC Region membership is elected, voting eligibility in the FENBC Region is authorized.

**5.4 GPC Component Membership** – Companies are eligible for voting participation in the GPC. When the upgrade to include FENBC Region membership is elected, voting eligibility in the FENBC Region is authorized.

**5.5 GPC Insulating Glass (IG) Producer Membership** – Companies are eligible for voting participation in the GPC. When the upgrade to include FENBC Region membership is elected, voting eligibility in the FENBC Region is authorized.

**5.6 FENBC Region Membership** – Companies are eligible for voting participation in the FENBC Region.

**5.7 Professional and Technical Consultant Membership** – Individuals are eligible for non-voting participation in the APC, RPC, GPC, and U.S. Southeast and U.S. Western Regions.

**5.8 FENBC Region Associate Membership** – Individuals are eligible for non-voting participation in the FENBC Region.

**5.9 Door, Skylight/Sloped Glazing, Wall Interface and Material Councils** – Voting or non-voting participation in the APC or RPC includes the Door, Skylight/Sloped Glazing, Wall Interface and Material Councils.

**5.10 Voting** – Members eligible to vote in the APC, RPC, GPC and/or Regions based on the membership categories defined in Articles 5.1 through 5.9 shall be entitled to one vote on matters coming before the association voting membership as a whole.

Voting rights relative to issues and work addressed by specific Councils, committees and task groups require companies to be eligible to vote in that body under Articles 5.1 through 5.9 and fulfill at least one of the following criteria:

- a. Is a finished fenestration product manufacturer
- b. Makes a product that is directly addressed by the Council
- c. Makes a product that is incorporated into a product directly addressed by the Council
- d. Makes a product or provides a service that pertains to installing a product addressed by the Council
- e. Offers a service that is used by companies making products directly related to the products addressed by the Council or incorporated into such products
- f. Provides equipment used in the manufacture of products that are directly addressed by the Council or incorporated into such products

Representatives of a Council voting member are eligible to vote at any in-person meeting of committees or task groups operating under that Council on a one-vote-per-company basis.

**5.11 Non-voting Participation** – Representatives of member companies eligible for non-voting participation in a Council may join committee and task group rosters without voting rights. When non-voting participation is not available, participation in committee or task group membership or rosters is not permitted; information relative to the Council and its committees and task groups is only available via meetings during conferences and the Committees area of the FGIA website.

**5.12 General Membership Meeting Quorum and Manner of Acting** – A quorum for any General Membership meeting requires the presence of at least thirty APC, RPC and/or GPC voting members, and the approval of a majority of the voting members present is required for action, unless a greater number is required by law, the Articles of Incorporation or these Bylaws.

**5.13 Mail Ballot** – Voting by mail (paper or electronic) ballot shall be permitted in lieu of a vote at a duly called meeting for any item of business, including the election of directors. Voting members shall be afforded at least 28 days' notice to vote on the subject matter of the ballot. All ballots shall provide for recording votes in the affirmative or negative. The act of a majority or more voting members returning ballots by a certain date, assuming the number of members' ballots received constitutes a quorum, shall be an act of the members.

## **VI. ORGANIZATION/GOVERNMENT**

**6.1 Board of Directors** – The management of the affairs of the Association shall be vested in the Board of Directors.

**6.1.1** The Board of Directors shall consist of four Officers comprised of a Chairman, Vice Chairman, Treasurer and Immediate Past Chairman, plus nine Directors comprised of three APC voting members, three RPC voting members, and three GPC voting members. Any voting member, based on the membership categories and voting criteria defined in Article V, may be a candidate for the APC, RPC or GPC positions.

Including the Officer positions, the 13 voting members of the Board must be comprised of at least seven fenestration producer members, at least two IG producer members and up to four members from any Corporate Member Types as defined in Article 4.2.1 so that a reasonable representation of the major association product segments is achieved. Only one representative per member company is permitted to serve on the Board of Directors, whether in a voting or non-voting capacity, and all representatives serving on the Board of Directors must be Corporate members.

Past Board Chairmen/Presidents may participate on the Board as non-voting members if no other representative from that member company is participating on the Board in a voting or non-voting capacity. Other non-voting members may be appointed by majority vote of the Board of Directors.

**6.1.2** The APC, RPC and GPC shall each have a representative among the Chairman, Vice Chairman and Immediate Past Chairman positions. The APC and RPC Officer positions must be held by a representative of a fenestration producer member and the GPC Officer position must be held by a representative of an insulating glass producer member or a primary glass producer member that also produces insulating glass. These Officers shall be elected by the general membership for a two-year term.

**6.1.3** The Treasurer shall be elected by the general membership for a two-year term. The Treasurer shall represent a member company that conducts business in the architectural or residential market as deemed necessary to maintain balance between architectural and residential interests among the Board Officers.

**6.1.4** The Directors shall be elected for two-year staggered terms provided that a term may be set for one year to achieve a staggering of terms.

**6.1.5** A quorum for any meeting of the Board of Directors shall be a majority of the Board voting members designated on the roster, and the act of a majority or more of the voting members present shall be the act of the Board.

**6.1.6** A Board Nominating Committee, comprised of the Board Officers, will develop a slate of Officers and Directors for the following year. The Nominating Committee is charged with nominating candidates so that the requirements of this Article VI are maintained.

**6.1.7** If a Board of Directors seat becomes vacant, the remaining term of that vacancy shall be filled by an individual approved by a majority vote of the Board of Directors so that the requirements of this Article VI shall be maintained.

**6.1.8** The Chairman is authorized to appoint such Ad Hoc Committees as may be necessary to carry on the activities and objectives of the Association.

**6.1.9** The Executive Director shall be appointed by the Board of Directors. The Executive Director shall perform such duties common to the office and as may be assigned from time to time by the Board of Directors or by these Bylaws. The Executive Director shall have oversight of all securities and bank accounts.

The Executive Director, acting as Secretary, shall have charge of all corporate files, including the minutes of the Association and all Councils and Regions and shall perform such other duties as are common to the office.

The Executive Director shall receive such compensation as the Board shall determine and shall select such employees for the operation of the Association's office who shall receive such salaries, within the limits of the budget, and perform such duties as may be prescribed by the Executive Director.

**6.1.10** The Executive Compensation Committee will provide an annual review of the Executive Director and approve and award annual bonus and compensation changes. This Executive Compensation Committee will consist of the Officers of the Board of Directors.

**6.2 Steering Committees** – There shall be seven Steering Committees within the Association charged with directing and overseeing the activities of the Association's primary initiatives including:

- a. Code Action
- b. Education
- c. Innovation
- d. Marketing and Engagement
- e. Regulatory
- f. Sustainability
- g. Technical

Other Steering Committees may be established by the Board of Directors from time to time as deemed appropriate.

The leadership, rosters, quorum requirements, voting eligibility, scopes and operation of the Steering Committees are defined in the [Steering Committee Governance Guidelines](#).

**6.3 Councils** – There shall be three primary Councils within the Association known respectively as the Architectural Products Council, the Residential Products Council and the Glass Products Council. Other product, material or component Councils may be established by the Board of Directors from time to time as deemed appropriate.

The Councils shall be organized as determined by the voting members of the companies supporting the Councils.

Each Council shall have an elected First Vice President and Second Vice President. Each of the Councils may have its own Mission Statement and operating procedures subject to approval of the Board of Directors. The Councils shall follow their own business agendas set by their Vice Presidents.

Each Council shall consist of voting members engaged in the manufacture of products or delivery of services related to the market or product segment addressed by the Council.

Councils shall form committees and task groups. The makeup of the committees and task groups within a Council shall be determined by the Council in accordance with the membership categories and voting requirements in Article V. A quorum for any committee or task group of a Council at a duly-noticed meeting shall be at least three voting members.

## **VII. REGIONS**

**7.1** The Board of Directors of the Association may organize, approve or issue charters containing rules of operation and government for one or more Regions of the Association covering such geographic area or areas as it may deem necessary and proper.

**7.2** Region activities shall be coordinated by the Board of Directors, through a Regional Board of Directors consisting of at least a Chairman, Vice Chairman and three additional Board Members, the members of which shall be elected by the voting members of the Region. Each Region may undertake programs and take such other action in the interest of its members as shall not be inconsistent with the Association Bylaws, or the rules, regulations and policies established from time to time by the Board of Directors of the Association.

**7.3** No Regional Board of Directors, Officers or Committees thereof shall have any power to act for, represent, or bind in any manner the Association, its Councils, Boards or Committees, unless such act or action proposal or recommendation shall have been reported and ratified or approved by the applicable body within the Association at any regular or special meeting thereof.

**7.4** The Board of Directors of the Association by a two-thirds vote may terminate any Region when such action is deemed in the best interest of the Association.

## **VIII. CONFERENCES AND MEETINGS**

**8.1** Annual Conferences of the Association shall be held in the first calendar quarter of each year for transaction of Association business, or as required by the members. When the notice of such business is given, the place and time of the Annual Conference shall be provided as determined by the Board.

**8.2** Special meetings of the Association shall be held at such times and places as the Board of Directors may direct, or on call of the Chairman or by majority vote of the membership at a meeting of the Association or at the written request of one-third of the Members.

## **IX. FISCAL MATTERS**

**9.1** The fiscal year of the Association shall be the calendar year unless otherwise determined by the Board of Directors.

**9.2** Annual Corporate Membership dues shall be due and payable on or before January 1 of each year unless the member has in writing elected to pay such annual dues quarterly or semi-annually. The quarterly payment shall be due and payable on or before the first day of each quarter commencing with January 1. The semi-annual payment shall be due and payable on or before January 1 and July 1. New members shall pay dues pro-rated from the month of receipt of membership application to the end of the fiscal year of application. Annual Individual Membership dues shall be due and payable on or before July 1 of each year.

**9.3** Special assessments may be levied against members only by a two-thirds majority vote of the Board.

**9.4** In the event of dissolution of the Association, any assets remaining after payment of its obligations has been made or provided for shall be distributed as determined by the Board of Directors in accordance with applicable law.

## **X. TERMINATION OF MEMBERSHIP**

**10.1** Membership in the Association may be suspended or terminated for cause as assessed by the Board of Directors provided that a statement of the charges has been sent to the member to the last recorded address of the member at least thirty days before final action is to be taken. Sufficient grounds for cause to suspend or terminate membership include, but are not limited to, a violation of the Bylaws or any rule or practice duly adopted by the Association, or any other conduct prejudicial to the interests of the Association. The statement of charges shall be accompanied by a notice of the time and place of the Board of Directors meeting, in person or by telephone, at which the charges shall be considered, and the member shall have the opportunity to participate and be represented by counsel in person or by telephone in order to present any defense to such charges before final action is taken by the Board of Directors.

**10.2** The Executive Director shall from time to time identify those members who are in default for non-payment of dues and assessments. The Executive Director may suspend or terminate the membership in the Association for non-payment of dues, initiation fee, or assessments.

**10.3** Any member may resign by written notice to the Association, provided that all dues, assessments, or other indebtedness due the Association as of the date of the resignation notice shall have been fully discharged.

**10.4** Any member who shall resign or whose membership in the Association shall have been terminated for any reason shall relinquish and forfeit all interest in any funds or other property belonging to the Association.

## **XI. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Association shall indemnify and hold harmless each person who is now or shall hereafter serve as a Director or Officer of the Association, or any of its Councils from and against any and all claims and liability, whether the same are settled or proceed to judgement, to which such person shall have become subject by reason of having theretofore or hereafter been a Director or Officer of the Association or of its sections, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by such person as such Director or Officer, and shall reimburse each such person for all legal and other expenses (including the cost of settlement) reasonably incurred in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability, or threat or prospect thereof, based upon or arising out of such person's own willful misconduct in the performance of duties as such Director or Officer. The determination of all questions as to the existence of willful misconduct, and as to the right to indemnity and reimbursement hereunder and the reasonableness of such costs and expenses may be made, and shall be final and conclusive if made by the Board of Directors of the Association acting at a meeting at which a quorum is unaffected by self-interest notwithstanding that other members of the quorum present but not voting may be so affected. The rights accruing to any person under the provisions of this paragraph shall not include any other right to which such person may be lawfully entitled, nor shall anything herein contained restrict the right of the Association to indemnify or reimburse such person in any case even though not specifically herein provided for.

The rights accruing to any person hereunder shall be contingent on delivery of written notice to the Association of any claim which may give rise to indemnification hereunder within ten days of the date on which such person first received notice of such claim.

## **XII. RULES AND REGULATIONS**

The Board of Directors may adopt or amend rules and regulations to carry these Bylaws into effect and to provide for the executive management of the Association, provided that the same shall not be inconsistent with the provisions and requirements of these Bylaws.

## **XIII. AMENDMENTS**

These Bylaws may be amended at any meeting of the members of the Association held in accordance with these Bylaws by a majority vote of the voting members present and voting provided that a quorum is present. In addition, a Bylaws amendment may be affirmed by electronic ballot by a majority of voting members who cast ballots, provided that a quorum of voting members cast ballots.

## **XIV. USE OF ELECTRONIC COMMUNICATION**

Unless otherwise prohibited by law, any action to be taken or notice delivered under these Bylaws may be taken, transmitted or received by electronic mail or other electronic means.



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