

Constitution and By-Laws of the Chicago Rubber Group, Inc.

Formed on October 18, 1928.

Incorporated, January 11, 1952

Revised May, 1999; January, 2005 and October 2012

ARTICLE I

Title

Section 1.1: The name of the organization shall be The Chicago Rubber Group, Inc., a not for profit Illinois corporation. The Chicago Rubber Group, Inc. is a Subdivision of the Rubber Division, American Chemical Society, and shall operate in conformity with its' bylaws, with such affiliation to consist of mutual cooperation to promote the objects set forth below.

Object

Section 2.1: To provide a means of disseminating technical information; encouraging educational opportunities among persons engaged or interested in the rubber industry; promoting good will among its membership through social interaction; and to strengthen the technical relationship of its membership through cooperation with the Rubber Division, American Chemical Society.

Headquarters

Section 3.1: The headquarters of the Corporation shall be located in the State of Illinois, at the principal address of the Registered Agent of the Corporation, as set forth below in Article I, Section 4.1.

Registered Agent and Duties

Section 4.1: Under the Illinois Not for Profit Corporation Act, the Corporation shall maintain a Registered Agent, and the Registered Office and Headquarters of the Corporation shall be in the principle address designated by the Registered Agent, as filed annually with the Secretary of State of Illinois. The office of the Registered Agent shall be permanent in character, and the Registered Agent of the Corporation shall be a member in good standing, of excellent moral character, and that person shall have served at least one full term of office as a duly elected officer or director of the Corporation.

The Registered Agent shall maintain the Corporate Seal and provide the seal to the other officers of the Corporation as required in resolution of business matters pertaining to the Corporation. The Registered Agent shall arrange for, and file the annual report required by the Secretary of State of Illinois as required under the General Not for Profit Corporation Act, and shall inform the appropriate officer of the Corporation and arrange for resolution of any other matters that may pertain to the Corporation's business as brought to his or her attention by officials of the State of Illinois, or by officers of the Corporation. If, for any reason the duly appointed Registered Agent becomes ineligible or unable to serve in his or her office, the President shall appoint a new Registered Agent, subject to the approval of the Board of Directors at the next regularly scheduled Board meeting,

or by written mail confirmation poll and vote of the Board of Directors.

ARTICLE II

Membership

Section 1.1: Any person actively engaged in the rubber (or allied) industry is eligible for membership. Membership shall become effective upon acceptance by the Secretary, accompanied by tender of dues as set by the Corporation.

Honorary Membership

Section 2.1: Persons who have been affiliated with the rubber (or allied) industry and who have made noteworthy contribution to its progress, and who are in agreement with the objects of the group may have Honorary Membership conferred upon by approval of the Board of Directors. The manner of conferring Honorary Membership shall be as follows: Any member of the Corporation in good standing shall submit in writing to the Secretary, the name and particulars of the person for whom Honorary Membership is to be considered and state the reason there for. The Secretary shall submit the documents to the President for presentation and consideration at the next regularly scheduled Board meeting or by written mail confirmation poll and vote by the Board of Directors. The candidate shall stand elected as an Honorary member unless two or more secret negative votes are cast, and if elected the Secretary shall notify the member so elected in writing, and arrange to enter the person's name on the corporate membership records.

Honorary Retirees

Section 3.1: Regular members of The Chicago Rubber Group who retire from active employment and service in the rubber industry may have Honorary Membership status conferred subject to the approval of the Board of Directors, and subject to the following conditions: Members seeking Honorary Retired status shall have been regular members in good standing of the Chicago Rubber Group for a minimum period of 5 continuous years prior to retirement. The employer or firm from which the member retires shall have been recognized as actively engaged in the rubber (or allied) industry.

Section 3.2: Members seeking Honorary Retired status shall submit a request for such status in writing to the Secretary, or the request may be made on behalf of the retiree by another member. The request shall include the actual or anticipated date, of retirement, as well as Rubber Industry employment and Chicago Rubber Group membership history. The Secretary shall determine eligibility and if met shall notify the member so qualified in writing and arrange for entry into the corporate records.

Section 3.3: Honorary and Honorary Retired members shall have all the privileges accorded regular members without liability for annual dues as set by the Corporation.

Section 3.4: Honorary and Honorary Retired members shall have the obligation of communicating their intent to continue (or discontinue) membership in the

Chicago Rubber Group by notifying the Membership chair of the Corporation once per calendar year. In the event that notification is not received by the Membership chair, it shall be assumed that the honorary member wishes to discontinue membership and their name shall be removed from the corporate mailing list and other records as required.

Life Membership

Section 4.1: Past Presidents of the Chicago Rubber Group who have maintained active membership in the Group for one (1) year following their term in office, shall be eligible for a life membership conferred upon them upon the approval by the Board of Directors.

Section 4.2: The name of the Past President, one (1) year removed, shall be presented to the Board of Directors by the duly elected President then in office at the first regularly scheduled Directors' meeting of the fiscal year. If in the opinion of the Board of Directors the candidate merits Life Membership, it shall be so voted. Life Membership shall be conferred in the form of a permanent Membership card, and it shall be presented at a regularly scheduled group meeting date to be determined by the Board of Directors. A Life membership shall convey full membership privileges without liability for dues.

Annual Dues

Section 5.1: The rate of the annual dues shall be set by the majority vote of the Board of Directors, and shall be set at an amount necessary to cover the costs of operation of this Corporation. Dues shall be payable in December and are non refundable. The fiscal year of the Corporation shall be defined as January 1 through December 31.

Section 5.2: Any member, who has not paid current year's dues shall be dropped from membership of this Corporation, and removed from membership mailing lists as directed by the Board. At any time, the Board of Directors may declare forfeited any membership for good and sufficient reasons.

ARTICLE III

Officers

Section 1.1: The Officers of this Corporation shall be President, Vice-President, Treasurer, Secretary and Past President who shall be duly elected and whose term of office shall not exceed one year unless an exception is approved by the Board. Each year, each office is to be alternated, if possible, between a supplier and a manufacturer in rubber or allied industries. Also all officers mentioned in this paragraph must be members or affiliates of the Rubber Division of the American Chemical Society.

Honorary Officers

Section 2.1: Other offices of honorary character may be conferred upon any member by unanimous vote of the Board of Directors.

Nominations

Section 3.1: At the Golf Outing of The Group, the Nominating Committee shall propose the slate of candidates, upon which they have agreed, to the membership attending. There will be a minimum of one (1) candidate for Secretary. The Vice President will be nominated for President; the Treasurer will be nominated for Vice President; the Secretary will be nominated for Treasurer, all of which will be unopposed. Should any candidate nominated for President, Vice President, or Secretary decline to accept or become ineligible, then two alternate candidates for that position shall be selected and nominated.

Section 3.2: There shall also be Manufacturer Director and Supplier Director position nominations to fulfill the Board quota of two (2) Manufacturer Directors and two (2) Supplier Directors each serving a three year term on the Board of Directors. The Nominating Committee is charged with the responsibility of determining candidate eligibility as defined in Article II. Any member shall have the privilege of making further nominations from the floor, at the meeting during which nominations are made, for all offices except that of President. Such nominations must be confirmed by a majority vote of those present when the nomination is made. If for any reason, any of the nominated candidates shall become ineligible to serve before the election, then the Nominating Committee shall reconvene and re-present a new slate.

Elections

Section 4.1: The Nominating Committee shall notify the Secretary to conduct the annual election by mail, and shall provide the approved slate to that officer. Each member will mark the official ballot indicating his or her choice and return it, by mail, this official ballot to the chair of the Election Committee. Those having a plurality in each group, as determined by the count of the Election Committee, will be announced as the successful candidates at the September Technical Meeting, and be inducted into office at the first regularly scheduled Board of Directors meeting of the following fiscal year.

Section 4.2: If the vote is tied for two or more candidates for office, the Board of Directors is empowered to determine a winner by a majority vote for one of the candidates.

Section 4.3: In this Constitution and By-Laws "Mail" shall mean the US Postal Service or electronic mail services.

President and Duties

Section 5.1: The President shall preside at all meetings of this Corporation, and at the meetings of the Board of Directors. The President shall approve, and shall grant authority as required by the Treasurer for payment of all expense bills of the Corporation. The President shall be responsible for the maintenance, engraving, preparation and supply of Life Membership Plaques as defined in Article II, Section 4.2, and shall confer Life Memberships so voted. The President shall be available for attendance at regularly scheduled operating committee meetings at the request of the respective committee chair as and if required, and shall otherwise insure that the business affairs of the Corporation are conducted in accordance with the Constitution and By-Laws set forth herein. The President

shall have the authority, subject to the approval of the Board of Directors, to fill any interim vacancy that may occur in any office, including the Board of Directors. The President shall have the sole privilege of selecting the chairs of all operating committees.

Vice-President and Duties

Section 6.1: The Vice-President shall assume the duties of the President in the absence of that officer. The Vice-President shall have the sole privilege of selecting the assistant chairpersons of all operating committees, and prior to assuming Office, the Vice-President Elect in any calendar year may select and appoint a Technical Meeting chair and any additional Program Committee member deemed necessary to act in concert with the Vice-President, who shall have sole responsibility for final selection and approval of Technical Meeting speakers, and special Technical Meeting events during his or her term of office. The Vice-President shall be responsible for the conduct of the affairs of the Program Committee, including speaker arrangements, housing, hospitality, etc. as required. The Vice-President shall have the responsibility of printing items necessary to the operation of The Group.

Treasurer and Duties

Section 7.1: The Treasurer shall be responsible for collection of all dues tendered to the Corporation, including annual membership dues, meeting charges, ticket fees, and other income from operations of the Group. The Treasurer shall make disbursements to cover expenses of the Corporation, subject to approval by, or under authority granted by the President, (Article III, Section 5.1). The Treasurer shall maintain the income and expense ledger record books of the Corporation by category of operation, such ledger books to be available for audit and review by duly authorized Officers of the Corporation and/or such legal authority as may be required by law.

Section 7.2: The Treasurer shall prepare a report covering the operating income and expenses and status of the treasury of the Corporation for presentation at each meeting of the Board of Directors. The chair of all operating committees shall be responsible for providing to the Treasurer, as soon as practical, all income and expense bills connected with their function, to permit timely preparation of the Treasurer's Report.

Section 7.3: The Treasurer shall submit an annual report and expense ledger records to the Auditing Committee by January 15 of the year following the Treasurer's term of office. The Treasurer will provide the Auditing Committee's report along with an annual report to the Board of Directors at the Board's first meeting of the year.

Secretary and Duties

Section 8.1: The Secretary shall maintain such books, records, files and properties of the Corporation as are necessary to insure proper conduct of the

other Officers. The Secretary shall attend all regularly scheduled Board of Directors meetings, and shall record and issue the minutes of all Directors meetings as soon thereafter as practical, to all Officers and Directors.

Section 8.2: The Secretary shall coordinate with the Membership Chair, who will be responsible for the conduct and accuracy of the Corporate Membership mailing service and mailing lists, including Regular, Life, Honorary, and Donor classifications, and shall record all requests with the mailing service for address changes, etc., and correspond with the membership as required. The Secretary shall ascertain that duplicate mailing list records are maintained.

Section 8.3: Upon completion of any annual meeting event scheduled by the Corporation for which donations have been solicited, the chair of the operating committee handling that event shall provide the Donors' list utilized to the Secretary and Membership Chair.

Section 8.4: The Secretary, through the Membership Chair, shall be responsible for the mailings to the Membership such announcements as are necessary to the operation of the Corporation, including annual election balloting (except those that are specific responsibilities of other operating committees); and the Secretary shall be furnished with a file copy of all correspondence pertaining to the activities of the Group written by any other office. In concert with the Registered Agent, (See Article I, Section 4.1) the secretary shall assist in filing annual reports required by the State of Illinois, or such other reports as may be required by law.

Section 8.5: Per Article II, Section 5.2 the Secretary, through the membership chair, shall be responsible for the invoicing of annual dues, and shall enter dates of membership on the master files. The Secretary shall be responsible for canceling memberships pursuant to Article II, Section 5.2.

ARTICLE IV

Board of Directors

Section 1.1: The Board of Directors of this corporation shall be composed of the President, Vice President, Treasurer, Secretary, Immediate Past President, Area Director, and four (4) additional members elected by the membership of the Corporation.

Section 1.2: The four (4) elected members of the Board shall serve for a period of three (3) years: two (2) shall be elected from suppliers, and two (2) from manufacturers in the rubber (or allied industry). In addition, the duly appointed or elected member who serves as representative to the Rubber Division, American Chemical Society, i.e., Area Director, or his or her alternate should the person be ineligible or unavailable, shall also be a voting member of the Board of Directors.

Section 1.3: The Board of Directors shall receive for consideration and action, all reports, resolutions, and communication presented by Officers and/or chairs of the operating committees, and shall consider any business pertinent to the welfare and conduct of the Corporation. The Board of Directors shall have the power to authorize the Treasurer to open bank accounts, to buy, sell, convert, or

exchange securities and properties of the Corporation. It shall direct the management and conduct of the Group subject to the By-Laws set forth here in.

Board of Directors Meetings

Section 2.1: The Board of Directors shall be convened at the discretion of the President, and shall meet at least twice annually. The first Board Meeting of any fiscal year shall be held prior to the first Technical Meeting date scheduled if possible and practical. Additional Board of Directors' meetings may be convened at the discretion of the President for good and sufficient cause, and the President shall also have the authority to poll the voting members of the Officers and Directors by mail (See Article III, Section 4.3) on questions that may arise during the calendar year, and shall act on the question as voted by return mail ballot.

Section 2.2: The Board of Directors shall be given due notice of meetings at least ten (10) days before the date selected by the President, and if voting on a question is solicited by mail, adequate time shall be given for discussion and interaction by the voting members prior to the date that action may be required.

Section 2.3: If for any reason, the duly elected President or President Elect become ineligible or unavailable to serve, (or serve out) his or her term of office the Board of Directors shall be convened by the Vice-President, and the Board shall name a new President. If the appointment of the new President causes a vacancy in a lower office, the Board shall appoint a replacement so all offices are filled.

Quorum -Board of Directors

Section 3.1: Fifty-one percent of the membership of the Board of Directors shall constitute a quorum at regularly scheduled Board of Directors Meetings.

Questions may be submitted to and voted on by the Board of Directors by mail, fax or electronic mail as defined in Article IX, Section 1.2.

Section 3.2: The terms of office of the elected members of the Board of Directors, (exclusive of the office of President, Vice President, Secretary, Treasurer and Area Director –see Article III, Par.3.1) shall be so staggered (unless there is a vacancy) that one (1) supplier and one (1) manufacturer are retired each year. Each year the Nominating Committee shall submit with its general ballot two (2) manufacturers and two (2) suppliers as candidates for the Board. Further, nominations may be made and the names of any persons so nominated shall be included on the ballot under proper classification of supplier or manufacturer. The member (supplier) and member (manufacturer) receiving the majority in the mail election balloting shall be declared elected for a three (3) year term.

ARTICLE V

Area Director from the Rubber Division, American Chemical Society

Section 1.1: The President, with the aid of the incumbent Area Director shall appoint three (3) Rubber Division Members from the Chicago Rubber Group to serve, with the incumbent Area Director, as a committee to nominate candidates for Rubber Division Area Director. The Area Director shall be a member of the

Chicago Rubber Group, the Rubber Division, A.C.S. and the American Chemical Society.

ARTICLE VI

Operating Committees

Greeting Committee

Section 1.1: This committee shall consist of the Treasurer and Secretary. The President shall have the authority to request the assistance of other members in good standing or to appoint a replacement should either of the above become unavailable for any reason. The functions of the committee shall be to greet members and their guests at regularly scheduled Technical Meetings of the Group, and to assist the Treasurer in the sale of dinner tickets, providing name badges, collection of donations, etc.

Nominating Committee

Section 2.1: The chair of this committee shall be the immediate Past President of the Corporation, and shall have the authority to select and appoint additional members of the Group in good standing to serve, (up to four (4) in number), as and is deemed necessary. The Nominating Committee shall function as outlined in Article III, Sections 3.3 & 3.4 and shall provide the nominating slate to the Secretary for proper mail balloting to the membership.

Election Committee

Section 3.1: Each calendar year, the chair of the Election Committee shall be the immediate Past President of the Group. The chair of the Election Committee shall select and appoint two (2) additional members in good standing, one a supplier and one manufacturer, of excellent moral character, to serve with the chair as the Election Committee, subject to the approval of the President and Vice-President. The chair shall receive the ballots at election time and the committee in concert shall process the election results and provide a complete written report of the tally results to the Officers and Board of Directors. The chair of the Nominating/Election Committee shall announce the results of the election to the membership (See Article 111, Section 4.1), based on pluralities from their tallies.

Publicity Committee

Section 4.1: This committee shall be chaired by the Secretary, and the Secretary shall have the authority to select and appoint such other members as deemed necessary to assist. This committee shall prepare and issue all news releases of Group activities, election results, meeting details and sites, etc. to trade journals, magazines and newspapers.

Auditing Committee

Section 5.7: This committee shall audit the Treasury books and ledger records of

the Corporation at the end of each fiscal year, and at other times as may be required by law, or upon request of the Board of Directors. This committee shall consist of the duly elected President and President Elect in any calendar year or such alternate members in good standing and excellent moral character as may be appointed by the President and President Elect if those Officers are unavailable.

Special Activities Committee

Section 6.1: To farther the objects of the Corporation, other committees shall be formed, subject to the approval of the Board of Directors, that are deemed necessary to carry on the authorized special activities of the Group, such as Golf Outing Committees etc. Chairs and assistant-chairs of such committees shall be selected and approved by the appropriate Officer as defined in Article III, Sections 5.1 and 6.1, and elected by the Board of Directors.

Educational Committee

Section 7.1: Pursuant to Article I, Section 2.1, and to further the objects of the Corporation, an Educational Committee consisting of a chair, appointed for a four (4) year term and eligible for reappointment, the appointment being made by the President and approved by the Officers as defined in Article III, Section 5.1. A minimum of three (3) additional members shall be appointed by the committee chair.

Section 7.2: The purpose, manner of operations and objectives of this committee shall be as follows: To provide an educational program designed to instill interest in and farther the knowledge of interested persons in the arts of rubber (elastomers) technology. To establish and maintain a program of annual scholarship awards to qualified and deserving high school students, such awards to be subject to rules, and regulations and qualification acceptance criteria established by the Educational Committee. In addition, a scholarship shall be awarded to one member of the rubber industry for the purpose of enhancing their knowledge of the industry and improve their job skills.

Section 7.3: The chair of the Educational Committee (or such member of this committee as his or her representative) shall attend all regularly scheduled Board of Directors meetings and shall provide a report on status of all Educational Programs then in progress.

Section 7.4: The Board of Directors must approve all proposed expenditure of the Education Committee.

ARTICLE VII

Indemnification

Section 1.1: Each current or former officer, director, committee, agent, employee, or volunteer of the Group and any person who is serving or has served in any capacity at the request of the Group shall be indemnified by the Chicago Rubber Group, Incorporated under standards set forth by and to the full extent allowable by applicable law. As used herein, the terms officer, director, committee member,

employee or volunteer shall include their respective heirs and personal representatives. The foregoing right of indemnification shall be in addition to any other right to which any person seeking indemnification may be or become entitled by law, vote of Members of the Group or otherwise.

ARTICLE VIII

Meetings

Section 1.1: A minimum of two (2) technical meetings of the membership of the Corporation shall be held during the fiscal year, at dates and locations to be determined by the President and Board of Directors. Additional meetings may be convened at the direction of the President.

ARTICLE IX

Quorum

Section 1.1: A total attendance of twenty (20) current members at any general meeting called for the purpose of conducting the business of this Corporation shall constitute a quorum.

Section 1.2: Any item requiring the approval of a group of members, either the Board of Directors, any standing committee, or the entire membership, may be balloted by mail. The entire group involved in the balloting on such item must be sent a ballot, along with any necessary information on the item in question to allow an informed decision. The group then must have 30 days from the date on the mailed cover letter to return their ballot. Returns may be received by mail, electronic mail or FAX. A quorum for a mailed ballot will be the total number of ballots returned. Unless otherwise stated in the cover letter or ballot, a plurality of the votes on the ballots returned will decide the issue.

ARTICLE X

Rules

Section 1.1:Parliamentary:The proceedings at all meetings of the membership of this Corporation and its Board of Directors shall be in conformity with the parliamentary rules as indicated in Robert's Rules of Order.

ARTICLE XI

Code of Ethics

Section 1.1: We, as members of the Chicago Rubber Group, Inc., recognize our responsibilities and obligations to promote the public welfare and to maintain honorable, fair, and friendly relations among people.

ARTICLE XII

Dissolution

Section 1.1: In the event that the Chicago Rubber Group is determined to no longer be useful to the rubber industry in the area served, it may be dissolved at any time. Dissolution may be accomplished by a two thirds (2/3) vote, conducted as specified in Section 1.2 below. The ballot will be sent to every name on the current membership list and must state two thirds (2/3) of the ballots cast are required for dissolution.

Section 1.2: Upon dissolution of The Group, and discharge of its debts and settlement of its affairs, any funds and property of The Group remaining thereafter shall be used for the advancement of rubber chemistry so long as any receiving organization as selected by the governing body of The Group at the time of dissolution is exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended or under such successor provisions of the Code as may be in effect at the time of The Group's dissolution. In the event that such use of the remaining funds is not practicable or unexpended funds remain, such funds shall be forwarded to the Rubber Division, American Chemical Society for the general purposes of the Division.

ARTICLE XIII

Amendments

Section 1.1: These By-Laws may be amended at any regular meeting of the Corporation or by mail vote. Two thirds (2/3) of the votes cast are necessary for passage.

Section 1.2: These By-Laws, or any part thereof, may be suspended for a definite purpose by unanimous vote of the members of the Corporation.