



GLAZING INDUSTRY CODE COMMITTEE

OPERATING PROTOCOL

- I. MISSION AND OBJECTIVES.** The mission of the Glazing Industry Code Committee (“GICC”) is to create among model code and building code organizations and officials, federal, state, and local regulatory agencies, and the general public greater knowledge and acceptance of architectural glass, glazing materials, and glazing systems as safe, efficient, effective, and economical construction products and to become better informed as an industry about the activities of these organizations, officials, and agencies as they relate to the glass and glazing industry. To this end, GICC shall, among other objectives, endeavor:
- A.** To create and promote a more enlightened understanding by such code organizations, officials, agencies, and the public of the attributes, properties, uses, and benefits of all types of architectural glass, glazing materials, and glazing systems;
 - B.** To review the agenda and monitor meetings and other activities of the code organizations, standard-setting groups, and other agencies and organizations with respect to matters affecting the glass and glazing industry;
 - C.** To propose and support such model and building code provisions and such federal, state, and local regulations of and standards for architectural glass, glazing materials, and glazing systems as may be necessary to minimize exposure of building occupants to unreasonable risks of injury associated with such building products and, at the same time, to provide for and ensure proper applications and uses of architectural glass, glazing materials, and glazing systems, including the health, life, and fire safety of building occupants, the security of buildings, and the conservation of energy resources; and
 - D.** To appear on behalf of the glass and glazing industry before model and building code organizations, governmental departments and agencies, standards-setting bodies, and other organizations in matters affecting the industry, not, however, to act in the capacity of an attorney.
- II. LIMITATIONS AND RESTRICTIONS.** No officer, committee member, or agent of GICC shall make any public recommendation, representation, or report which shall be or may be perceived as binding upon GICC or GANA or considered as representing the opinion or policy of GICC or GANA, unless submitted to and approved in advance by the Board of Directors of GANA or the Executive Committee of GICC and in conformity with GANA’s Document Release Policy.
- III. COMMITTEE MEMBERSHIP**
- A. Membership.** GICC shall have a single category of membership. Voting membership shall be open to (i) all trade associations whose members, foreign or domestic, are engaged in the United States in the manufacture, fabrication, sale, or distribution of architectural glass, glazing materials, or glazing systems or of materials, equipment, or supplies used in the manufacture or fabrication of such glazing products and are Alliance Members of GANA in good standing, and (ii) all corporations, partnerships, business entities, and sole proprietorships, foreign or domestic, that or who are engaged in the United States in one or more of the activities described in (i) above and are Full Members of GANA in good standing.

- B. Application for Membership.** Application for membership shall be made in writing or electronically online on a form prescribed by the Board of Directors of GANA or the Executive Committee of GICC. The application shall be completed in full, signed by an authorized representative of the applicant, and submitted to the Executive Director of GANA. It shall be accompanied by a check in payment of the annual fee as specified in IV.A. of the Protocol, except in the case of an application submitted by electronic means. In the case of an electronic online application, the Executive Director of GANA will hold the application submission until receipt of the payment of annual fee, at which time it will then be processed in accordance with III.C. below.
- C. Determination of Eligibility.** Upon receipt of the application for membership and payment of the annual fee, the Executive Director shall transmit the application immediately to all members of the GICC Executive Committee. The Executive Committee shall review the application and make a recommendation to the GICC membership on the eligibility of the applicant. The application shall then be reviewed, acceptability (including eligibility for the membership) determined based on information provided, and voted on by the GICC membership either at its next meeting or by mail or electronic ballot as provided in V.D. below.
- D. Designation of Representative.** Each member of GICC shall be represented at all times by a person, known as its Representative (or, in the absence or unavailability of the designated Representative, its designated alternate representative), with full authority to act for such member on all GICC matters. Such Representative and designated alternate shall be appointed by the member in writing; by such appointment the Representative, or his or her designated alternate, shall be authorized to act for the member and exercise all rights and duties of the member under this Protocol. The member shall be bound by action taken on its behalf by its duly appointed Representative or duly designated alternate representative.
- E. Modifications to Representation.** Modification to the member organizations' designated Representatives and designated alternate representatives shall be completed and submitted in writing by the member company or organization at least thirty (30) days prior to the commencement of a fully noticed meeting of GICC, except, in an emergency and upon written notice to the membership, a member may designate an employee of the member to appear at the meeting and cast votes for the member as its temporary designated alternate representative on less than thirty (30) days' notice.
- F. Rights and Privileges.** All members shall exercise and enjoy such rights as this Protocol and the Articles of Incorporation and Bylaws of GANA may prescribe. Members shall have the right to participate in all GICC activities and receive all GICC code updates and mailings, including the right to attend all GICC meetings, serve as an Officer and Executive Committee member of GICC, and vote on all matters coming before the membership of GICC and any of its subcommittees and task groups. Other members of GANA, not members of GICC, may attend and participate in all meetings of GICC (but without the right to vote) that constitute open educational forums and those portions of the meetings that are not deliberative or strategy-development sessions or otherwise closed to non-voting participants in GICC pursuant to its approved agenda or the exercise of the Chair's discretionary power.
- G. Resignations.** Any member desiring to withdraw from GICC shall give written notice to the Executive Director of GANA and Chair of GICC at least sixty (60) days in advance of the end of the fiscal year of GANA. A withdrawing member shall not be entitled to a refund of, or to avoid payment of, GICC membership fees for the current fiscal year, whether paid or unpaid, in which its withdrawal becomes effective. The withdrawing member shall not be relieved of the obligation to pay any special assessment GICC has levied against members prior to the date of the notice of withdrawal.
- H. Suspensions.** GICC, by affirmative vote of two-thirds of its members present at any meeting at which a quorum exists and after advance notice to the member Representatives, may suspend, after investigation, any member:
1. For non-payment of its annual fee for a period of three (3) months from the due date;
 2. For ceasing to qualify for membership under this Protocol, including ceasing to be a member in good standing of GANA; or

3. For unauthorized activities or statements in the name or on behalf of GICC or any office or committee thereof.

Any member suspended for non-payment of annual fees may be reinstated, upon payment of all delinquent amounts, by a majority vote of GICC or of its Executive Committee.

IV. ANNUAL FEES.

- A. **Fees.** All members shall pay annual fees in such amounts as the membership of GICC shall determine from time to time except the amount of the fees shall be the same for all members within the same category of GANA membership but may differ from category to category (*e.g.* Alliance Members of GANA may be assessed more than Full Members of GANA) and except the GANA Divisional membership shall be exempt from any fees or special assessments applicable to other members. GICC shall fix the annual fees each year in a total amount estimated to be sufficient to meet GICC's projected annual operating budget for the next succeeding fiscal year as established by the membership. First-year fees for new members shall be prorated to exclude any quarter or quarters of the current fiscal year of GANA in which membership has not commenced, but the initial minimum membership commitment shall be for one full year. Annual fees shall, at the option of each member, be paid in a single installment or in four equal quarterly installments with each payment due within thirty (30) days after the billing date, which date shall be set by GICC.
- B. **Special Assessments.** GICC, by a two-thirds vote of its members, may assess members in such amounts in addition to annual fees as may be required for financing operations of GICC and for special projects that also have been approved by two-thirds vote of the members.

V. VOTING.

- A. **Members.** Each member shall be entitled to one vote on all matters submitted to GICC or its Executive Committee, to be cast by its designated Representative or designated alternate representative.
- B. **Proxies.** At any meeting of GICC, or any of its subcommittees or task groups, the vote of a member on any designated issue(s) may be cast by proxy by another designated Representative (or designated alternate representative) if the authorization to vote by proxy is confirmed in writing. No member may hold and vote more than two proxies at any one time. A valid proxy vote shall count towards the quorum requirements of V.C. below.
- C. **Quorum.** At a meeting of GICC, including by tele or web conferencing, a majority of the members present shall constitute a quorum, except as provided in V.E. and G. below. At any committee or task group meeting, the presence of a majority of the members of the committee or task group shall constitute a quorum. On mail and electronic ballots, a majority of the members of the GICC membership, committee, or task group returning ballots shall constitute a quorum, except as provided in V. F and H. below.
- D. **Balloting.** Except as otherwise specified in this Protocol, any matter requiring a vote may be submitted to the GICC membership, the Executive Committee, or a committee or task group on a mail, telephonic, or electronic (including email) ballot, provided:
 1. A minimum period of thirty (30) days is allowed from the date the ballots are mailed or otherwise transmitted for the ballots to be executed and returned or, in the case of a telephonic or electronic ballot, recorded. If notice thereof is given with the ballot, the 30-day voting period may be waived or reduced upon approval of two-thirds of the members entitled to vote; and
 2. Each ballot shall be phrased so as to record the vote either as to support, oppose, table, or abstain on a specific issue and shall have spaces for providing comments explaining the basis for such vote so recorded and, when applicable, for voting waiver or reduction of the 30-day voting period.
- E. **Majority Vote.** At all meetings, including those conducted by electronic means or tele or web conferencing, of GICC and subcommittees or task groups, a majority vote shall prevail, if a quorum is present or participates, except as otherwise specified in this Protocol. On mail ballots, a majority vote shall prevail, if a majority of the members returns executed (signed and dated) ballots within the prescribed time period,

except as otherwise specified in this Protocol. On mail ballots submitted only to the GICC membership, a majority of the members voting shall prevail except as provided in V.F. and H.

- F. Consensus Vote.** With respect to all votes taken to determine whether GICC should support or oppose a proposed change in a model building code or industry standard (*e.g.* ASHRAE 90.1) or to resolve any other matter on which the GICC membership determines by majority vote that an industry position is required, a consensus vote shall prevail. A consensus position shall be either to approve, oppose, or table a proposed change and shall be reached by vote of three-quarters of the members attending a GICC meeting or returning mail or electronic ballots within the time specified, or responding during telephone conference calls or web conferences, except as specified in V.H. below, if at least seventy-five (75) percent of the members attend the meeting, return ballots, or otherwise participate in the voting, as appropriate. A vote requiring consensus may be taken by mail or electronic ballot only if the subject matter of the vote has been discussed and debated during a prior meeting, either in person or by tele or web conferencing, of GICC, except as provided in V.H. below.
- G. Abstentions.** Votes to abstain cast at meetings or by mail, tele or web conferencing, or electronic ballot shall be included in determining whether, as appropriate, a quorum is present and a majority returned timely executed ballots. Except as specified in V.H. below, up to twenty-five (25) percent of the eligible members present or returning a ballot may vote to abstain without counting those votes as for approval, opposition, or tabling. Those abstention votes in excess of twenty-five (25) percent shall count as votes cast, recorded as abstentions.
- H. First Ballot Votes.** With respect to all mail, telephonic, and electronic ballots seeking to establish industry consensus positions by consensus vote as provided in V.F. above without a meeting of the members, including by tele or web conferencing, on issues the membership has not discussed or debated at prior meetings of GICC, such consensus positions may be reached on the basis of the first ballot taken only if ninety percent (90%) of the members returning the first ballots vote for the same position on the proposition at issue and further provided ninety (90) percent of the members return ballots within the time specified
- I. Changing Votes.** Votes cast at meetings, by telephone, and by mail or electronic ballot may not be changed once cast except as provided below:

 - 1. Mail ballot votes may be changed up to the time designated for the voting period;
 - 2. Meeting votes may be changed at the meeting (including during tele or web conferencing) at any time prior to the point in the agenda at which the members take up a new topic, unless a subsequent vote change is authorized by unanimous consent of the members, excluding abstentions; or
 - 3. A motion has been made and approved by two-thirds of the members present or participating to reconsider a prior vote.

VI. GOVERNANCE.

- A. Management.** The management of GICC shall be vested in the designated Representatives of the members and, between meetings of the members, in the GICC Executive Committee. Each member's designated Representative shall serve on GICC on its behalf in accordance with III.D.. A designated alternate representative shall serve as a member's representative on GICC in the absence or unavailability of its Representative. A change in method, consist, or criteria for GICC management may be made by amendment to the Protocol of GICC.
- B. Duties of the Representatives.** The designated Representatives of the members shall have overall responsibility for managing the affairs of GICC. They shall determine GICC policy, set the annual operating budget of GICC, fix the annual fees, and perform such other duties as may be imposed specifically upon them under the GICC Protocol and as may be necessary from time to time to carry out the spirit and intent of the objectives of GICC. The designated Representatives shall select and employ or retain one or more code consultants, general counsel, and such other persons as may be necessary to carry out the activities and objectives of GICC. In the event it becomes necessary to expend funds in excess of the total amount of the

approved budget for general GICC purposes, the designated Representatives may authorize such expenditure at any GICC meeting by vote of two-thirds of the Representatives present at the meeting.

- C. **Chair of GICC.** The President of GICC shall also serve as Chair of GICC. The Chair shall preside at all meetings of GICC, shall have general charge and supervision of the operations and activities of GICC, shall report to the GANA Board of Directors on behalf of GICC, and shall carry out such activities as may be necessary or desirable to further the purposes of the Protocol. He or she shall perform such other duties as may be assigned from time-to-time by the designated Representatives. The Chair shall, immediately after his or her election, appoint or reappoint all members and chairs of the standing and *ad hoc* subcommittees, except the Executive Committee, and task groups of GICC and serve as a member *ex-officio* of each such subcommittee or task group. He or she shall create such additional subcommittees or task groups as he or she may deem necessary from time to time.
- D. **Vice Chair of GICC.** The Vice-President of GICC shall also serve as Vice Chair of GICC. The Vice Chair shall perform such duties as are imposed upon him or her in this Protocol and such other duties as may be assigned from time to time by the designated Representatives and the Chair. In the temporary absence or disability of the Chair, the Vice Chair shall have the powers and duties of the Chair.

VII. OFFICERS. The officers of GICC shall be a President, Vice-President, and a Secretary-Treasurer, who must be designated Representatives of members of GICC.

- A. **President.** The President shall serve as Chair of GICC and shall exercise those functions and assume those duties prescribed for the Chair by this Protocol.
- B. **Vice-President.** The Vice-President shall serve as Vice Chair of GICC, and, in the absence of the President or, in case of his or her inability to act, the Vice-President shall act in his or her stead and with his or her powers.
- C. **Secretary-Treasurer.** The Secretary-Treasurer shall have custody of or access to the minutes of all meetings of GICC and its subcommittees and task groups, the reports prepared by the Executive Director of GANA and the Code Consultant(s), the executed ballots and summaries thereof, and the account books and financial records of GICC. He or she shall submit a report of the financial condition of GICC at each meeting of GICC and at such other times as requested by the designated Representatives or the Executive Committee of GICC. The Secretary-Treasurer shall have custody of the funds and securities of GICC subject to the requirements and direction of the designated Representatives and in accordance with this Protocol. The Secretary-Treasurer may delegate to the President of GICC or the Executive Director of GANA any or all of his or her duties.
- D. **Election of Officers.** Officers shall be elected and take office at a regular meeting of GICC. Thirty (30) days prior to such meeting, a Nominating Committee, consisting of the President, Vice-President, Secretary-Treasurer, and the Immediate Past President, shall nominate from among the designated Representatives at least one nominee for the offices of President, Vice-President, and Secretary-Treasurer. In addition, the President, serving as Chair at such meeting of GICC, shall call for nominations from the floor, and any designated Representative may present a nomination from the floor of a Representative for any office or vacancy. The individuals accepting their nominations and receiving the highest number of votes on the first secret ballot for each office or vacancy shall be declared elected.
- E. **Term of Office.** Officers of GICC shall serve for a period of two (2) years or until their successors are duly elected and qualified.
- F. **Successive Terms.** The President and Vice-President may not serve in the same capacity for more than two (2) successive two-year terms.
- G. **Vacancies.** Vacancies in the offices of Vice-President and Secretary-Treasurer occurring during the year shall be filled for the unexpired terms by appointment of designated Representatives.

VIII. COMMITTEES.

- A. **Executive Committee.** The Executive Committee shall be comprised of the current Officers of GICC, the Immediate Past President of GICC, and the Technical Director of GANA serving on GICC as the designated Representative of the GANA Divisions. The Executive Committee shall act for and on behalf of the designated Representatives between meetings of GICC, except it may not make policy or take positions requiring consensus votes under V.F. of this Protocol, and shall apprise the designated Representatives of the actions it has taken prior to or at the next GICC meeting, presenting a summary of those actions for discussion and ratification by GICC.
- B. **Subcommittees.** The Chair of GICC shall appoint such other subcommittees or task groups as he or she deems advisable for the proper functioning of GICC or to carry out its objectives.

IX. MEETINGS.

- A. **Meetings of Members.** Members of GICC shall meet at least twice a year for the purpose of developing consensus positions on code proposals and standards, electing officers, and conducting such other business as may be properly raised at such meetings. Members of GANA that are not members of GICC may attend and participate (but not vote) in these meetings to the extent permitted in III.F. and subject to the limitations imposed in IX.C. below. Non-members of GANA may attend as guests to make special presentations at the request of or with the approval of the Chair and upon advance notice to the members of GICC as reflected in the agenda distributed for that meeting. The date and place of such meetings and the method of meeting (*i.e.*, in person or by web conference) shall be fixed each year by the designated Representatives. Notice of the time, place, and agenda of such meetings shall be given to all members at least thirty (30) days in advance of the date of each meeting.
- B. **Special Meetings.** Special meetings of the members or any subcommittee or task group may be called at any time by the Chair of GICC, the subcommittee, or task group or by a majority of the members. Special meetings may be convened by conference call or web conference. Notice information shall be given as provided in IX.A. above, and the notice must be at least ten (10) days in advance, except for teleconference meetings, which may be convened on shorter notice, but not less than forty-eight (48) hours' notice.
- C. **Meeting Participation.** The Chair, in his or her discretion, may open any portion of the GICC meetings to non-members of GICC to address the members on matters of interest to GICC. Likewise, the Chair may close any portion of the GICC meetings to non-members of GICC. Only those persons recorded as the designated Representatives or designated alternate representatives of members shall be permitted in closed portions of the meetings.
- D. **Waiver of Notice.** Any GICC meeting may be held without notice or upon less than the prescribed notice by written, telephonic, or electronically transmitted waiver of such notice signed or transmitted by every member entitled to such notice.
- E. **Agenda.** Agenda of all meetings of GICC and its subcommittees or task groups shall be prepared by the Executive Director of GANA, when appropriate in consultation with the code consultant(s), reviewed by GICC counsel, and distributed to all designated Representatives, designated alternate representatives, and subcommittee/ task group members prior to such meetings, at least two (2) weeks prior to those meetings when possible.
- F. **Minutes.** Minutes of all GICC meetings shall be prepared and kept by the Executive Director of GANA, reviewed by GICC counsel, and then distributed to all designated Representatives and their designated alternates as promptly as possible thereafter and maintained in the custody of, or posted on the members-only section of the GICC website by, the Secretary-Treasurer. Minutes of all meetings of subcommittees and task groups of GICC shall be prepared and kept by the subcommittee and task group chairs, reviewed by GICC counsel, and then distributed to the subcommittee and task group members and maintained in the custody of the Secretary-Treasurer. The Secretary-Treasurer may delegate its minutes record-keeping responsibilities to the Executive Director of GANA.

- G. Amendments.** This Protocol may be amended by a two-thirds vote of the members of GICC on mail ballot or at any meeting of the members if notice of the proposed amendment is included in the notice of the membership meeting. The amended Protocol may not become effective until submitted to and approved by the Board of Directors of GANA.