

REVISED BY-LAWS OF THE
INTERNATIONAL FIRESTOP COUNSEL, INC.
(Approved October 23, 2014, as amended March 26, 2015)

ARTICLE I

Definitions

- (a) “IFC” or “Corporation” means the International Firestop Council, Inc., a nonprofit membership corporation organized under the Business Organizations Code/ Chapter 4, Nonprofit Corporations Act of 2010 of the District of Columbia “DC Corporations Code,” which is located and doing business in the District of Columbia.
- (b) “Articles” means the Corporation’s Articles of Incorporation, as amended, and filed initially in the District of Columbia (1990).
- (c) “By-laws” means the Corporation’s code of governance rules, other than Articles, as enacted, amended and modified by the Board of Directors or voting members to regulate and govern the Corporation’s affairs.
- (d) “Board of Directors” or “Board” means the governing body of the Corporation and consists of the duly selected Directors. The Board of Directors manages the activities and affairs of the Corporation and possesses all powers to direct the corporate affairs as set forth in the Articles, By-laws and, unless otherwise directed by the Articles or By-laws, as permitted by law.
- (e) “Director” means the person selected by a voting member or group pursuant to the Articles and By-laws to represent such member or group in voting on matters before the Board of Directors. A Director may vote consistent with the views and interest of the selecting member or group and shall always act in good faith in a manner reasonably believed to be in the best interest of the Corporation.
- (f) “Regular meeting of all the members” means the meeting held at least annually as specified in the Bylaws whereby all classes of members may participate in considering and making recommendations to the Board or voting members regarding proposed actions that may be taken by the Corporation.
- (g) “Voting member” means a manufacturer, international association group, Class A-1 inspector group and others entitled under the Articles or By-laws to select a Director(s) (who also serves as its representative at member meetings) and to vote on corporate actions as provided herein. Voting member does not include Class B members except as specifically provided herein. Voting members shall not be liable to the Corporation or other members for acts or omissions to the extent such a limitation of liability is permitted by law.

- (h) “Voting member session” or “executive session” means the session of a meeting of the members whereby voting members consider and vote on corporate actions. The President may close such session to only voting members and invited guests as set forth in the By-laws.
- (i) “Invitee” means a person authorized by the Board or President to attend meetings of the Board or voting members.
- (j) “Class B” or “Associate” member shall be a person or entity, other than a manufacturer, interested in furthering the purposes of IFC as defined by the Articles of Incorporation and approved for membership by the Board. Pursuant to the Articles, such members are non-voting on corporate actions. Such members have all of the rights set forth in the By-laws of Class B members and, except where specifically excluded, are included in the terms “member” and “all member,” but not the term “voting member.
- (k) “President” means the Director selected by the Board pursuant to the By-laws to chair meetings of the Board and to manage and exercise all executive authority regarding the Corporation under supervision of the Board. In an emergency when action by the Board is impractical, the President alone or after consultation with counsel or others may act to protect the best interest of the Corporation, reporting such action to the Board when practical.
- (l) “Vice President” means the Director selected pursuant to the By-laws to act as President whenever the President is not present or able to act.
- (m) “Treasurer” means the Director selected pursuant to the By-laws to manage the books and financial affairs of the Corporation.
- (n) “Secretary” means the person selected by the Board to be in charge of the minutes and records of the Corporation and to authenticate or affirm, as required, corporate actions. The Executive Director or other person selected by the Board may serve as Secretary or carry out the functions of the Secretary.
- (o) “Committee Chairperson” means a chair of a committee. From time to time, the Board may select a person, who need not be a Director, to chair a committee formed to undertake a specific task or to function in an area of concern. Such person shall be in charge of the committee and shall periodically report to the President and Board.
- (p) “Executive Director” means the person or organization retained as an independent contractor by the Board to be in charge of the day-to-day activities of the Corporation and such other matters as the Board or President delegates.
- (q) “Counsel” means antitrust counsel who shall advise the Board on legal matters and attend all Board and voting member meetings.

ARTICLE II.

Offices

The principal office of the Corporation shall be located in the District of Columbia, and its address may be changed from time by the Board of Directors.

ARTICLE II.

Members

Section 1. Qualification and Election of Members. The Corporation shall have two or more classes of members as set forth in its Articles of Incorporation or By-laws. The original members shall be the firms who are represented by one of the directors listed in the Articles of Incorporation. A new member, who is otherwise qualified, shall be elected to membership upon a majority vote of the Board of Directors as a whole including only directors who are not disqualified from voting pursuant to Sections 4 or 5. Each corporate member shall designate a person to serve as its representative for purposes of notice or action by members. An employee or agent of any manufacturer eligible to be a Class A member is not eligible to be a Class B member unless his or her employer or principal is a Class A member. Any Class B member who becomes ineligible to be a member because his or her employer or principal is not a Class A member, or whose Class A membership is terminated, may remain a member until such Class B member's renewal date (anniversary date for payment of annual dues), but after that date such membership shall not be renewed. A list of current members eligible to vote at a meeting of the members shall be maintained and regularly updated on the IFC website.

Section 1A. International Association Member.

(a) An association of manufacturers and other persons located outside the United States may become an International Association Class A member upon the majority vote of the Board of Directors as a whole, including in such vote only eligible members. The dues for a Class A International Association member shall be fixed by the Board by three-fourths (75 percent) vote of the Board as a whole, including only eligible directors, and may differ from the dues paid by other Class A members. The number of directors representing such Association in votes of the Board and members shall be established by three-fourths vote (75 percent) of the Board as a whole, including only eligible directors, and may depend on the amount of annual dues paid. An International Association member is entitled to the same number of votes in actions by voting members as it has members of the Board. Unless the Board determines otherwise by vote of three-fourths (75 percent) of the Board as a whole, an International Association member or director representing such Association shall not count for purposes of establishing a quorum for action by the Board or by the members.

(b) An International Association member shall designate the person(s) who will represent it as Director(s) and shall provide written notice to the Corporation of the person or persons so designated. Such designation is effective on notification. Except as specifically provided in this Section, International Association members and Directors representing such an Association shall be accorded the same rights and have the same obligations as other Class A members and shall be treated as Class A members for purposes of these By-laws.

Section 1A-1. Firestop Inspector Members.

(a) Firestop Inspector members shall be Class A-1 members with the rights set forth herein. All Class A-1 Firestop Inspector members voting as a Committee shall select a Director from the group to represent such members in all matters voted on by the voting members or Board of Directors, and the vote of such shall count as only one vote for all purposes except as provided in subsection (c) below. The Inspector Committee shall determine its own rules for selecting and directing such Director. The Inspector Committee shall have its own budget funded by its members for matters that pertain to firestop inspection proposals developed by the Committee.

(b) By vote of three-fourths (75 percent) of Class A members (or Directors) present and voting, a meeting of the Board or voting member session shall be closed to Class A-1 members, who shall not be eligible to attend and to vote on matters before such meeting or executive session.

(c) The Class A-1 Director (and representative at a voting member meeting) may vote solely on corporate actions that are determined by a majority of Class A Directors to involve issues relating primarily to firestop inspection and may vote in addition on new Class A-1 members.

Section 2. Membership Dues. Each member shall pay the dues and other fees established by three-fourths (75 percent) vote of the Board of Directors as a whole, including only directors who are not disqualified from voting pursuant to Sections 4 or 5. The dues level may be set to reflect a member's sales of firestop products or by using some other metric established by such three-fourths (75 percent) vote of the Board of Directors as a whole.

Section 3. Withdrawal of Member. Any member may voluntarily withdraw its membership by providing 30 days advance notice to the Corporation of the intention to withdraw. Any withdrawing member shall remain obligated to pay its annual dues in full. Any amount owed to the Corporation shall be paid in full prior to withdrawal.

Section 4. Revocation or Suspension of Membership. The membership of any member who fails to promptly pay the dues or other fees assessed by the Board of Directors or who otherwise acts contrary to the best interest of the Corporation may be revoked or suspended by a three-fourths (75 percent) vote of the Board of Directors as a whole, including only directors who are not disqualified from voting pursuant to Section 5. Prior

to revoking or suspending membership, the Board of Directors shall permit the offending member to present its side of the issue at a meeting of the Board.

Section 5. Delinquent Payment of Dues. The voting rights of any member (and of the director designated by such member) whose annual dues payment has not been received by the Corporation 90 days after the due date set forth in the annual dues statement invoice may be suspended by action of the Board until payment has been received by the Corporation.

ARTICLE IV.

Directors and Governance

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Selection of Directors, Director's Duty and Liability.

(a) Except as provided herein for International Association members, each Class A member shall designate one person to serve as a Director and one person to serve as an alternate who may vote on behalf of the designated director in his or her absence. Such designation may be changed by providing notice to the Corporation and will be effective upon notification. A Director shall serve until such designation is changed or the designating member is no longer a member as provided in these By-laws. Except as provided below, election of a new Class A member by the Board shall constitute the Board of Director's authorization for an increase in the number of Directors by one. A designated Director shall also serve as a member's or group's voting representative at meetings or the members or voting member sessions thereof. In the case of the election to membership of a new Class A-1 or a new International Association group, the total number of voting Directors shall be increased by the number of such persons determined by the Board pursuant to these By-laws to have voting rights.

(b) A Director shall always act in good faith in a manner reasonably believed to be in the best interest of the Corporation. A Director shall not vote on a matter where the director has a personal financial interest.

(c) Directors (or member companies selecting such director) shall not be personally liable to the Corporation or members for money damages for acts or omissions except to the extent such limitation of liability is not permitted by the DC Corporations law.

Section 3. Chairperson (President) and Other Officers. The Board of Directors shall select a Chairperson from the Board, who, in addition to chairing Board meetings, shall be the President and act as principal executive officer of the Corporation and who in general shall supervise all of the activities of the Corporation, subject to oversight by the

Board of Directors. The Board of Directors shall select a Vice President, and a Treasurer from the Board and may select a Secretary and such other officers as are deemed appropriate. The same person may serve as both Secretary and Treasurer. The Secretary and any officer other than the President, Vice President or Treasurer need not be a Director.

Section 4. Term of Office. The Chairperson (President) and other officers shall serve a term of two years and may serve for more than one consecutive term.

Section 5. Meetings. Meetings of the Board of Directors may be called by the Chairperson (President) or by any four directors by providing two days prior notice to all directors of the time and place of the meeting. Regular meetings of the Board shall be held bi-annually at a time and place specified by the Board, and notified in the minutes of the prior meeting or by other timely notice to all Directors. Meetings may be held by conference telephone call unless a Director objects. All meetings of the Board or Members shall be conducted fairly and generally in accordance with Robert's Rules of Order.

Section 6. Vote. Unless otherwise provided in the Articles or By-laws, a majority vote of the directors eligible to vote and present at a duly called meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors. Directors may vote by electronic ballot where notice is given to all Directors eligible to vote on the matter under consideration unless a director objects to such manner of voting. Directors may vote by written proxy that specifies the scope (general or limited to specific matter) of the proxy and is delivered to the President or Executive Director prior to the vote. The written requirement may be waived by unanimous consent of a quorum of Directors present.

Section 7. Quorum. Eight voting Directors present at a meeting of the Board (or voting member session) shall constitute a quorum for the transaction of business. Eight electronic or mail ballots sent to the Executive Director shall constitute a quorum for a vote by electronic means or by mail.

Section 8. Attendance by Non-Voting Members, Alternates and Others.

(a) Unless the Board of Directors or President determines otherwise, non-voting members (Class B) and others may not send a representative to meetings of the Board of Directors. Alternates selected by a voting member may attend meetings of the Board of Directors but may not vote unless the member's designated director is not present. Invitees may attend Board meetings with the permission of the Board or President.

(b) All persons may attend meetings of the members, educational sessions or committee meetings held in conjunction with bi-annual board meetings (or otherwise) unless the President or a committee chairperson limits attendance to voting members and specified invitees.

Section 9. Committees. The Board of Directors may delegate to one or more committees of the Board or the membership any responsibilities deemed appropriate, and appoint a Committee Chairperson who shall serve at the pleasure of the Board. Members of committees may be appointed by the Board or such responsibility may be delegated to the Committee Chairperson. The Board or Chairperson may determine that any member who volunteers to attend a committee meeting shall be deemed a member of such with the right to vote on matters before the committee. Except as specifically delegated by the By-laws or the Board, a Committee and its Chair shall only make recommendations for action by the Board or voting members.

Section 10. Standards. The Board of Directors may approve a technical standard applicable to product, process or procedure by the unanimous vote of all Directors eligible to vote on such matter. If a Director abstains from voting on a proposed standard, such Director shall be deemed not to be eligible to vote on such matter for purposes of the unanimous requirement. Voting on a proposed standard may be undertaken by letter ballot. If such ballot is not returned to the Secretary or other person designated on the ballot, and in such person's possession on or before 45 days from the date the ballot is transmitted to the Director for a vote, the Director and his or her company shall be deemed to have consented to the letter ballot and to the standard under consideration.

Section 11. Public Position and Retaining Executive Director.

(a) The Corporation shall not take a public position except upon the affirmative vote of three-fourths (75 percent) of a quorum of Directors at a meeting. If two Directors object, the affirmative vote of at least three-fourths (75 percent) of all eligible Directors shall be required. The Board shall take due regard to the advice of counsel regarding whether taking a public position may be injurious to the Corporation.

(b) An Executive Director shall be retained only upon the supermajority affirmative vote set forth in this section.

ARTICLE V.

Meetings of Members

Section 1. Regular Meetings of All Members.

(a) A regular meeting of all classes of members to make recommendations for corporate action shall be held at least annually in conjunction with a regular, bi-annual meeting of the Board, and notice of the time and place of such meeting shall be posted on the IFC website at least 30 days prior to the meeting and shall be set forth in the minutes of the prior Board meeting. The President or his/her designee shall chair such meeting.

(b) All members (including both Class A, A-1 and B) by majority vote of the total member representatives eligible to vote present at such meeting in person or by written proxy may make advisory, nonbinding recommendations to the Board of Directors or voting members. Members' representatives eligible to vote shall be the representative as set forth in subsection (c) of members of record listed on the IFC website prior to such vote. Prior to a vote, a member may object to the inclusion or omission of a person or entity on such list of members of record based on whether such person or entity is currently a member in good standing, and such objection shall be decided by the Board or President, and who after such decision, shall determine after consultation with Secretary, the total number of members' representatives eligible to vote as provided in subsection (c).

(c) Except as provided below, each member of record regardless of class shall designate one representative only who will be eligible to cast one vote on behalf of such member on such recommendations for corporate action as set forth in this Section. Notwithstanding the foregoing, each individual or corporate member of an International Association group or Inspector group may designate its own representative who shall be eligible to cast one vote on such recommendations to the Board or voting members. Such person shall count regarding the total member representatives eligible to vote at a meeting of all members. A member's representative may vote by written proxy.

(d) The agenda for an all members' meeting shall be established by the Board or the President. Any member may submit two weeks prior to the meeting date to the President or Executive Director a subject for consideration at the all members' meeting, which shall be put on the agenda unless the President, after consulting counsel, determines that consideration of such action is not in the best interest of the Corporation. Unless a member objects, matters involving a proposed recommendation for Board or voting member action may be put on the agenda, considered and voted on without notice. If no subjects are proposed for discussion or if the President determines that a vote on an agenda item should be postponed or would not be in the Corporation's best interest, the all members' meeting may be summarily adjourned.

Section 2. Executive Session of a Members Meeting.

(a) At the conclusion of a meeting of all members or such other time and place that is duly notified, the President may call an executive session of only the voting members' representatives as defined in Article 1 (g) to consider and vote on amendments to the Articles or By-laws or any other matter appropriate for decision by voting members, including any matter that may be acted on by the Board. Only voting members shall attend and participate in such session unless the President determines otherwise. The quorum and voting requirements for such session shall be the same as for action by the Board. Any matter that may be properly considered and voted on at an executive session may be considered as set forth in Section 4 of this Article and voted on by electronic means or by mail.

(b) If the Board so determines, a portion of time allotted for a meeting of the Board shall be determined to be an executive session meeting of the voting members for purposes of taking any corporate action by voting members, including amending the Articles of Incorporation. No notice of such determination is required unless a Director objects.

Section 3. Special Meeting of All Members. The Board of Directors or any four members eligible to vote may call a special meeting of all of the members by providing timely notice to all of the members of the time and place of such meeting and describing in detail the subject(s) to be considered. At such special meeting, all members may vote to make recommendations for action by the Board or voting members on the subjects set forth in the notice in accordance with the By-law provisions pertaining to meetings of all of the members. The President may adjourn prior to a vote or postpone such special meeting for fairness or other reason in the best interest of the corporation. Except as set forth in these By-laws no other meetings of the members shall be required.

Section 4. All Members' Meeting By Electronic Means. A meeting of all members, special meeting or voting members executive session may be held by electronic means if there is an opportunity of all to hear the proceedings, pose questions and make comments. A vote on matters before such meeting conducted by electronic means may be recorded by electronic means, during or after the meeting, or by mail ballot.

ARTICLE VI.

Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize the President, Executive Director or any person to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders of payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such persons as shall from time to time be determined by a resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

ARTICLE VII.

Corporate Logo

Members (except Class B) may use and display the Corporation's logo or other trademarks under a royalty-free, non-exclusive license in a manner set forth in the Corporation's Logo Policy Statement as amended from time to time. No sublicense or other rights may be granted without permission from the Board. Such logo or trademarks shall be used solely to indicate membership in the Corporation and shall not be employed by any member in a manner that is disparaging or otherwise harmful to the purposes of the Corporation. Upon termination of membership, a member shall cease to display or otherwise use the Corporation's logo or other trademarks, except that it may use materials already printed for a period not to exceed one hundred and eighty days. All benefits derived from use of the Corporation's logo or other trademarks shall inure entirely to the Corporation. The Board may suspend or terminate the license granted by this provision for a violation of its terms or take other action deemed necessary to protect the Corporation. The Board may grant such other nonexclusive licenses as it deems appropriate.

ARTICLE VIII.

Amendments

These By-laws may be amended or repealed, or new By-laws adopted, by a majority of all Class A, and Class A-1 member representatives eligible to vote at a meeting of the Board or a voting member session of a meeting of the members, except where a greater number of votes is required for a particular action. In such case, the By-laws cannot be amended or repealed by a vote of those eligible which is less than is required for the particular action; provided that where the vote required for a particular action is greater than three-fourths (75 percent), the vote required to amend or repeal a By-law provision pertaining to such action shall be three-fourths (75 percent) of the Board of Directors as a whole eligible to vote

ARTICLE IX.

Document Retention

The Corporation shall maintain its corporate and financial records and statements in accordance with Section 29-413.01 of the DC Corporations Code, and shall enact and maintain a document retention policy not inconsistent with such law. The Secretary or designee of the Board shall be charged with compliance with this section.