

TEXAS GLASS ASSOCIATION

ARTICLE I NAME

The name of this Association shall be the Texas Glass Association, a chapter of the National Glass Association, incorporated independently as an IRS 501(c)(6) trade association and as a nonprofit entity under state laws.

ARTICLE II OBJECTIVES

The objectives of this Association shall be:

- (a) To support, maintain and improve the automotive and architectural glass installation industry.
- (b) To advance public knowledge and use of automotive and architectural glass products.
- (c) To promote high standards of ethical conduct in the business of Texas glass industry.
- (d) To provide for civic and community service.
- (e) To foster the development of friendships.
- (f) To increase the knowledge of members in the principles and practices of business and specifically glass installation.

The policies and activities of the Association shall not be such as will result in any agreement, understanding, combination or any other form of concerted action to limit production, fix prices, suppress competition or in any other manner restrain trade or commerce or to monopolize or, attempt to monopolize trade or commerce or any other act or acts which are in contravention of the law or good business practice.

ARTICLE: III MEMBERSHIP

SECTION 1. Membership Types and Structure

1.1 Types of Membership:

There shall be two (2) classes of membership in this Association, Regular and Associate.

1.2 Structure

In the Regular membership category, membership in the Association is in the name of the firm/corporation. Each member-firm shall designate one individual to act as the member-firm's primary representative

In the Associate category, membership in the Association may be in the name of the firm/corporation or an Individual.

SECTION 2. Regular Membership

2.1 Qualifications

A Regular member is defined as any firm or corporation who is: (a) engaged in the sale, installation, replacement, or repair of glass products, including but not restricted to architectural glass, auto glass, mirrors and leaded glass; or b) conducting business as a glazing contractor.

A Regular member must maintain glass industry equipment, products or supplies, have an established commercial location where business is transacted, maintain proper books of accounts and records, and be duly registered where required by law.

2.2 Benefits and Privileges

Regular members are eligible to receive all published benefits and services available through the Association. Primary company representatives from member-firms in good standing are eligible to hold elective office within the Association.

2.3 Voting

Regular members are limited to one vote per member-firm; votes shall be cast by the primary contact designated by the member.

SECTION 3. Associate Membership

3.1 Qualifications

An Associate member is defined as any individual, firm or corporation engaged in the distribution, manufacture, and/or fabrication of glass products or involved in an industry/business closely allied to the glass products industry and which does not qualify for Regular membership.

3.2 Benefits and Privileges

Associate members are eligible to receive all published benefits and services available through the Association unless determined otherwise by the Board of Directors. Primary company representatives from Associate member-firms in good standing are eligible to serve as the Associate Representative on the Board of Directors.

3.3 Voting

Associate members are limited to one vote per member-firm; votes shall be cast by the primary contact designated by the member-firm.

SECTION 4. Membership Removal

Any member failing to conform to the provisions of these bylaws or to commonly accepted standards of conduct and against whom such charges are sustained after due and proper hearing before the Board of Directors, may have his/her membership

suspended or revoked by action of the Board of Directors. In such a case a vote of two-thirds (2/3) of the Board of Directors shall be necessary to sustain the charges. No dues shall be refunded to any member whose membership is suspended, revoked, or terminated for any reason.

SECTION 5. Membership Dues and Assessments

5.1 Annual Dues

Annual membership dues and fees shall be established by the Board of Directors. The membership year shall run January 1st to December 31st each year.,

5.2 Payments

Dues are payable one year in advance of membership. Dues for new membership shall be prorated quarterly the first year in order to be aligned with the physical year and TGA's dues cycle, which is January 1 through December 31.

5.3 Special Assessments

The Board of Directors may levy a special assessment on the membership by affirmative vote of three-fourths (3/4) of board members present and eligible to vote at a board meeting. Assessments can be levied to discharge Association obligations, special projects or in case of hardships.

5.4 Arrears

Members who fail to pay the prescribed dues or assessments within sixty (60) days from the time they are payable shall have their membership terminated.

ARTICLE IV BOARD OF DIRECTORS

SECTION I, Structure

The property, affairs, business, and concerns of the Association shall be vested in the Board of Directors. They shall determine the policies and activities of this Association, advice, and consent of its committees and task forces; coordinate its meetings and activities, and actively prosecute its objectives and supervise its regulations and may, in the execution of the powers granted, delegate certain of its authority to others.

SECTION 2. Makeup and Term of Office

2.1 Number

The Board of Directors shall consist of up to 15 members including up to 6 regional representatives; up to 3 at large representatives and up to 4 associate members. All representatives to the board must be members in good standing of the TGA. (changed 11/18/06)

2.2 Regional Representation

Each recognized division of the Texas Glass Association will receive one seat on the Board of Directors, plus the current President (or his proxy) of each division or region shall have one seat on the Board of Directors. This gives each division at least 2 representatives. At large members represent all areas of the state and great effort should be made to nominate and elect at large representation. (changed 12/10/03)

2.3 Terms

All board members will serve a term of two (2) years; except for division president who will serve for the length of their term. Terms will be longer if a member is elected to the position of President Elect, President, and then immediate Past President. (changed 12/10/03)

2.4 Term Limitations

No director shall serve more than four consecutive years without a minimum one (1) year lapse between terms. Completing an unexpired term of office prior to serving two (2) full terms does not count against this limitation.

SECTION 3. Nominations and Elections

3.1 Date of Election

The official date of election of Board members is December 10.

3.2 Eligibility

Any active member in good standing shall be eligible for nomination and election as a director. Directors shall be limited to no more than one person from any single company, family, firm, branch office, affiliated firm, corporation, or any other business entity, related or of the same ownership, serving together or simultaneously.

3.3 Nominating Committee

A Nominating Committee of no fewer than three active members appointed by the President shall prepare a slate of one or more nominees for each vacant or expiring At-Large board seat at least 45 days prior to the official date of election. The Immediate Past President shall serve as chairman of the Nominating Committee.

3.4 Nomination by Petition

No less than 90 days before the official date of the election, the Board shall solicit nominations for the Board from the general membership. Nominations from the membership should be forwarded to the Chairman of the Nominating Committee at least 60 days prior to the official date of election.

3.5 Prior Acceptance by Candidate Required

The Nominating Committee, board, or petitioning members shall obtain prior written acceptance to be nominated from any candidate nominated by them.

3.6 Means of Election

At large directors (as required by their term) shall be elected annually by the membership by means of a written ballot mailed to each member eligible to vote as herein set forth. Ballots are to be mailed no later than 30 days prior to the official date of election. Return ballots are due no later than the official date of the election.

3.7 Board in insure timely, efficient elections

The board may develop other needed rules and procedures to insure the timeliness and efficient carrying out of the annual board election. New directors officially take office on January 1; directors will be installed at the first meeting of the TGA Board each year.

SECTION 4. Vacancies

Whenever a vacancy shall occur on the Board of Directors by death, resignation or otherwise, the vacancy may be filled by a regular member elected by the remaining Board for the remainder of the un-expired term only.

SECTION 5. Board Quorum

At any meeting of the Board of Directors, not fewer than one half plus one members shall constitute a quorum for the transaction of business. Any action thus taken shall be valid provided it is affirmatively passed by a majority of board members present.

SECTION 6. Meeting Frequency

The Board of Directors shall meet a minimum of three (3) times annually or at the call of the President.

SECTION 7. Board Voting Rights

Voting rights of a board member shall not be delegated to another, nor exercised by proxy.

SECTION 8. Telephonic or Mail Meetings

Action taken by the board through a mail ballot or conference -telephone call shall constitute valid action provided a majority of the Board of Directors participate and indicate themselves in agreement and further provided that a report of such action is made at the next regularly scheduled meeting of the board.

SECTION 9. Absence from Meetings

Any elected officer or director who shall have unexcused absence from 2 consecutive, meetings of the Board of Directors during a single administrative year shall automatically vacate the seat held on the Board of Directors and the un-expired term shall be filled by the Board of Directors. The board may expressly waive or excuse an absence by an affirmative Vote if significant mitigating circumstances exist.

SECTION 10. Indemnifications

Every director, officer or employee of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees incurred or

imposed in connection with any proceeding to which they may be made a party or by which they may become involved by reason of having been a director, officer or employee of the Association, or any settlement thereof, whether the person is a director, officer, or employee at the time such expenses are incurred; except in cases wherein the director, officer or employee is adjudged guilty of willful misfeasance or malfeasance in performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

SECTION II. Removal, Resignation

Any director may be removed for cause by a two-thirds (2/3) vote of the entire number exclusive of the director being removed, provided that a statement of the reason and meeting specifics has been sent by registered or certified mail at least thirty (30) days before final action is to be taken. The Board of Directors may delegate to any officer the authority to accept the resignation of any subordinate officer or board member.

ARTICLE V OFFICERS

SECTION 1. Number, Titles.

The Officers of the Association shall be the President, President Elect, Secretary,- Treasurer and Immediate Past President.

SECTION 2. Term of Office and Election

Except the Immediate Past President, the officers shall be elected by an annual ballot of the Board members at their first meeting each year and shall serve for one year or until their successor shall be duly qualified and elected.

SECTION 3. Immediate Past President Succession

Upon the qualification and election of the President, his/her immediate predecessor shall succeed to the office of Immediate Past President and shall serve until the next President shall be qualified and elected.

SECTION 4. Duties of Officers

The duties of the officers shall be as follows:

4.1 President

The President shall be the executive officer of this Association and shall preside over all meetings of the Association, the Board of Directors, and the Executive Committee. He/she shall appoint and be an ex-officio member of all standing committees not otherwise established by the bylaws and shall perform such other duties as usually pertain to the office of President.

4.2 President Elect

The President Elect, in the absence of the President shall preside at all meetings. The President-Elect shall succeed to the presidency unless he/she shall be unable or unwilling to serve. He/she shall perform such other duties as may be assigned by the President or the Board of Directors. The President Elect must have served on the Board of Directors a minimum of one year prior to election as an officer.

4.3 Treasurer

The Treasurer shall be in charge of the Association's funds. He/she shall serve as chairman of the Budget and Finance Committee, see that proper accounting for the Association's funds is established and maintained, and report on the financial condition of the Association at all meetings of the Board of Directors and at other times when called upon by the President. The board may delegate certain duties of the Treasurer to the staff as needs require.

4.4 Secretary

The Secretary shall be responsible for the records of the Association. He/she shall see that proper renewal notice is made to members, that meetings and proceedings are appropriately recorded (minutes), and carry into execution all orders, votes and resolutions not otherwise committed. The board may delegate certain duties of the Secretary to the staff as needs require.

4.5 Immediate Past President

The Immediate Past President shall serve as the chairman of the nominating committee and shall perform other duties as may be assigned by the President or Board of Directors.

ARTICLE VI TGA DIVISIONS

SECTION 1. Names and Locations

The Texas Glass Association has identified the following geographic regions (listed by county) in the state to form regional divisions of the Association:

(a) **Houston Area Division:** Austin, Brazoda, Chambers Eldorado, Fayette, Fort Bend, Galveston, Grimes, Harris, Jefferson, Liberty, Matagorda, Montgomery San Jacinto, Walker, Waller, Washington, Wharton

(b) **North Texas Division:** Bosque, Clay, Collin, Cooke, Dallas, Delta, Denton, Ellis, Fannin, Grayson, Henderson, Hill, Hood, Hunt, Jack, Johnson, Kaufman, Lamar, Montague, Navarro, Palo Pinto, Parker, Rockwall, Somerveil, Tarrant, Van Zandt and Wise

(c) **East Texas Division:** Angelina, Bowie, Camp, Cass, Cherokee, Franklin, Gregg, Hardin, Harrison, Jasper, Marion, Morris, Nacogdoches, Newton, Orange, Panola, Polk Red River, Rusk, Sabine, San Augustine, Shelby, Smith, Tftus, Trinity, Tyler, Upshur,

Wood

(d) **High Plains Division:** Archer, Armstrong, Bailey, Baylor, Briscoe, Carson, Castm, Childress, Cochran, Collingsworth, Coffie, Crosby, Dallam, Deaf Smith, Dickens, Donley, Floyd, Foard, Garza, Gray, Hale, Hall, Hansford, Hardeman, Hartley, Haskell, Hemphill, Hockley, Hutchinson, Kent, King, Knox Lamb, Lipscomb, Lubbock, Lvnn, Moore, Motley, Ochifree, Oldham, Parmer, Potter, Randall, Roberts, Sherman, Stonewall, Swisher, Terry, Throckmorton, Wheeler, Wichita, Wilbarger, Yoakum, Young

(e) **West Texas Division:** Andrews, Borden, Brewster Coke, Crane, Crockett, Culberson, Dawson, Ector, El Paso, Fisher, Gaines, Glasscock, Howard, Hudspeth, Irion, Jeff Davis, Loving, Martin, Midland, Mlftchell, Nolan, Pecos, Presidio, Reagan, Reeves, Schleicher, Scurry, Sterling, Sutton, Terrell, Tom Green, Upton, Val Verde, Ward, Winkler

(f) **Central Texas Division:** Anderson, Bastrop, Bell, Blanco, Brazos, Brown, Burleson, Bumet, Caldwell, Callahan, Coleman, Comanche, Concho, Coryell, Eastland, Erath, Falls Freestone, Gillespie, Hamilton, Hays, Houston, Jones, Kimble, Lampasas, Leon, Limestone, Llano, Madison, Mason, McCulloch, McLennan, Menard, Milam, Mills, Robertson, Runnels, San Saba, Shackelford, Stephens, Taylor, Travis, Williamson

(g) **South Central Division:** Atascosa, Bandera, Bexar, Comal, Edwards, Frio, Gonzales, Guadalupe, Kames, Kendall, Kerr, Kinney, Maverick, Medina, Real, Uvalde, Wilson, Zavala

(h) **South Texas Division:** Aransas, Brooks, Bee, Calhoun, Cameron, Dimmft, Dewitt, Duval, Goliad, Hidalgo, Jackson, Jim Hogg, Jim Wells, Kenedy, Kleberg, LaSalle, Lavaca, Live Oak, McMullen, Patricio, Refugio, San Nueces, Starr, Victoria, Webb,. Willacy, Zapata

SECTION 2. Division Agreements

To become a recognized regional division organization, an affiliation agreement signed by no less than 8 member companies from the given region must be presented to the Association Board Directors for consideration and approval. Agreement stipulates that the division will abide by these bylaws, which govern the state organization. The Association office shall maintain the necessary paperwork and forms needed to become a TGA Division.

SECTION 3- Structure

3.1 Incorporation

Each TGA division may choose to incorporate under the laws of the state of Texas as a 501 (c)(6) organization. Further, incorporated divisions shall obtain tax-exempt status and an Employer Identification Number for tax filing purposes.

3.2 Unincorporated

Divisions deciding not to incorporate may file as a subsidiary of the TGA on federal tax

forms (990/990T). Under state regulations, TGA must provide the IRS with a list of subsidiary organizations at least 45 days prior to year-end. Divisions wishing to file as a subsidiary must 'express intention to the Association's Executive Director no later than 60 days prior to the end of the calendar year. Further, divisions must provide an annual financial accounting of their activities no more than 30 days after years end.

3.3 Texas State Sales Tax

Whether incorporating or not, divisions that choose to sell merchandise (hats, t-shirts, etc.) must file with the state for a sales tax permit

SECTION 4. Minimum Requirements

As a condition of initiating and continuing affiliation with the Texas Glass Association, divisions agree to maintain 100% of their members as dues paying, voting members of the state organization. Divisions agree to supply the state organization a complete membership list of their organization no less than annually and copy of their bylaws (if changes have been made during the year)

Further, divisional affiliates agree to abide by these bylaws and procedures of the Association, including, maintaining a calendar membership and financial year.

ARTICLE VII COMMITTEES

SECTION 1. Executive Committee

The Board of Directors may create an Executive Committee composed of the President, President Elect, Immediate Past President, Secretary and Treasurer and may assign to it such duties and delegate to it such powers as from time to time may seem advisable, such duties to be performed and powers to be exercised only when the Board of Directors is not in session. The President, or in his/her absence, the President Elect shall have the power to call a meeting of the Executive Committee. The Executive Committee shall report all actions taken to the Board of Directors at their next meeting following any such action.

SECTION 2. Standing Committees

The board shall establish standing committees as follows:

2.1 Budget and Finance

The Treasurer shall be chairman of the Budget and Finance committee and shall be joined on the committee by at least one of the following: the President, President Elect or Immediate Past President. The committee shall prepare recommendations for the board on the annual budget and may perform other duties in connection with fiscal matters or finances as the board may from time to time determine.

2.2 Membership

The Membership committee shall consist of active members appointed by the President, one of whom he/she shall designate as chairman. The committee shall develop and pursue with the approval of the board programs and activities for membership recruitment and membership maintenance.

2.3 Communications and Publications

The Communications and Publications committee shall consist of active members appointed by the President, one of whom he/she shall designate as chairman. The committee shall develop and pursue with the approval of the board projects and activities that will enhance the timely dissemination of industry news and information to members of the Association.

2.4 Marketing and Public Relations

The marketing and public relations committee shall consist of active members appointed by the President, one of whom he/she shall designate as chairman. The committee shall develop and pursue with the approval of the Board projects and activities directed toward members of the public.

2.5 Meeting Arrangements and Planning

The Meeting Arrangements and Planning committee shall consist of active members appointed by the President, one of whom he/she shall designate as chairman. The committee shall develop and pursue with the approval of the board plans, program ideas, and potential program arrangements for group meeting opportunities of the Association.

2.6 Governmental Affairs

The Governmental Affairs committee shall consist of active members appointed by the President, one of whom he/she shall designate as chairman. The committee shall develop and pursue with the approval of the board legislative initiatives and regulatory issues important to the Association.

2.7 Other Committees:

The President may also appoint other committees or task forces, which shall be required from time to time for the efficient and effective operations of the association. Such committees and task forces will report recommendations through the President to the Board for action.

SECTION 3. Glass Councils

3.1 Structure

In addition to programming committees, the Texas Glass Association shall also support two special interest councils including: (a) Architectural Glass Council and (b) Auto Glass Council.

3.2 Membership

Membership on Glass Councils is open to all interested members of the Association,

including a minimum of four TGA Board members.

3.3 Meetings

Glass Councils shall meet at least one time per year in conjunction with the annual TGA Convention. At this meeting, Councils will generate program recommendations within their special interests including legislative initiatives, educational programs, public information efforts, etc. Recommendations shall be referred to the appropriate standing committee for consideration. If a standing committee does not exist, the President may consider forming a task force to take action.

ARTICLE VIII RULES OF ORDER

Roberts Rules of Order - Revised shall be the parliamentary authority for all matters of procedure not addressed by these Bylaws.

ARTICLE IX DISSOLUTION

The Association will use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Association as required by the Internal Revenue Service. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations selected by the Board of Directors.

ARTICLE X BYLAWS AMENDMENTS

SECTION 1. Proposal

Amendments to or repeal of these Bylaws may be proposed by the Board of Directors on its own initiative, or upon petition of five percent (5%) of the voting members.

SECTION 2. Approval

2.1 By the Membership

Amendments to or repeal of these Bylaws, proposed by the Board of Directors, may be approved by a two thirds (2/3) vote of members casting a ballot, provided sixty (60) days prior notice is given before the official voting date. Notice may be supplied in a publication of the Association, including but not limited to the newsletter. Voting may be completed at any official membership meeting or by mail ballot.

ARTICLE XI

EXECUTIVE AND STAFF

SECTION 1. Appointment

The board shall employ a management company or salaried chief administrator who shall have the title Executive Director and whose terms and conditions of employment shall be specified or approved by the board. The Executive Committee is delegated the authority to determine ongoing compensation and other financial arrangements of the management company and/or Executive Director. Such information shall be reported to the Board of Directors. In the absence of an Executive Committee, the Board will take on this responsibility.

SECTION 2. Authority and Responsibility

The Executive Director shall manage and direct all activities of the Association subject to the policies of the Board of Directors and through the office of the President. The Executive Director shall employ and may terminate the employment of staff required to carry on the work of the Association. He/she shall fix their compensation and benefits within the limits of the operating revenues. The Executive Director shall define the duties of the staff, supervise their performance, designate their titles, and designate those responsibilities of management as shall be in the best interests of the Association. The Executive Director shall serve without vote as an ex- officio member of the Executive Committee, Board of Directors, Budget and Finance Committee and all special committees.

ARTICLE XII FINANCES

SECTION 1. Fiscal Period

The fiscal period of the Association shall run on a calendar year, January 1 through December 31.

SECTION 2. Annual Budget

The board shall adopt an annual operating budget covering all activities of the Association in consultation with and upon the recommendations of the Budget and Finance Committee.

SECTION 3. Review or Audit

The Budget and Finance Committee may review the records of the Association. An audit of Association accounts may be authorized upon the vote of the Budget and Finance Committee and approval by of Board of Directors. Costs of such audit shall be paid out of Association funds and copies provided to the board within sixty (60) days following completion of the audit.

ARTICLE XIII

ANTI-TRUST COMPLIANCE

SECTION 1. Policy

It is the policy of the Association to comply with all federal and state trade regulations and antitrust laws. Any activities of the Association or Association-related actions of its staff, members, officers, or directors that violate these regulations and laws are detrimental to the interests of the Association and are contrary to Association policy.

SECTION 2. Implementation

2.1 All official meetings of the Association shall be conducted by agendas prepared and distributed in advance to attendees; substantive discussion shall be held only at regular meetings; minutes will be distributed to attendees who request them.

2.2 All activities or discussions shall be avoided that might tend to raise, lower or stabilize prices; regulate productions or markets; encourage boycotts; foster unfair trade practices; assist monopolization; or in any way violate federal, state, international regulations or anti-trust laws.

2.3 Any member of the Association who acts contrary to the Association's anti-trust compliance policy shall be subject to disciplinary action including termination of membership.

Adopted October, 1993,
Revised April 1997
Revised December 2003
Revised November 2006