

BYLAWS OF INTERNATIONAL SOCIETY OF COATING SCIENCE & TECHNOLOGY, LTD.

Founded as a Delaware Corporation

ARTICLE I

Section 1.01 Location.

The principal office of the Society shall be located in the State of Delaware at c/o Real-Corp Services, Inc., 3200 Concord Pike, P.O. Box 7329, Wilmington, DE 19803. The Society may maintain additional offices at such other places as the Board of Directors may designate or may be relocated as designated by the board of Directors.

Section 1.02 Purpose.

The purpose of the Society is the dissemination of technical information on coating process science and technology through meetings, seminars, continuing education courses, publications, awards, and other means of communication.

Section 1.03 Definitions.

The following terms shall have the meanings specified herein: (a) Symposium shall mean the "International Coating Science and Technology Symposium" to be sponsored by the Society; (b) Unless otherwise specifically qualified, "Board" or "Directors" shall mean the entire Board of Directors, constituted by the Founding Directors and such Term Directors of the Society as are elected at any time; (c) "the Code" shall mean chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended; and (d) "Society" shall mean the International Society of Coating Science and Technology.

ARTICLE II

Members

Section 2.01 Who Shall Be Members.

The members of the Society shall consist of those persons who attend biennial Symposium or other ISCST sponsored events.

Section 2.02 Term of Membership.

Membership period will be for the 4 years subsequent to the Symposium or other ISCST sponsored events. Any member may resign at any time by mailing or delivering written notice to the Secretary of the Society (any resignation to take effect as specified therein or, if not specified, upon receipt by the Secretary), and any member may be removed at any time, with or without cause, by majority vote of the Directors.

ARTICLE III

Board of Directors

Section 3.01 Power of Board and Qualification of Directors.

All corporate powers shall be exercised by, or under the authority of, and the business of the Society shall be managed under the direction of the Board of Directors. A Director need not be a resident of the State of Delaware but all directors must be members of the Corporation.

The Board shall consist of those Persons elected as officers of the Society and Directors elected at the biennial meeting.

Section 3.02 Number of Directors.

The number of Directors shall at no time be less than 12 and shall include those persons elected as officers as provided in Section 5.01 of these Bylaws. The number of Directors may be increased or decreased at any time by amendment of the Bylaws. Directors are expected to participate in the committees of the ISCST as needed during their term of office.

Section 3.03 Election and Term of Directors.

The term of Directors shall be 2 years and they may be re-elected. The terms of the Directors shall be shown on the ISCST website. Directors will be expected to participate in at least 50% of the teleconferences or meetings during their term. Directors should indicate their interest to the Chair of the Nominating Committee in whether they would be willing to be renewed.

Section 3.04 Newly-Created Directorships and Vacancies.

Newly created Directorships and vacancies occurring in the Board for any reason shall be filled by majority vote of the Board of Directors. Any Director named to fill a vacancy shall hold office until the expiration of the term he or she was named to fill. If, however, a successor is not found at the start of the next term the director named to fill the vacancy will continue.

Section 3.05 Removal of Directors.

A Director may be removed only as provided in Section 5.02 of these Bylaws. Vacancies shall be filled pursuant to the terms of Section 3.04 of these Bylaws.

Section 3.06 Resignation.

Any Director may resign at any time by delivering written notice to the President and the Secretary.

Section 3.07 Quorum of Directors and Voting.

Unless a greater proportion is required by law or by the Articles of Incorporation or these Bylaws, six Directors and or officers shall constitute a quorum for the transaction of business or of any particular business, and, except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the vote of a majority of the Directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board.

Section 3.08 Meetings of the Board.

Any one or more members of the Board of Directors may participate in a regular or special meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

Meetings of the Board of Directors shall be held at such time and place as shall be fixed by the Board, for the transaction of such business as may properly come before the meeting.

Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by at least 51% of the Board, the Symposium Chair, or the President.

Regular and special meetings of the Board of Directors may be held at such places in or out of the State of Delaware.

No notice need be given of regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each Director as is prescribed by resolution of the Board.

A notice, or waiver of notice, need not describe the purpose of any special meeting of the Board of Directors.

Notice of a meeting of the Board of Directors need not be given to any Director entitled to such notice who submits a signed, written waiver of notice whether before or after the date and time stated in such notice. A Director's attendance at or participation in a meeting waives any required notice to him of the meeting unless at the beginning of such meeting, or promptly upon his arrival, such director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 3.09 Informal Action by Directors Meetings by Conference Telephone.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent in writing to such action. Such action shall be evidenced by one or more written consents stating the action taken, signed by each Director either before or after the action taken. Email responses will be considered written consent. Such written consents shall be included in the minutes or filed with the corporate records reflecting the action taken.

Any one or more members of the Board of Directors may participate in a regular or special meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

In addition, as there may be times when voting by teleconference is impractical; the board may decide certain matters by electronic mail. The Executive Committee in face to face or teleconference voting shall decide the suitability of an issue for electronic mail voting. Calls for electronic mail voting shall be issued by the President and electronic votes shall be collected and counted by the Recording Secretary who shall announce the results.

Section 3.10 Compensation of Directors.

The Society shall not pay compensation to Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Society, in reasonable amounts.

ARTICLE IV

Committees

Section 4.01 Committees.

The president may create one or more committees and appoint members of the Board to serve on them. Each committee may have two or more members who serve at the pleasure of the Board. To the extent specified by the Board of Directors, each committee comprised entirely of Directors may exercise the authority of the Board, except that a committee may not exercise authority prohibited by law.

A majority of the Board may also create one or more committees comprised of such persons, as the Board shall determine are necessary and appropriate. A committee that is not constituted entirely of Directors shall not exercise the authority of the Board, but may carry out such tasks as authorized and not prohibited by law.

Section 4.02 Service of Committees.

Each committee shall serve at the pleasure of the Board and the President.

ARTICLE V

Officers, Agents and Employees

Section 5.01 Officers.

A nominating committee appointed by the Board of Directors shall nominate a slate of officers consisting of a President, Vice-presidents, Secretary, and Treasurer. Officers can also be nominated by 10 members presenting a petition to the nominating committee. The Nominating Committee shall consist of five members. The past President shall be an ex officio member of the Nominating Committee. Four at large members shall serve staggered terms of four years unless elected to fill a vacancy, in which case the term shall be for the remainder of the vacant term. All members of the Nominating Committee shall be directors of the Society. The Nominating Committee shall not nominate any of its members for any elected office.

The Board of directors at the bi-annual meeting will elect the officers.

Section 5.02 Term of Office and Removal.

The President and the Vice-President of the Americas will hold office for a term of two years and may not be reelected consecutively.

The Vice-President for Asia Pacific and Vice-President for Europe will hold office for a term of two years and may not be re-elected consecutively.

The Secretary and Treasurer may hold office for a maximum of three consecutive terms of two years each. The term limit may be extended by a majority vote of the Board.

Any officer or Director may be removed by a majority vote of the Directors at any time with or without cause, and any officer or assistant officer, if appointed by another officer, may be removed by such officer. Election or appointment of an officer shall not of itself create any contract rights in the officer or the Society.

Section 5.03 Succession Plan

The Vice-President for the Americas shall be the President- Elect, and shall automatically succeed the

President on the completion of his one term. The Immediate past President shall automatically remain on the Board for 2 years.

Section 5.04 Resignation.

Any officer may resign at any time by delivering written notice to the Society. Unless the written notice specifies a later effective date, the resignation shall be effective when the notice is delivered to the Society.

Section 5.05 Powers and Duties of Officers.

Subject to the control of the Board of Directors, all officers as between themselves and the Society shall have such authority and perform such duties in the management of the Society as may be provided by the board of Directors and, to the extent not so provided, as generally pertain to their respective offices.

Section 5.06 General Responsibilities:

President shall be responsible for the overall administration of the Society. This includes, call meetings as needed and specified, appointing committees with concurrence of board.

Vice-President for the Americas shall be a member of the executive board and will automatically succeed to the President; also shall be responsible for developing new activities to support the Society's purpose, especially those in the Americas,

Vice-President for Asia-Pacific shall be a member of the executive board responsible for and developing new activities to support the Society's purpose and to act as a liaison with Asia-Pacific's events and organizations,

Vice-President for Europe shall be a member of the executive board responsible for and developing new activities to support the Society's purpose and to act as a liaison with Europe's events and organizations.

Secretary shall be a member of the executive board and is responsible for maintaining society records. The secretary will also maintain the Society database.

Treasurer is responsible for the finances of the organization. This includes collecting and dispersing all funds, filing government and IRS reports as needed and financial management. .

Executive Board shall consist of Officers, Symposium chair and co-chair and Past President. The board will be responsible for day to day actions needed to run Society.

Board of Directors is responsible for approving all functions and commitments of the Society.

Symposium Chair is responsible for organizing and running the biennial International Coating Science and Technology Symposium. This includes developing technical program, publicity, soliciting papers and selecting, in conjunction with co-chair, session chairs as needed. Symposium Co-Chair will assist the chair in organizing and executing the Symposium. The Co-Chair will also be Chair of the next meeting.

Section 5.07 Agents and Employees.

The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Agents and employees are obligated to declare any financial conflict of interest in their representation of the Board.

Section 5.08 Compensation of Officers, Agents and Employees.

The Society shall not pay compensation to officers, but the Society may reimburse its officers for reasonable expenses, such amounts to be approved by a majority of the entire Board of Directors.

The Society may pay compensation in reasonable amounts to agents and employees for services rendered such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE VI

Miscellaneous

Section 6.01 Fiscal Year.

The fiscal year of the Society shall be the calendar year.

Section 6.02 Checks, Notes and Contracts.

The Board of Directors shall determine who shall be authorized from time to time on the Society's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 6.03 Books and Records.

The Society shall keep at its office correct and complete books and records of the account, the activities and transactions of the Society, the minutes of the proceedings of the Board of Directors and any committee of the Society, and a current list of the members, Directors and officers of the Society and their residence addresses. Any of the books, minutes and records of the Society may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 6.04 Amendment of Articles of Incorporation and Bylaws.

The Articles of Incorporation and Bylaws of the Society may be adopted, amended or repealed in whole or in part by majority of the Directors.

Section 6.05 Organization Dissolution.

Upon dissolution, final liquidation, or winding up of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the same or similar not-for-profit charitable, educational, or scientific purpose as shall at the same time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Section 6.06 Indemnification and Insurance.

It is the policy of the Society to indemnify its Directors, other officers, and agents who act in good faith and who reasonably believe that their conduct in their capacity as Directors, other officers, or agents of the Society is in the best interest of the Society, or in the case of criminal proceedings had no reasonable cause to believe that the conduct was unlawful, and in the case of all other conduct that such conduct was not opposed to the best interest of the Society. Such indemnity pertains to any action or proceeding in which a Director, other officer, or agent is made a party by virtue of holding an office or position of this Society. Indemnification is limited and effective only to the full extent permitted by law.

In compliance with this provision, the Board shall indemnify any Director, any former Director, any person who, while a Director of the Society, may have served at its request as a director, trustee, officer, partner, employee or agent of another foreign or domestic Society, partnership, joint venture, trust, employee benefit plan or other enterprise, and may, by resolution of the Board of Directors, indemnify any other officer, employee or agent against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, trustee, officer, partner, employee or agent; subject to the limitation, however, that there shall be no indemnification in relation to matters unless such person (1) conducted himself in good faith; (2) believed in the case of conduct in his official capacity with the Society that his conduct was in the best interest of the Society; and in all other cases that his conduct was at least not opposed to the best interests of the Society; or (3) in the case of any criminal proceeding, he had no reasonable cause to believe that his conduct was unlawful. Further, there shall be no indemnification in connection with a proceeding (1) by or in the right of the Society in which the Director, officer, employee, or agent was judged liable to the Society, or (2) in which improper personal benefit is charged.

The Society shall indemnify a Director who entirely prevails in the defense of any proceeding to which he was a party because he is or was a director of the Society, for reasonable expenses incurred by him in connection with the proceeding.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, employee or agent. The Society may pay for or reimburse the reasonable expenses in advance of final disposition of the proceeding.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to acts occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Society to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of and maintain insurance on behalf of any Director, officer, employee or agent of the Society against any liability asserted against or incurred by him which arises out of such person's status in such capacity or who is or was serving at the request of the Society as a Director, officer, employee or agent of another foreign or domestic Society, partnership, joint venture, trust, employee benefit plan or otherwise, or out of acts taken in such capacity, whether or not the Society would have the power to indemnify the person against that liability under law.

In no case, however, shall the Society indemnify, reimburse, or insure any person for any taxes imposed on such individual under the Code. Further, if at any time the Society is deemed to be a private foundation within the meaning of SS 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in 4941(d) or 4945(d), respectively, of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE VII

Board Policies

Section 7.01 Financial Support (approved Sept 2000)

The purpose of this policy is to provide guidelines in determining eligibility for financial support to participants and organizers for the ISCST Coating Symposia. This support is intended to insure ongoing leadership and growth of the Society

GUIDELINES:

1. Graduate and undergraduate students shall be entitled to a reduced registration rate of 25% of normal.
2. The Symposium Chair and Co-Chair, and the ISCST President shall be eligible, at their request, for support to attend Symposia as follows:
 - a) Waving of registration fees, and
 - b) travel stipend not to exceed \$750 (USD)
3. Complimentary hotel room upgrades or room nights at Symposia shall be made available, in order of availability, to the Symposium Chair and Co-Chair and the ISCST President, followed by organizing committee and other attendees at discretion of Symposium Chair for the benefit of the ISCST

4. The Symposium Chair is eligible for a grant to provide administrative support for the Symposium. Request is to be made to the President and requires Board approval. This includes travel needed to select site.
5. The choice of the meeting organization firm will be the decision of the Board of Directors with a recommendation from the Symposium Chair to the Executive Committee.
6. Future conference site selection will be done through a consultation process of the membership by the Board of Directors, which will make the final site selection decision
7. All attendees will pay for their own registration, travel, hotel, etc.
8. Members of the Board of Directors should be informed on an annual basis of committees and task forces and opportunities to volunteer for service.

Section 7.02 John A. Tallmadge Award

The John A Tallmadge Award honoring lifetime contributions to the field of coating science and technology shall be awarded biennially at the Symposium. The honoree shall be selected by the Tallmadge award committee.

The committee shall consist of 5 members, three of whom should be the three previous honorees. One member shall be nominated by the President and the final member shall be nominated by the Vice President for the Americas. The incoming chair of the Tallmadge award committee shall be selected by the Tallmadge Award committee at the same meeting at which the upcoming honoree is chosen. If a previous Tallmadge honoree is unable to serve, then the President shall appoint a replacement.

No current member of the Tallmadge Award Committee shall be eligible to nominate or write letters of support for nominees for the Tallmadge award.

Section 7.03 L.E. Scriven Young Investigator Award

The L. E. Scriven Young Investigator's Award honoring either a single significant contribution or a continuous record of contributions by one or more researchers who are forty years old or younger at the time of the award, which shall be awarded biennially at the Symposium.

The honoree shall be selected by a committee of five composed of the Symposium Co-Chair (who shall chair the committee), two previous award winners (one selected by the President, one selected by the Vice President for the Americas), and two members of the board selected by the Symposium Co-Chair.

No current member of the Scriven Award Committee shall be eligible to nominate or write letters of support for nominees for the Scriven award.