



Representing Household & Institutional Products

Aerosol - Air Care - Cleaners - Polishes  
Automotive Care - Antimicrobial - Pest Management

## BY-LAWS

Adopted  
December 11, 1969

As amended  
May 19, 1970  
September 16, 1970  
May 16, 1977  
June 1, 1986  
December 5, 1994  
April 29, 1997  
June 15, 2000  
September 12, 2000  
November 7, 2000  
January 19, 2001  
May 23, 2001  
November 30, 2001  
December 9, 2002  
November 14, 2003  
November 27, 2006  
**February 14, 2011**

**CONSUMER SPECIALTY PRODUCTS ASSOCIATION, INC.**  
**Serving makers of formulated products for home and commercial use since 1914.**

900 17th Street NW #300  
Washington, DC 20006

Incorporated  
November 2, 1914

## ARTICLE I

*Section 1.* The name of this Association shall be "Consumer Specialty Products Association, Inc." The tag line shall be "Serving makers of formulated products for home and commercial use since 1914."

*Section 2.* The Association shall be organized as a non-profit corporation. All Association activity shall be undertaken by the Association in its corporate capacity and all financial obligations will be assumed by the Association.

## ARTICLE II TERMS

*Section 1. Association.* The term "Association" shall refer to the Consumer Specialty Products Association, Inc.

*Section 2. Consumer Specialty Products.* The term "consumer specialty products" shall refer to products formulated from basic chemicals or chemical compounds and used without further processing by household, commercial, institutional and industrial consumers for specific and specialized purposes. The word "specialty" distinguishes these end-use products from the basic chemicals and chemical compounds from which they are made.

These products, categorized by Association division, are:

Aerosol Products -- products in self-dispensing containers or mechanically operated spray systems.

Air Care Products -- products designed to enhance or condition the indoor environment by eliminating unpleasant odors, freshening the air, or removing airborne particles.

Antimicrobial Products -- products designed to control or eliminate microbes in any environment.

Cleaning Products -- products designed to clean or aid the cleaning of surfaces, fabrics, articles, or other media.

Industrial and Automotive Products -- products designed to aid the operation or maintenance of industrial equipment or facilities, or designed to aid the appearance or maintenance of motor vehicles.

Pest Management Products -- nonagricultural pest management products other than solely antimicrobial products.

Polishes and Floor Maintenance Products -- products designed to polish, protect, or maintain furniture, floors, metal, leather, or other surfaces.

## ARTICLE III OBJECTIVES

The objectives of the Association shall be to promote the use of consumer specialty products and the mutual interests of persons who are engaged in, or allied with, the production or marketing of consumer specialty products. These objectives may be carried out by:

- (1) Sponsoring scientific research relating to consumer specialty products;
- (2) Promoting the use of consumer specialty products through public education programs;
- (3) Seeking uniformity in both regulations and legislation of the safe and effective use of consumer specialty products;
- (4) Collecting and disseminating statistical, economic or other information relating to the use of consumer specialty products; or
- (5) Engaging in any other lawful method of cooperative activity.

## ARTICLE IV MEMBERSHIP

*Section 1. Types of Membership.* Membership in the Association shall consist of the following types:

- (1) Regular Membership
- (2) Associate Membership
- (3) CCSPA Membership

*Section 2. Regular Membership.* Any individual, corporation, partnership, or other type of business entity which is primarily engaged in the business of:

- (1) manufacturing, processing, packaging, distributing or marketing consumer specialty products, or
- (2) supplying ingredients, equipment, devices, containers, or other materials which are used in manufacturing, processing, packaging or distributing consumer specialty products

is eligible for Regular Membership, provided such individual or entity sells or arranges for the sale of consumer specialty products or related supplies in the United States.

*Section 3. Associate Membership.* Any individual who shall have rendered distinguished service to the Association or to the industry and been elected as an Honorary Member, or any individual, corporation, partnership, or other type of business entity which is primarily engaged in:

- (1) Any business specified in Section 2 above and not affiliated with an individual, corporation, partnership, or other business entity eligible to become, but currently not, a Regular Member of the Association and which does not sell or arrange for the sale of consumer specialty products or related supplies or services in the United States, or
  - (2) Consulting services, laboratory services, legal services, poison-control services, sales/marketing services, or other services directly related to developing, manufacturing, processing, packaging, distributing or marketing consumer specialty products,
- is eligible for Associate Membership.

*Section 4. CCSPA Membership.* The Canadian Consumer Specialty Products Association (and its successors) is eligible for CCSPA Membership in the Association.

*Section 5. Rights and Obligations of All Members.*

- (1) Membership in the Association shall entitle the Member, or its representatives, to participate in the activities of the Association or of its various divisions, subject to the provisions of these By-Laws. A Member may be represented in various phases of the Association activities by such representative or representatives as the Member may choose, subject to such qualifications as may be imposed from time to time by the Board of Directors.
- (2) Not more than one representative of any Member shall be entitled to vote on the same questions, or at the same time to serve on the same Division Executive Board. If any vacancy on a Division Executive Board arises because of conflict with this By-Law, it shall be filled by the Board of Directors in accordance with Article VII, Section 2, of these By-Laws.

*Section 6. Rights and Obligations of Regular Members.* Regular Members shall enjoy those privileges of Membership as determined by the Board of Directors except that:

(1) No representative of any Regular Member shall be eligible for selection or to serve as (a) an officer for a term during which another representative of the same Member will serve as an officer, (b) a Director to serve for a term during which another representative of the same Member will serve on the Board, or (c) a Division Chairman for the same term during which another representative of the same Member will serve either as Chairman of another Division or as an elected Director.

(2) Not more than one representative of any Regular Member shall be entitled to vote on the same questions or at the same time to be a Director. If any vacancy on the Board of Directors arises because of conflict with this By-Law, it shall be filled by the Board in accordance with Article VII, Section 2, of these By-Laws.

*Section 7. Rights and Obligations of Associate Members.* Associate Members shall enjoy those privileges of Membership as determined by the Board of Directors except the right to: (1) hold office or to serve on the Board of Directors, (2) serve as Chairman or Vice Chairman of any Division Executive Boards, (3) serve as Chairman or Vice Chairman of any of the Association's standing or special general committees or subdivisions thereof; or (4), as may be determined by the Chairman of the Board in accordance with Article XIII of these By-Laws, serve on a specified Division committee, or standing or special general committee or subdivision thereof.

*Section 8. Election to Membership.* An application for Membership must be made on the printed form supplied by the Association and be duly signed by the applicant or an authorized agent of the applicant. Each application for Membership must be accompanied by the dues for that year which amount, in the event of rejection, shall be returned to the applicant. The President shall report to the Board of Directors the names of applicants which have complied with the foregoing provision. Upon an affirmative vote of a majority of the Board of Directors, the applicant shall be elected to Membership, provided that election as an Honorary Member shall be made by a majority of the voting Members present at the meeting at which such election is composed and that the name and record of distinguished service of the applicant shall be made known in writing by the Secretary to all Members of the Association at least two weeks in advance of that meeting.

*Section 9. Termination of Membership.* Termination of Membership occurs:

- (1) By resignation of the Member, or
- (2) By affirmative action of a majority of the Board of Directors following non-payment of dues for a period of 60 days after the dues becomes payable, or because of a determination that the Member is no longer eligible under these By-Laws.

## ARTICLE V OFFICERS

*Section 1. Designation of Officers.* The officers of the Association shall be:

A Chairman of the Board, a First Vice Chairman and a Second Vice Chairman of the Board, and a Treasurer, each of whom shall be elected by the Members from among the active Membership for a term of one year and thereafter until their successors are duly elected and qualified; and

A President and a Secretary, each of whom shall be appointed by the Board of Directors to serve for such terms as it may designate, not to exceed three years. The President and the Secretary shall be full-time employees of the Association.

In addition, the Board in its discretion may appoint an Assistant Secretary and an Assistant Treasurer to serve for such terms as it may designate, not to exceed three years. The Board of Directors may in its discretion reappoint the President, Secretary, Assistant Secretary and Assistant Treasurer for such additional terms as it sees fit.

*Section 2. Chairman of the Board.* The Chairman of the Board shall preside at meetings of the Membership and of the Board of Directors. He/she shall be a member of all committees, except the Nominating Committee appointed pursuant to Article VII, Section 1 of these By-Laws. He/she may sign, with the President or any other proper officers of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-Laws, or by statute, to some other officer or agent of the Association. He/she shall perform such other duties as may be prescribed by the Board of Directors from time to time.

*Section 3. Vice Chairmen of the Board.* The First Vice Chairman of the Board shall succeed the Chairman and the Second Vice Chairman shall succeed the First Vice Chairman in the event of vacancies in these offices. The Vice Chairmen shall assist the Chairman and, in the absence of the Chairman from any meeting, shall, in the order of seniority unless otherwise designated by the Chairman, act for and discharge the necessary duties of the Chairman.

*Section 4. President.* The President and Chief Executive Officer, shall direct the activities of the Association staff, shall have responsibility for general supervision and administration of the executive offices and execute the policies adopted by the Board of Directors, and shall perform such other duties as may be assigned to him/her by the Chairman of the Board of Directors. He/she shall prepare annually a report of the Association's activities to be presented to the Membership. The President shall cause to be deposited all monies and securities of the Association in appropriate depositories, shall sign checks and approve disbursements and in general manage the daily financial affairs of the Association, and shall periodically consult with the Treasurer on these activities. Further, he/she shall report on these financial affairs of the Association to the Executive and Finance Committee on a quarterly basis. The Association shall obtain a security bond for the President assuring the faithful discharge of these duties.

*Section 5. Secretary.* The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Association; and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the Members of the Association and of their addresses; and in general perform all duties incident to the office.

*Section 6. Treasurer.* The Treasurer, with the advice and consent of the Finance Subcommittee of the Executive and Finance Committee, shall be responsible for assuring that the investment policies of the Association as determined by the Board of Directors are executed. The Treasurer shall cause to be prepared and submitted to the Executive and Finance Committee a quarterly report on the status of the Association's investments and, to the Members, an audited Annual Report of the financial condition of the Association and, in general, perform all the duties determined to be incident to the Office of Treasurer and such other duties as may from time to time be assigned to him/her by the Chairman or the Board of Directors. The Association shall obtain a security bond for the Treasurer assuring the faithful discharge of these duties.

*Section 7. Assistant Secretary and Assistant Treasurer.* The Board of Directors may prescribe the duties of an Assistant Secretary and an Assistant Treasurer, each of whom shall hold office at the pleasure of the Board of Directors.

## ARTICLE VI BOARD OF DIRECTORS

*Section 1. Composition.* The Board of Directors shall represent the diversity of businesses comprising the Association Membership and be composed of the following:

- (1) The Chairman of the Board, the First and the Second Vice-Chairmen, the President, the Treasurer, and each Division Chairman;
- (2) Each retiring Chairman of the Board immediately following the termination of his/her term as Chairman, until there is a successor;
- (3) Twenty-four Directors elected at large by the Association from among its Membership for terms of three years in such a manner that the term of eight of said twenty-four Directors shall expire each year; and
- (4) One additional Director appointed by the CCSPA from among its officers or directors for a term of one year.

*Section 2. Qualifications.* Each Director shall set policy for his/her business entity, be willing and able to provide strategic thinking as to the direction of the Association, and be in a position to commit the financial resources and personnel of his/her business entity in support of the Association's strategic plan. Each Director shall provide information regarding any potential conflicts of interest to the Secretary on a disclosure form prior to election to the Board of Directors and shall update the form as necessary.

*Section 3. Function of the Board of Directors.* The Board of Directors shall direct the affairs of the Association and shall control its property. The action and authority of all officers, Division Chairmen, Division Vice Chairmen, and all committees shall be subject to the supervision and control of the Board of Directors.

*Section 4. Executive and Finance Committee.* There shall be a committee of the Board of Directors to be designated the Executive and Finance Committee, consisting of the Chairman of the Board, who shall serve as Chairman, the First Vice Chairman of the Board, the Second Vice Chairman of the Board, the President, the Treasurer and four others to be appointed by the Chairman from among the Board of Directors. There shall be such subcommittees as the Chairman shall appoint. Members of the subcommittees need not be members of the Executive and Finance Committee or the Board of Directors. The Executive and Finance Committee is empowered to act for the Board of Directors when it is not in session.

*Section 5. Meetings.* The Board of Directors shall hold at least three regular meetings at the call of the Chairman. Special meetings may be called at any time by the Chairman and shall be called by the Secretary at the request of five Directors. Such requests for a special meeting must be in writing to the Secretary and shall state the purpose and designate a proposed time and place for such meeting. At least two weeks notice of all regular Board of Directors meetings and at least five days notice of special meetings shall be sent to all Directors by the Secretary. The Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment by which all Directors participating in the meeting can hear each other at the same time, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

*Section 6. Quorum.* A majority of the Board of Directors shall constitute a quorum at any meeting thereof and shall be empowered to transact all business.

*Section 7. Action by Unanimous Written Consent.* Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent to such action is sent to all Directors, approved by all Directors, and filed with the minutes of the proceedings of the next meeting of the Board.

## ARTICLE VII ELECTION OF OFFICERS AND BOARD OF DIRECTORS

*Section 1. Election of Chairman, Vice-Chairmen, Treasurer, and Members of Board of Directors.* The Chairman of the Board each year shall appoint a Nominating Committee consisting of five members. This Committee shall nominate a candidate for each office except President and Secretary and for each directorate (except for that to be filled by the CCSPA) which, in accordance with these By-Laws, is to be filled at the next Annual Meeting of the Association. Said nominations shall be reported to the full Membership through the Executive Office of the Association at least two weeks prior to said Annual Meeting. At the first general session of the Annual Meeting, each such office and directorate (except for that to be filled by the CCSPA) which in accordance with these By-Laws is to be filled, shall be filled by election of the person nominated by the Nominating Committee for each such office or directorate or by election or any other eligible Member who may be nominated from the open floor. The CCSPA shall appoint one of its officers or directors to serve on the Board of Directors of the Association no later than October 1 of each year. The persons so elected or appointed shall take office at the conclusion of the Annual Meeting at which they are elected.

*Section 2. Vacancies.* The Board of Directors may fill by interim appointment any office, directorate, Division Chairmanship, Division Vice Chairmanship or membership on a Division Executive Board which may become vacant during the period between Annual Meetings of the Association, and which is not filled automatically by succession under these By-Laws, such interim appointment to expire when a successor is duly elected and takes office in accordance with the provisions of Section 1 of this Article.

## ARTICLE VIII DIVISIONS

*Section 1. Divisions.* The Association shall be divided into the following divisions: (1) Aerosol Products Division, (2) Air Care Division, (3) Antimicrobial Products Division, (4) Cleaning Products Division, (5) Industrial & Automotive Specialty Chemicals Division, (6) Pest Management Products Division, (7) Polishes & Floor Maintenance Division, and such other divisions as may be added pursuant to Section 4 of this Article.

*Section 2. Designation of Division.* Membership in the Association shall entitle the Member to attend the meetings and, in accordance with the provisions of these By-Laws, participate in the activities of the Association and any one or more of the Divisions of the Association. Each Member shall designate the Division or Divisions in which it wishes to be enrolled.

*Section 3. Direction of Divisions.* The activities of each Division shall be directed, subject to the authority and control of the Board of Directors, by a Division Executive Board composed of a Division Chairman, a Division First Vice Chairman, a Division Second Vice Chairman, and no fewer than three, and no more than thirteen, additional members elected pursuant to Article X, Section 1 of these By-Laws. The actual number of additional Division Board members shall be determined by the members of the Division at the Annual Meeting of the Association.

*Section 4. New Divisions.* New divisions may be added, or existing divisions may be dissolved, by adoption of a resolution by a vote of not less than two-thirds of the Members voting at a duly constituted meeting of the Association, provided that such resolution has previously been approved by a two-thirds vote of the Board of Directors and a copy of such resolution sent to the Membership at least two weeks prior to such meeting. In addition, new divisions may be added, or existing divisions may be dissolved, by adoption of a resolution by the affirmative vote of a majority of all Members by written ballot conveyed by mail, provided that such resolution shall have been approved by a two-thirds vote of the Board of Directors and notice of such resolution together with the text thereof mailed to each Member of the Association.

*Section 5. Change of Name.* The Board of Directors shall have authority to change the name of the various divisions in order to better describe the functions of the divisions.

## ARTICLE IX DIVISION CHAIRMAN

*Section 1. Duties of Division Chairman.* The Division Chairman, or in his/her absence or by his/her delegation, the Division First Vice Chairman or the Second Vice Chairman, shall preside over all meetings of his/her Division. He/she shall be a member of all committees of his/her Division. The Division Chairman shall maintain close liaison with the work of or pertaining to his/her Division, shall represent his/her Division's interests in actions and positions before the Board of Directors, and shall serve as an advisor to and report thereon to the Board of Directors and to the Executive Board of his/her Division. He/she shall, in handling the administrative work of or pertaining to his/her Division, work directly with the President.

*Section 2. Meetings of Division Executive Boards.* Each Division Chairman shall call a meeting of the Division Executive Board to coincide with the regular meetings of the Association, held twice annually. In addition, he/she shall call such special meetings as are, in his/her opinion, required, or as are requested by not less than two members of said Board. A quorum of each Division Executive Board shall consist of a majority of the members of the Board. At least two weeks notice of all regular Division Executive Board meetings, and at least five days notice of special meetings, shall be sent to the members of the Board and to the Secretary along with the order of business for said meetings.

*Section 3. Attendance at Board Meetings.* The Division Chairman shall attend all regular and special meetings of the Board and report on the work of his/her Division. In the event that any Division Chairman is unable to attend any meeting of the Board of Directors, he/she may delegate either of the Division Vice Chairmen to report in his/her stead. However, a Division Vice Chairman so attending shall not have the voting privileges of the Division Chairman.

## ARTICLE X ELECTION OF DIVISION CHAIRMAN, VICE CHAIRMEN, AND EXECUTIVE BOARD

*Section 1. Nomination and Election.* At each Mid-Year Meeting, or as soon thereafter as is possible, the Chairman of each Division Executive Board shall appoint a Nominating Committee, consisting of a minimum of three representatives from the Division. This Committee shall nominate a candidate for the Chairmanship and the Vice Chairmanships of the Division Executive Board, who shall have exhibited leadership and consensus-building qualities within the Division, and not fewer than three, but no more than thirteen, other memberships on the Division Executive Board for the yearly term to begin at the conclusion of the next Annual Meeting of the Association. The nominations of this Committee shall be reported to the full Membership through the Executive Office of the Association at least two weeks prior to the Annual Meeting next following the appointment of the Committee. At the first session of each Division at said meeting, the Division Chairmanship, Division Vice Chairmanships, and the other memberships on the Division Executive Board shall be filled by the members of the Division by election of the persons nominated by the Division Nominating Committee or such other eligible persons who may be nominated from the open floor. The term of office of these elected Division Chairmen, Division Vice Chairmen, and other members of the Division Executive Boards shall begin at the conclusion of the Annual Meeting.

*Section 2. Vacancies.* The Division First Vice Chairman or, if unable to serve, then the Division Second Vice Chairman shall, subject to the restrictions of Article IV, Section 6, succeed the Division Chairman in the event of vacancy in that office. The Board of Directors, pursuant to Article VII, Section 2, of these By-Laws shall fill any vacancies in the office of Division Vice Chairman or membership on Division Executive Boards.

## ARTICLE XI ASSOCIATION MEETINGS

*Section 1. Regular Meetings.* Regular meetings of the Association shall be held twice annually. Written notice of such meeting shall be sent to each Member of the Association at least two weeks prior to the holding thereof. The Board of Directors may, to meet emergency conditions, postpone or cancel any regular meeting.

*Section 2. Special Meetings.* Upon authorization of a majority of the Board of Directors or the written request of not less than twenty-five Members of the Association, the Secretary shall call a special meeting of the Association. The notice of the Secretary shall state the purpose for which the special meeting is called and no other business shall be transacted. Written notice of such meeting shall be sent to each Member of the Association at least two weeks prior to the date of the meeting.

*Section 3. Order of Business.* At all meetings of the Association, the order of business shall be submitted to the Association at least two weeks prior to the date of the meeting.

*Section 4. Quorum.* One-third of the total number of Members in good standing on the Association rolls shall constitute a quorum at any meeting of the Association.

## ARTICLE XII DUES

The Board of Directors of the Association shall determine the dues structure of its Members and the time at which these dues shall be paid. Dues for all Regular Members shall be based on consumer specialty product-related sales in the United States, although different dues schedules may be established for different types of businesses. Honorary Members shall be exempt from dues.

## ARTICLE XIII COMMITTEES

*Section 1. Standing General Committees.* In addition to the Committees elsewhere specified in these By-Laws, the Board of Directors shall have authority to create additional standing general committees or to abolish any of those created.

*Section 2. Special Committees.* The Chairman of the Board shall be authorized to create such special committees which, in his/her opinion, are necessary.

*Section 3. Standing Division Committees.* There shall be a standing Scientific Committee within each Division to be appointed by the Division Chairman with the approval of the Chairman of the Board.

*Section 4. Appointment of General Committees.* The Chairman of the Board shall be authorized to appoint the membership of all standing or special general committees, unless a different method of appointment is specified in these By-Laws or in the action taken by the Board of Directors in creating a particular committee.

*Section 5. Appointment of Standing and Special Division Committees.* The Division Chairman, with the approval of the Chairman of the Board, shall appoint the members of each standing division committee. He/she shall appoint and define the duties of any special division committee created by him/her or terminate, at his/her discretion, the work of any special committee.

## ARTICLE XIV RULES OF ORDER

Meetings of the Association and of the Board of Directors shall be conducted according to "Robert's Rules of Order Revised," when not inconsistent with these By-Laws.

## ARTICLE XV AMENDMENT OF BY-LAWS

Amendments to these By-Laws may be made by the affirmative vote of not less than two-thirds of the Members present at any meeting of the Association, provided that written notice of the proposed amendment together with the text thereof shall have been approved by the Board of Directors and mailed by the Secretary to each Member of the Association at least two weeks prior to the meeting at which it is proposed to consider the same. Amendments to these By-Laws also may be made by the affirmative vote of a majority of all Members by written ballot conveyed by mail, provided that notice of the proposed amendment together with the text thereof shall have been approved by the Board of Directors and mailed to each Member of the Association.