



Association for Materials Protection & Performance

**BYLAWS
of
AMPP GLOBAL CENTER, INC.**

**As of January 1, 2021
Updated: March 5, 2022**

**ARTICLE I
Name, Registered Agent, and Offices**

Section 1.01. Name. The name of the corporation is AMPP Global Center, Inc. (the “**Center**”).

Section 1.02. Registered Agent and Offices. The Center shall maintain in the District of Columbia a registered agent. The Center may have offices within or without the District of Columbia as the Board of Directors of the Center (the “**Board**”) may designate or as the business of the Center may require from time to time.

Section 1.03. History. The Center was formed through a combination of SSPC: The Society for Protective Coatings and NACE International. That combination was effectuated by a Definitive Combination Agreement, effective as of June 19, 2020 (the “**Combination Agreement**”), which provided for the organization of the Center as a nonprofit corporation under the District of Columbia Nonprofit Corporation Act of 2010, as amended from time to time (the “**Act**”). The Center’s initial board of directors (the “**Initial Board**”), officers, and members of the Nominating Committee shall be identified pursuant to the Combination Agreement. The terms of such initial directors, officers, and members of the Nominating Committee will all begin on January 1, 2021 and will end on such dates as determined pursuant to the Combination Agreement. The number, election, composition, term, and term limits of the Board, officers, and members of the Nominating Committee subsequent to such initial members shall be as provided in these Bylaws.

**ARTICLE II
Purposes**

The Center is organized for the purposes as set forth in the Center’s Articles of Incorporation (the “**Articles**”).

**ARTICLE III
Member**

Section 3.01. Member. Association for Materials Protection and Performance, Inc., a District of Columbia nonprofit corporation, shall be the Center’s sole voting member (the “**Member**”). The Member shall have the right to exercise all powers designated for “members” under the Act and the powers enumerated in the Articles and these Bylaws.

Section 3.02. Action by the Member. The act of the board of directors of the Member shall be deemed the action of the Member, except as otherwise provided in these bylaws.

Section 3.03. Member Meetings. An annual meeting of the Member shall be held at such time and at such place as the Member may determine. A special meeting of the Member, including a special meeting in lieu of an annual meeting, may be called by the Member or the Chair. The date, time and place of any such special meeting of the Member shall be set by the Chair within two calendar weeks of receiving such request.

Section 3.04. Notice. Notice of any meeting of the Member shall be given to the Secretary of the Member by mail, overnight courier, telecopier, electronic mail, or other mode of written transmittal, or through oral communication, not less than seven days before the date set for such a meeting, and must include the time, date, and place of such meeting.

ARTICLE IV Board of Directors

Section 4.01. General Powers. The affairs of the Center shall be managed by its Board, except such powers reserved to the Member as provided in the Act, the Articles, or these Bylaws.

Section 4.02. Composition. Other than the Initial Board, the Board shall be a competency and constituency-based Board comprised of no fewer than three and no more than 23 voting and nonvoting directors, including the Chair, Vice Chair, and Immediate Past Chair. The Vice Chair of the Member shall serve as an *ex officio* voting director. The Secretary and Treasurer shall serve as nonvoting directors.

Section 4.03. Nomination and Election. The Nominating Committee shall propose a slate of candidates for vacant elected director positions other than the Vice Chair to the Member. The membership of the Member shall elect the directors other than the Vice Chair from such slate. The Nominating Committee shall propose candidate(s) for Vice Chair to the Board, who shall elect the Vice Chair from the slate. The slate shall be developed in accordance with the competency and constituency model that the Nominating Committee and the Board shall use to identify valuable and necessary traits for the Center's directors to possess to advance the purposes of the Center. The Chair may also appoint up to two members to serve as nonvoting directors (the "**Appointed Directors**"), subject to the approval of the Board.

Section 4.04. Director and Officer Terms. Other than the Initial Board, each elected director shall serve a term of three years, except for officer positions. The term shall commence on July 1st of the year following the director's election and expire on June 30th of the third calendar year after the election of the director; provided, however, that a director shall serve until his or her successor has been duly elected and

qualified. Based on the terms set for the Initial Board (which may be shorter or longer than three years), the Board and the Nominating Committee, through the nomination process, shall attempt to stagger the terms such that approximately one-third of the positions (together with any vacancies) shall be filled each year. Each director may serve up to two consecutive terms, provided that any individual who during his or her service as a director serves in the offices of Chair, Vice Chair, and Immediate Past Chair shall remain a director until the completion of his or her term as Immediate Past Chair, if such service causes the director to serve more than two consecutive terms. An elected director who does not complete a term as director prior to his or her election as Vice Chair shall be required to roll off the Board after completing his or her term as Immediate Past Chair for three years prior to being eligible to be reelected as a director. The Vice Chair, Chair, and Immediate Past Chair each shall hold office for a one-year term, with individuals elected to the position of Vice Chair automatically succeeding to the position of Chair after the completion of his or her term as Vice Chair, then Immediate Past Chair. Directors may be re-elected for additional terms after three years have elapsed since the expiration of their last term. Appointed Directors shall serve a term as designated by the Chair of up to one calendar year.

Section 4.05. Removal or Resignation of Directors. Any elected or appointed director may be removed, with or without cause, by the affirmative vote of 2/3 of the remaining directors then in office or the affirmative vote of 2/3 of the board of directors of the Member. Prior to a director's removal, a Board meeting shall be called specifically for the purpose of discussing the proposed removal of such director, and such director shall be given reasonable notice thereof and an opportunity to respond to the alleged reasons for proposed removal, if any. An individual who is removed as a director pursuant to this section shall also be deemed to be removed from any office held at such time of removal. Any director may resign at any time upon written notice to the Center, and such resignation shall take effect upon receipt thereof by the Chair or Secretary, unless otherwise specified in the resignation.

Section 4.06. Vacancies. In the event of a vacancy occurring in the Board, or any directorship to be filled by reason of an increase in the number of directors, the Nominating Committee shall propose candidate(s) for such vacancy and the Board may vote to fill such vacancy based on such candidates for the unexpired portion of the term. In the event the Vice Chair position becomes vacant, the Board may fill the vacancy for the unexpired portion of the term at any Board meeting, taking into account the demographics of the Board and input from existing members of the Board and the Nominating Committee. In the event the Chair position becomes vacant, the Vice Chair shall serve as Chair for the remainder of the unexpired term and shall continue serving as Chair until his or her successor is elected and qualified. In the event the Immediate Past Chair position becomes vacant, such office shall remain vacant until such time as the current Chair succeeds to such office.

Section 4.07. Board Meetings. The Board shall hold an annual meeting at a time and place determined by the Board for the purpose of electing the Vice Chair and transacting such business as may properly come before the meeting. The Board may also

hold other regular Board meetings at such times and places as may be determined by the Board. Special meetings of the Board may be called by or at the request of the Chair or a majority of the Board and shall be held at such time and place as set by the Chair. If such a meeting is not called by the Chair within two calendar weeks of such request, then such persons who duly called such meeting shall set the time and place of such meeting.

Section 4.08. Notice. Notice of the place, if any, date, and time of each regular meeting of the Board shall be given to each director by mail, overnight courier, telecopier, electronic mail, other mode of written communication or over the telephone not less than thirty days before the time set for such a meeting. Notice of the place, if any, date, time, and purpose of each special meeting of the Board shall be given to each director by mail at least two days before the special meeting, or by telephone or electronic transmission (including e-mail) or delivery in person not later than the day before the day of the meeting. Notice shall be deemed effective when given in person or by telephone, upon deposit in the mail addressed to such director at such director's physical address or when emailed to the e-mail address, as such address appears on the records of the Center, or by other means of electronic transmission.

A director may waive notice before or after a meeting. Attendance at a meeting in person shall constitute a waiver of notice of such meeting, except where the director attends such meeting for the express purpose of objecting, at the commencement of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 4.09. Quorum and Manner of Acting. A majority of the voting directors in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the voting directors are present at said meeting, a majority of the voting directors present may adjourn the meeting from time to time without further notice. The act of a majority of the voting directors present at a meeting at which a quorum is present shall be the act of the Board. Directors shall not be permitted to vote by proxy.

Section 4.10. Remote Participation. Any person participating in a meeting of the Board may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting. Notwithstanding the foregoing, the Board may limit remote participation in Board meetings in its reasonable discretion.

Section 4.11. Action by Unanimous Written Consent. Board action may be taken without a meeting if all the voting directors consent thereto in writing (including by electronic transmission).

Section 4.12. Parliamentary Procedure. The Board may adopt *Robert's Rules of Order* or any other guidance on parliamentary procedures in conducting

meetings of the Board, to the extent that such parliamentary procedures are consistent with these Bylaws, Articles, and the Act.

Section 4.13. Compensation. Directors and officers shall not receive any compensation for their services as such; provided, however, that officers and directors are not precluded from serving the Center in any other capacity and receiving reasonable compensation for such service.

ARTICLE V

Officers

Section 5.01. Officers. The officers of the Center shall be the Chair, Vice Chair, Immediate Past Chair, Secretary, and Treasurer, each to have such duties and authority as may be specified in these Bylaws or as shall be prescribed by the Board. The offices of Chair and Treasurer may not be held by the same person, the offices of Chair and Secretary may not be held by the same person, and the offices of Chair, Vice Chair, and Immediate Past Chair may not be held by the same person; otherwise, the same individual may simultaneously hold more than one office. The election, term, removal or resignation, and vacancies of such officers shall be as set forth in Article IV.

Section 5.02. Chair. The Chair shall preside at all meetings of the Board and the Executive Committee and shall perform such other duties and have such other powers as the Board may from time to time determine. The Chair shall confer regularly with the Chief Executive Officer of the Center regarding the management of the Center's affairs.

Section 5.03. Vice Chair. The Vice Chair shall perform the duties of the Chair in the absence of the Chair or in the event of the Chair's resignation, death, incapacity or removal, and shall have all of the powers of and be subject to all restrictions upon the Chair. The Vice Chair shall perform such other duties and have such other powers as the Board may from time to time determine.

Section 5.04. Immediate Past Chair. The Immediate Past Chair shall perform such other duties as may be prescribed by the Board from time to time.

Section 5.05. Secretary. The Chief Executive Officer of the Center shall serve as the Secretary of the Board. The Secretary shall record or cause to be recorded the minutes of all meetings of the Board; maintain such minutes in the Center's permanent records as required under the Act; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records; and in general perform all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or by the Board.

Section 5.06. Treasurer. The Chief Financial Officer of the Center shall serve as the Treasurer of the Board. The Treasurer shall be responsible for all funds and securities of the Center. The Treasurer shall serve as a nonvoting member of the Finance and Audit

Committee, but may not chair the Finance and Audit Committee. The Treasurer shall keep or cause to be kept complete and accurate financial records of the Center and in general shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board.

Section 5.07. Executive Director. The AMPP Global Center Executive Director shall serve as a nonvoting ex-officio member of the AMPP Global Center Board of Directors.

ARTICLE VI Committees

Section 6.01. Board Committees. The Board may, by resolution adopted by a majority of all the directors then in office, create one or more committees, each consisting solely of one or more directors, to serve at the discretion of the Board (each a **“Board Committee”**). Appointment of directors to such committees shall be made by a majority vote of the directors then in office. Board Committees shall have and exercise the authority of the Board in the management of the Center, to the extent provided in the respective Board Resolution. Notwithstanding the foregoing, a Board Committee may not (i) authorize distributions; (ii) approve or propose to the Member action required to be approved by the Member; (iii) fill vacancies on the Board or any Board Committee; or (iv) adopt, amend, or repeal these Bylaws. The designation and delegation of authority to a Board Committee shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon them by law.

- (a) **Executive Committee.** The Executive Committee shall be a Board Committee and shall have such powers and duties as may be delegated to it by the Board, subject to the limitations set forth in the Act, and unless otherwise determined by the Board, may exercise the authority of the Board between meetings of the Board. The voting members of the Executive Committee shall consist of the Chair, Vice Chair, the Immediate Past Chair of the Center, and the Vice Chair of the Member. The Secretary and Executive Director of the Center shall serve as nonvoting members of the Executive Committee. The Chair shall serve as the Chair of the Executive Committee.

Section 6.02. Joint Committees. The Center and the Member shall have joint committees that advise both the Board and the board of directors of the Member (each, a **“Joint Committee”**). Each Joint Committee shall adopt a charter, which will be effective upon approval by the Board and the board of directors of the Member. Amendments to any such Joint Committee charter will be effective upon approval by the Board and the board of directors of the Member.

Section 6.03. Advisory Councils. The Center and the Member shall have joint advisory councils that provide strategic direction and input to the Center’s and the Member’s programs and activities. Each Advisory Council shall adopt a charter, which will be effective upon approval by the Board and the board of directors of the Member.

Amendments to any such Advisory Council charter will be effective upon approval by the Board and the board of directors of the Member.

Section 6.04. Program Committees. The Board may create other committees not having and exercising the authority of the Board in the management of the Center (each, a “**Program Committee**”). Each Program Committee shall adopt a charter, which will be effective upon approval by the Board. Amendments to any such charter will be effective upon approval by the Board.

Section 6.05. Committee Meetings and Action. Meetings of Board Committees shall conform to the same standards for notice, quorum, voting, manner and method of acting, and other procedures applicable to meetings of the Board as are set forth in Article IV of these Bylaws, except as otherwise provided by committee charter. Meetings of any other committees or advisory councils shall conform to the standards for notice, quorum, voting, and manner and method of acting as may be established by the chair of each such committee or council, with the approval of the such committee or council members, except as otherwise provided by such committee or council charter. Minutes of all meetings of and actions taken by all such committees and councils shall be recorded, submitted by the Chair to the Secretary, and maintained with the records of the Center.

Section 6.06. Term; Removal and Resignation; Vacancies. Each member of a committee shall serve in such position for the term as specified in these Bylaws or pursuant to the committee’s charter, provided that each such member shall serve until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member thereof. Any committee officer or member may be removed from such position at any time by the affirmative vote of a majority of the Board present at a meeting at which a quorum is present, whenever in their judgment the best interests of the Center would be served thereby. Any committee member may resign at any time by giving written notice to the committee chair, the Chair, the Secretary, or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered. Vacancies in the membership of any committee may be filled at any time by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE VII MISCELLANEOUS

Section 7.01. Chief Executive Officer. The Chief Executive Officer of the Member shall serve as the Chief Executive Officer of the Center. The Chief Executive Officer shall have general charge and control of the Center’s business affairs and properties in accordance with the policies and directives approved by the Board. The Chief Executive Officer shall have full authority to employ, supervise, and terminate personnel for the Center. The Chief Executive Officer shall be responsible to the Board and shall perform such additional duties and have such authority and powers as the Board may from time to time prescribe.

Section 7.02. Insurance. The Center shall purchase liability insurance for the indemnity specified in the Articles as determined from time to time by the Board.

ARTICLE IX Amendments

These Bylaws may be altered, amended or repealed, in whole or in part, upon an affirmative vote of 2/3 of the directors then in office, subject to the prior notice described below and approval by 2/3 of the board of directors of the Member, or by 2/3 of the board of directors of the Member acting alone.