ARTICLE I. NAME, PURPOSES AND CORPORATE OFFICES

Section 1.1. Name. The name of the Corporation is the Auto Glass Safety Council, Inc., referred to in these Bylaws as AGSC, the Council, or the Corporation.

Section 1.2. Purposes. The purposes of AGSC shall be:

(a) To serve as the coordinating and sponsoring body for the various ANSI accredited committees which develop and maintain automotive glass related safety standards (Standards).

(b) To develop and publish other standards involving safe motor vehicle glass replacement and repair;

(c) To establish and implement a documented program for periodic publication of revisions to the Standards;

(d) To adopt Standards Committee policies and procedures for interpretations of the Standards and any revisions to the Standards;

(e) To conduct certification and training programs for automotive glass replacement companies and their technicians;

(f) To educate the public about and promote the common business interests of the auto glass replacement and repair industries;

(g) To engage in any lawful activities within a purpose for which a Corporation may be organized under the Illinois General Not For Profit Corporation Act (the Illinois Act), to the extent consistent with the foregoing purposes; and

(h) To operate exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 1.3. Corporate Offices. AGSC shall have and continuously maintain in the state of Illinois a registered office and a registered agent whose office address may be identical with such registered office, and may have such other offices within or without the State of Illinois as the Board of Directors may from time to time determine.
ARTICLE II. MEMBERS

Section 2.1. Registered Membership in AGSC is available to any business enterprise, whether corporation or partnership, whose primary business is the replacement and/or repair of automotive glass and installs at least one replacement windshield per year.

Section 2.2. Repair Membership in AGSC is available to any business enterprise, whether corporation or partnership, whose primary business is exclusively the repair of automotive glass and does not engage in replacement of automotive glass (and thus is not eligible to become a Registered Member of AGSC).

Section 2.3. Associate Membership in AGSC is available to any business enterprise, individual, organization, or other entity that does not install or repair automotive glass and is either: (i) engaged in the business of supplying products or consulting services to Registered Members or Repair Members of AGSC for their direct use in the replacement or repair of automotive glass; (ii) engaged in the business of calibrating replacement automotive glass; or (iii) not affiliated, directly or indirectly, with any entity that is, or is eligible to become, a Registered Member or Repair Member of AGSC, but whose business is, in the sole judgment of the Board of Directors, likely to make major contributions to the fulfillment of the mission and objectives of AGSC. Associate Members may serve on the Board of Directors of AGSC but shall enjoy other rights of membership in AGSC only to the extent determined and granted by the Board of Directors and these Bylaws, including any right to use the AGSC trademark.

Section 2.4. Registered Company Collective Membership in AGSC is available to any business enterprise that contractually authorizes independent companies or partnerships, engaged in the replacement or repair of automotive glass, to use one or more of its trademarks and requires such independent entities to adhere to prescribed operational standards and obligations. Registered Company Collective Members shall enjoy only such rights and privileges and shall pay such dues and assessments as the AGSC Board of Directors determines are appropriate for each type of Collective and for the participants in their network.

Section 2.5. Automotive Casualty Insurance Company Membership in AGSC is available to insurance companies offering Automotive Casualty Insurance to customers of Registered and Repair Members of AGSC. Automotive Casualty Insurance Company Members shall enjoy the rights of membership in AGSC only to the extent determined and granted by the AGSC Board of Directors and these bylaws, including any right to use the AGSC trademark, and shall pay such dues and assessments as the Board may determine from time to time.

Section 2.6. Additional Membership Categories in AGSC may be created by the AGSC Board of Directors whose eligibility requirements and their rights, duties, and dues obligations shall be determined by the Council’s Board of Directors.

Section 2.7. Application for Membership shall be made in writing or electronically online on a form specified by the Council’s Board of Directors. All applicants for membership shall, by submitting the completed application form, agree to be bound and abide by the AGSC’s bylaws and policies, including timely payment of all applicable dues and assessments. The completed
application form shall be promptly forwarded to the Council’s Executive Director who shall review the application and approve it if satisfied the applicant meets the qualifications for membership set forth in Article II of these Bylaws and then shall notify the applicant and the Board of Directors of the action taken.

Section 2.8. Conditions of Membership. In addition to the requirements imposed in Section 2.7 above, all members of AGSC engaged in replacing or repairing automotive glass shall, as conditions of membership, conduct those activities (1) in compliance with all applicable standards approved by AGSC Standards Committees pursuant to Section 7.6 of these bylaws and by ANSI following AGSC’s submittal to ANSI as specified in Section 9.2(d), and (2) when engaged in replacing auto glass, using only AGSC-certified technicians or their AGSC-approved equivalent (i.e., technicians certified to meet or exceed the same level of competency).

Section 2.9. Voting Rights of members on matters coming before AGSC are confined to those members serving on the Board of Directors of AGSC and on its committees, subcommittees, and subgroups and are further limited to voting solely in those representative capacities.

Section 2.10. Meetings of Members. The Council’s Board of Directors may call for holding and scheduling in-person and electronic meetings of Members at such time(s), at such places and for such purpose(s) as it may determine.

Section 2.11. Suspension or Expulsion of Members. Any Member of AGSC may be suspended for a period or expelled for conduct seriously prejudicial to the best interests of AGSC, for violation of these Bylaws, for any material breach of any provision or condition contained in the application upon which membership was granted, for non-payment of dues, charges, or assessments for a period of three (3) months from their due date, or for ceasing to qualify, in the judgment of the Board of Directors, for membership under the Bylaws. For any of these reasons, the Board may suspend or expel any such Member by a two-thirds (2/3) vote of the Board. Any Member so proposed for suspension or expulsion shall be given reasonable written advance notice, including reasons for the proposed action, an opportunity to contest the proposed suspension or expulsion in writing or in person before the Board, and a final written notice of the Board’s decision.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1. Powers and Responsibilities. The Board of Directors shall be responsible for the governance, activities, property and affairs of AGSC and its Standards Committees. In particular, the Board is responsible for, among other actions, the following:

(a) Appointing Standards Committee Secretariats.
(b) Approving the annual budgets of AGSC and its Standards Committees.
(c) Recommending Standards Committee Officers.
(d) Maintaining AGSC’s corporate status, its tax-exempt status, insurance coverage and all ANSI accreditations and registrations.

(e) Periodically reviewing the AGSC Bylaws and amending them when deemed in the best interests of AGSC.

(f) Assuring adherence to ANSI standards-setting procedures.

(g) Authorizing execution of contracts and other documents and disbursements from Council and Standards Committee funds.

(h) Calling meetings of Council members when deemed appropriate.

(i) Suspending or expelling members for conduct specified in Section 2.10 above.

(j) Setting the amounts of annual dues and special assessments of all Members.

Section 3.2. Composition of the Board of Directors. The Board of Directors initially shall consist of at least six (6) members, two (2) of whom shall serve for one (1) year, two (2) for two (2) years, and two (2) for three (3) years. Additional Directors may be elected by the Board to serve for terms up to three (3) years. Annually, thereafter, by majority vote of the full Board, it shall elect Directors for three (3)-year terms. Terms shall begin on the January 1 immediately after election and shall end on the December 31 at the conclusion of each term. A minimum of one member of the Board of Directors shall be chosen from the Windshield Repair Division or be a Registered Member that also provides substantial automotive glass repair services. In the same manner, the Directors shall fill vacancies on the Board for the remaining terms of Board members who resign or leave office for any reason. Directors may be elected to serve consecutive, successive terms as Directors. Directors or the entities they represent at AGSC must at all times be members in good standing of AGSC.

Section 3.3. Manner of Acting. Unless otherwise provided by these Bylaws, the act of a majority of the Directors present at a meeting of the Directors at which a quorum is present, whether said meeting is held in person or by teleconference, shall be deemed the act of the Board of Directors. No Director may act by proxy on any matter. A Director who is present at a meeting of the Directors at which action on any matter is taken is conclusively presumed to have consented to the action unless his or her dissent or abstention is entered into the minutes of the meeting or unless he or she files a written dissent or abstention before the adjournment of the meeting or immediately thereafter.

Section 3.4. Directors Regular Meetings. At least one (1) regular meeting of the Board shall be held each year on the date and at the time and place determined by the Directors, which meeting may also be designated the annual meeting of AGSC.

Section 3.5. Special Meetings. Special meetings of the Board of Directors may be called at any time by any five (5) Directors, to be held at the principal office of AGSC or such other place, including by teleconference, and at such time as the person or persons calling the meeting may designate.
Section 3.6. Notice of Meeting. Written or electronic notice of the dates, places and times of regular meetings of the Board of Directors shall be given by the Secretary or his or her agent or designee between ten (10) and forty (40) days before such meeting date. Written or electronic notice of the dates, places and times of special meetings of the Directors shall be given by the Secretary or his or her agent or designee at least five (5) days before the meeting, which notice shall specify the purpose or purposes for which such special meeting is to be held and shall include an agenda for such meeting. The five-day notice period may be waived or reduced by vote of two-thirds (2/3) of the Directors when exigencies require.

Section 3.7. Quorum. A majority of the full membership of the Board of Directors at the time of the meeting shall constitute a quorum at any meeting of the Directors, whether said meeting is held in person or by teleconference.

Section 3.8. Minutes of Meetings. Written minutes of all Directors meetings shall be kept and filed or otherwise maintained in the principal office of AGSC.

Section 3.9. Voting. Each Director shall be entitled at each meeting of the Directors to cast one (1) vote on each matter submitted to a vote of the Directors.

Section 3.10. AGSC/Board Officers. The officers of the Corporation and the Board shall be a President, a Vice President, a Treasurer and a Secretary. Other officers may be appointed by the Board to serve at the pleasure of the Board. The officers shall have the authority and perform the duties as are usually performed by such officers consistent with the Illinois Act, and Board may delegate any of those functions to the Executive Director of AGSC. Officers shall be elected at the AGSC fall Board meeting for one-year terms beginning on the January 1 immediately following their elections or until their replacements have been elected. Officers may be elected or appointed to serve successive terms.

Section 3.11. Immediate Past President. The immediate former President shall assume the role of immediate past president of AGSC.

Section 3.12. Removal of Directors. A Director or Directors may be removed by a vote of two-thirds (2/3) of the entire Board whenever in the Board’s judgment the best interests of AGSC would be served thereby.

Section 3.13. Council Committees. In addition to committees created by these Bylaws, the Board may create, by majority vote, such additional Council committees or divisions as it may determine are appropriate for the conduct of AGSC business. The President shall appoint chairs of all such committees with the approval of the Board. Committee chairs shall appoint all members of their committees with the approval of the President. Committee members need not be members of AGSC. Divisions may select their own leadership in the form of Steering Committees or division Executive Committees. All divisions shall be responsible to and report to the AGSC Board. Each member of a committee and division shall have one (1) vote on all matters coming before that committee or division.
Section 3.14. Executive Director. AGSC may engage an Executive Director, selected and approved by the Board of Directors, to perform such duties as may be assigned to her or him from time to time by the Board and the Officers of AGSC. The Executive Director shall also serve as Chair of AGSC, shall be responsible for carrying out the policies and programs of AGSC as laid out by the Board and shall be a member ex officio of the Board and of all committees of AGSC.

ARTICLE IV. WINDSHIELD REPAIR DIVISION

Section 4.1 Organization. The Council shall have a Windshield Repair Division charged with advancing the interests of the automobile windshield repair industry. Its members shall consist of all AGSC Repair Members. The Division shall elect a Steering or Executive Committee of not fewer than five (5) or more than seven (7) of its members with one being elected the Chair and with each member serving a one-year term. The Steering or Executive Committee will be responsible for administrating the programs and services of the Repair Division.

Section 4.2 Authority. The Windshield Repair Division Steering/Executive Committee shall recommend up to two members of its Division to serve on the Board of Directors of AGSC whenever a vacancy of a Repair Division position on the Board occurs. The final selection from the names submitted to serve on the Board shall be left to the discretion and vote of the Board.

ARTICLE V. THE STANDARDS COMMITTEES

Section 5.1 Organization. AGSC has created and manages one or more Standards Committees, each consisting of Participants, Alternate Participants ("Alternates"), and a Secretariat. An Alternate must be nominated by the Participant for whom that person is to serve as the Alternate and remains an Alternate only so long as that nominating Participant remains a Standard Committee Participant.

Section 5.2 Authority. In connection with the operations and activities of the Standards Committee(s), AGSC and its Standards Committee(s) shall manage and exercise their powers over those Standards Committee(s) in accordance with the current edition of ANSI Essential Requirements: Due Process Requirements for American Standards ("ANSI Procedures") and the AGSC Standards Development Procedures, as adopted and amended by AGSC and approved by ANSI, both documents incorporated herein by reference, and also in accordance with the AGSC Articles of Incorporation, these Bylaws, and the Illinois Not For Profit Act. To the extent there is any conflict between the provisions of these Bylaws and the ANSI or AGSC Standards Development Procedures, the Bylaws shall control.

ARTICLE VI. STANDARDS COMMITTEE PARTICIPANTS

Section 6.1 Eligibility. Individuals, business enterprises, associations or other entities that demonstrate to the satisfaction of a Standard Committee they have a direct and material interest, as that term is used in the ANSI Procedures, in one or more Standard Committee projects
may become Standard Committee Participants or Alternate Participants upon their acceptance and approval by the Standard Committee as provided in Section 6.4 below. However, no individual, business enterprise, association or other entity can be represented by more than one Participant at any one time on any one Standard Committee.

Section 6.2 Categories of Participants. Each Standard Committee shall have or invite Participants from at least the following interest categories (as defined by the ANSI Procedures): organizations (preferably national in scope), companies, government agencies, individuals, and others having a direct and material interest in the activities of the Standard Committee. The Standard Committee will seek and encourage representation on its Committee from diverse interest groups directly and materially affected by the Standard, as that term is used in the ANSI Procedures, including but not limited to: producers, users, persons with general interest, consumers, members of the general public, distributors and retailers, industrial/commercial groups, insurance, labor, manufacturers, professional societies, regulatory agencies, testing laboratories, and trade associations.

Section 6.3 Responsibilities and Limits. The Participants or the Alternates shall have the responsibilities set forth in the ANSI Procedures and AGSC Standards Development Procedures. Each Standard Committee shall initially be comprised of no more than forty (40) Participants; provided, however, this number may be increased or decreased upon approval by a majority of the Participants to achieve balance within the meaning of Section 6.5 below.

Section 6.4 Application and Acceptance of Participants and Alternates. Upon written application to the relevant Secretariat of the Standard Committee, an applicant may become a Standard Committee Participant or an Alternate in a specified category of participation upon approval of two-thirds (2/3) of all Participants present and voting. The Participants will hear and, by majority vote of all Participants, resolve all disputes regarding categories, including eligibility of an applicant for a particular category of participation. In consideration of being accepted as a Standard Committee Participant or Alternate, each Participant agrees to fulfill its Standard Committee obligations and responsibilities and to pay promptly all fees and charges, if any, levied on the Participant.

Section 6.5 Balance. Participants from diverse interest categories and groups will be sought with the objective of achieving balance. In general, balance will be achieved if no single interest category or interest group constitutes more than one-third of the Standard Committee’s Participants. Unless a directly and materially affected party, as that term is used in the ANSI Procedures, claims in writing (including electronic communications) that a single interest category dominates the process, no test for balance is required.

Section 6.6 Termination of Participation. A Participant may terminate its participation on the Standard Committee by notice in writing to the Secretariat, provided that all participation obligations accrued as of the termination date, including fees and charges, have been paid. The Participants may, by two thirds (2/3) vote of those present and voting, terminate the participation of any Participant for failure to meet participation obligations, including consistent meeting attendance and the casting of all votes in a timely manner.
Section 6.7 Exhaustion of Remedies. Each Participant and Alternate agrees that if a dispute shall arise between Participant or its Alternate and AGSC or a Standard Committee, the Participant or its Alternate shall in the first instance be obligated to pursue and exhaust all administrative appeals available to it under the ANSI or AGSC Standards Committee Procedures.

ARTICLE VII. MEETINGS OF STANDARDS COMMITTEE PARTICIPANTS

Section 7.1 Regular Meetings. The Participants in each Standard Committee shall approve a schedule of meetings for the conduct of that Standard Committee’s business, including, but not limited to, adopting new or revised standards, making assignments, receiving reports of work, considering proposed and draft revisions to Standards, resolving differences among subgroups, and considering views and objections from any source.

Section 7.2 Special Meetings. Special meetings of the Participants may be called by: (i) the Standards Committee Chair, (ii) the AGSC Board of Directors, (iii) the Secretariat, or (iv) the Secretariat on petition of at least five (5) Participants. Such special meetings may be held in person or electronically at any time and at any place as stated in the notice of the meeting.

Section 7.3 Notices. The Secretariat shall cause a written notice of the time and place of each regular and special meeting to be mailed or sent electronically to each Participant and Alternate not less than thirty (30) days before each regular meeting and not less than fifteen (15) days before each special meeting. Each notice shall include a statement of the purpose of the meeting and an agenda of the principal items to be considered. No action shall be taken at any general or special meeting on matters not specified in the agenda except upon unanimous approval by all attendees.

Section 7.4 Open Meetings. All meetings of Participants, whether regularly scheduled or special meetings, shall be open to all Participants, alternates, and to others who have a direct and material interest in the Standard, as that term is used in the ANSI Procedures, and who have submitted to the Secretariat a written or electronic request to attend at least ten (10) days prior to the meeting.

Section 7.5 Quorum. The presence in person of at least a majority of all Participants and Alternates (if representing an absent Participant) shall constitute a quorum for the transaction of business at all meetings of Participants. If a quorum is not present, conditional actions may be taken subject to subsequent confirmation.

Section 7.6 Voting. Each Participant or Alternate (if representing an absent Participant) shall have one vote on all matters presented to the Participants. The act of a majority of the Participants at a meeting where a quorum is present shall be the act of the Standard Committee unless a greater number is required by the ANSI Procedures or these Bylaws. All new standards, and all changes to existing standards, must be approved by “consensus” of the Standard Committee in accordance with ANSI Procedures. As used in these Bylaws, “consensus” shall mean the approval by at least 75% of all Participants.
Section 7.7 Attendance at Meetings of Subgroups. Any Participant may attend meetings of subgroups of the Standard Committee, provided that the Chairs of such subgroups are notified in advance. Participation in such meetings by others is at the discretion of the Chairs of such subgroups.

ARTICLE VIII. STANDARDS COMMITTEE OFFICERS

Section 8.1 Officers. The officers of all Standards Committees shall be a Chair and a Vice Chair. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform such duties as are usually performed by such officers.

Section 8.2 Election. The Participants of each Standard Committee shall elect that Committee’s Chair and Vice Chair, and each officer shall be elected to serve two (2)-year terms beginning on the January 1st immediately following their election and until their successors have been elected. Officers may serve one or more successive terms. Vacancies may be filled, and new offices created and filled, by the Participants and shall be filled as soon as reasonably possible.

Section 8.3 Removal. Any Standard Committee officer may be removed by the Participants whenever in their judgment the best interests of the Committee or AGSC would be served thereby.

Section 8.4 Chair. The Chair shall be the principal officer of each Standard Committee. The Chair shall see that the resolutions of the AGSC Board of Directors and Participants are carried into effect, except in those instances in which that responsibility is assigned to some other person. The Chair of each Standard Committee shall preside at all meetings of that Committee.

Section 8.5 Vice Chair. The Vice Chair shall assist the Chair in the discharge of his or her duties as the Chair may direct and shall perform such other duties as from time to time may be assigned to him or her by the Chair, the AGSC Board of Directors, or the Participants. In the absence of the Chair or in the event of the Chair’s inability or refusal to act, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions on the Chair.

ARTICLE IX. STANDARDS COMMITTEE SECRETARIAT

Section 9.1 Secretariat. The AGSC Board of Directors shall appoint a Secretariat for each Standard Committee upon the recommendations of the Participants of each Committee.

Section 9.2 Duties. The Secretariat shall administer the Standard Committee and shall have the following duties and responsibilities, among others:

(a) Oversee the Standard Committee’s compliance with the ANSI Procedures and AGSC Standards Development Procedures;

(b) Maintain a current roster of Participants and Alternate Participants;
(c) Provide a Standard Committee secretary;

(d) Submit to ANSI for its review and approval new standards and candidate revisions to the Standard approved by the Standard Committee, with supporting documentation;

(e) Publish or arrange with ANSI for publication of the Standard, revisions, and addenda;

(f) Perform other functions as required by the ANSI Procedures, the AGSC Standards Development Procedures, and these Bylaws;

(g) Manage the schedule for periodic publication of revisions of the Standard in accordance with the Continuous Maintenance process;

(h) Maintain Standards Committee files including all documents related to the Standard;

(i) Prepare and distribute agendas and minutes of all meetings;

(j) Send, or arrange for the sending of, all appropriate notices of all meetings.

ARTICLE X. STANDARDS COMMITTEE SUBGROUPS

Section 10.1 Creation of Subgroups. The Participants of each Standard Committee may create one or more working groups, technical subgroups, writing groups, or other subgroups to expedite or facilitate the work of their Committee, shall appoint their members, and shall approve the scope of their charge. The formation of a subgroup and its later disbandment requires approval by a majority vote of all the Participants. The scope and duties delegated to the subgroup must receive approval at the time it is formed, and any subsequent material changes in scope or duties shall also require approval. The charge to the subgroup shall clearly state whether:

(a) The subgroup is responsible for revisions to the substantive content of the Standard or a portion of the Standard and for responding to comments and objections thereto; or

(b) The subgroup is responsible for assisting the Standard Committee (e.g. drafting revisions to all or a portion of the Standard, drafting responses to comments, or other purely advisory functions).

Each Standard Committee shall review annually the scope, duties, and membership of its extant subgroups.

Section 10.2 Subgroup Requirements. Each subgroup shall comply with the provisions of the ANSI Procedures, governing interest categories, voting, and holding open meetings.
Section 10.3 Chairperson and Members of Subgroups. The chairperson and members of a subgroup shall be appointed by the Chair of the Standard Committee and confirmed by the Standard Committee. The members of a subgroup need not be Standard Committee Participants.

Section 10.4 Vacancies. Vacancies in the membership of any subgroup may be filled by appointments made in the same manner as were the original appointments.

Section 10.5 Quorum and Voting. Unless otherwise provided in these Bylaws or by action of the Standard Committee creating a subgroup, a majority of the subgroup present at any meeting thereof shall constitute a quorum. The act of a majority of those subgroup members present and voting at a meeting where a quorum is present shall be the act of the subgroup. Each member of the subgroup shall have one vote on all matters coming before that subgroup.

Section 10.6 Rules. Each subgroup may adopt special rules for its own governance not inconsistent with these Bylaws, AGSC Standards Development Procedures, or ANSI Procedures.

Section 10.7 Minutes. Each subgroup shall keep written minutes of its meetings and actions by letter ballot and report the same to the Standard Committee.

Section 10.8 Informal Action. A subgroup may act by letter ballot if the action is supported by a majority of the whole subgroup.

ARTICLE XI. FINANCIAL AND ADMINISTRATIVE MATTERS

Section 11.1 Checks, etc. Except in those instances where the authority to execute is expressly delegated to another officer or the Executive Director of AGSC, or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, the President or Vice President of the Board may execute for AGSC any contracts, deeds, mortgages, bonds, or other instruments, including writing checks and transferring AGSC funds, which the Board has specifically authorized to be executed.

Section 11.2 Participants Fees and Charges. The AGSC Board of Directors with the consent of three fourths (3/4) of all the Board Members may establish appropriate dues, fees, charges, and special assessments for the AGSC Members and Standards Committee(s) Participants.

Section 11.3 Gifts and Grants. Acceptance by AGSC or any Standard Committees of gifts, grants or funds, other than the fees and charges established under Section 11.2 above, shall be subject to the approval of the AGSC Board of Directors.

Section 11.4 Use of Assets on Dissolution or Liquidation. Upon dissolution or final liquidation of the AGSC, after discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets, if any, shall be distributed in accordance with the determination of the Board of Directors, and in compliance with these Bylaws and all federal and state laws applicable to an organization created and operated under relevant law for similar educational, scientific, not-for-profit, tax-exempt, or charitable purposes.
ARTICLE XII. INDEMNIFICATION

Section 12.1 Indemnification of Employees and Volunteers. All AGSC employees, all corporate officers and directors of AGSC, and each person who serves as a Committee or subgroup member or serves AGSC voluntarily in any other capacity at the express request of the Board of Directors or Standard Committee shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law from and against all liability arising or claimed to arise out of the programs and activities of the Corporation, the Board of Directors, or Committees or subgroups of AGSC, including reimbursement of all expenses reasonably incurred by such person or entity in connection with any action, suit or proceeding to which such person or entity may be made a party by reason of such services; provided, however, no indemnification shall be made if a judgment or final adjudication establishes that the actions of such person or entity were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that such person or entity gained in fact a financial profit or other advantage to which that person or entity was not legally entitled. Expenses shall include the cost of any reasonable settlement made with a view to resolving litigation. Any settlement made shall be subject to the approval of the Board of Directors.

ARTICLE XIII. FISCAL YEAR

Section 13.1 Fiscal Year. The fiscal year of AGSC shall be the calendar year.

ARTICLE XIV. AMENDMENTS TO BYLAWS

Section 14.1 Amendments. These Bylaws may be amended by the AGSC Board of Directors. Any AGSC member may propose an amendment to the Bylaws. Any proposed amendment shall be adopted if it is approved by three-quarters (3/4) of the entire Board of Directors at a meeting of the Board duly called for the purpose, among others, of amending these Bylaws, provided that notice of the proposed amendment has been included in the notice of the meeting.

ARTICLE XV. PARLIAMENTARY PROCEDURE

Section 15.1 Parliamentary Procedure. All questions of parliamentary procedure not covered in these Bylaws shall be resolved in a manner generally consistent with Robert’s Rules of Order (latest edition).
Adopted: April 4, 2000
Amended: June 4, 2000
Amended: July 11, 2001
Amended: September 10, 2001
Amended: April 4, 2002
Amended: February 4, 2003
Amended: August 2, 2007
Amended: May 19, 2008
Amended: October 15, 2008
Amended: November 4, 2008
Amended: April 8, 2009
Amended: August 4, 2011
Amended: November 3, 2012
Amended: February 11, 2016
Amended: April 24, 2016
Amended: August 9, 2016
Amended: December 11, 2018
Amended: September 23, 2020
Amended: July 21, 2022