

BY-LAWS  
HOUSTON AREA GLASS ASSOCIATION  
DIVISION OF THE TEXAS GLASS ASSOCIATION

Article I  
Name and Location

The name of this organization is the HOUSTON GLASS ASSOCIATION, a division of the TEXAS GLASS ASSOCIATION, chapter of the NGA. Its principle office shall be the City of Houston, Texas or its vicinity at the address of the chapter secretary or Administrator.

ARTICLE II

A. The purposes for which the Association is organized are to promote the general welfare of the glass and glazing industry and allied industries; to conduct research and make studies of special problems confronting the industry, and to gather and disseminate information for the benefit of the industry; provided that the association shall not be organized or operated for profit and no part of its net earning shall inure to the benefit of individual members.

B. The policies and activities of the association shall not be such as will result in any agreement, understanding, combination of 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 law or good business practice.

C. As a Division of the Texas Glass Association, chapter of the National Glass Association, this association shall comply with all obligations for the division and shall be entitled to all rights of the division.

ARTICLE III  
DEFINITIONS

The term "glass and glazing industry" refers to any firm engaged in selling, installing, altering, distributing, replacing or repairing of glass products such as auto glass, flat glass, curtainwall, mirrors, leaded glass and other glazing materials; or conducting business as a glazing contractor; provided that the glass business maintain glass equipment; have an established location where business is transacted with the public; carry sufficient inventory necessary for the performance of work; maintain proper books of account and records, and be duly registered where required by law.

## ARTICLE IV

### MEMBERSHIP

A. There shall be two classes of membership in the Houston Area Glass Association - Regular and Associate.

1. Regular members - Any individual, firm or corporation engaged in the selling installation, distributing fabricating, replacing, or repairing of glass products, including but not restricted to architectural glass, auto glass, mirrors, and leaded glass in the State of Texas. Regular members operating more than one store, branch or outlet within the same Division area shall be required to pay full dues and assessments for the main store and shall, at its option pay an additional membership fee for each branch or outlet as determined by the Board of Directors. Such Regular members shall be entitled to one vote in the Houston Area Glass Association; one vote in the Texas Glass Association.

2. Associate Members - Any individual, firm or corporation closely allied with the glass industry who does not qualify for regular membership. All rights and privileges of membership is afforded the Associate Members.

B. All applications for membership must be approved by the Board of Directors. Application shall be made in writing on an application form provided by the Association containing an acceptance of an agreement to assent to and be bound by the BY-LAWS of the Association.

C. Any member may resign from the Association upon sixty (60) days written notice to the Board of Directors, provided all dues or other financial obligations to the Association shall have been paid up to the effective date of the resignation.

D. The Membership of any member may be terminated by the Board of Directors, after due notice by certified mail for:

1. Failure to pay dues or other financial obligations to the Association; or
2. Failure to meet the eligibility requirements for membership.

E. Termination of the membership of any member for any cause shall not relieve the member of the obligation to pay all dues or assessments owing to the Association nor shall it entitle the terminated member to any refund of dues or assessments already paid.

## ARTICLE V

### BOARD OF DIRECTORS

#### A. Authority

The affairs of this association shall be managed by a Board of Directors who make general or special delegations of authority to association officers or agents, who in turn, may make further delegations of authority, unless specifically prohibited herein. The Board of Directors is hereby given the authority to do and perform any and all lawful acts not specifically prohibited by the By-Laws or the charter or the laws of the State. The Board of Directors shall establish and maintain from time to time all rules and regulations necessary to the conduct of the Association business and may change, alter and amend same from time to time.

#### B. Number

1. The Board of Directors shall consist of at least nine members who shall be elected at the annual meeting of the association to serve a two year term. The Board of Directors shall serve staggered terms to avoid changing the entire structure of the board at one time.

2. The Board of Directors shall be limited to one director per member company during any given term.

3. The Board of Directors shall consist of at least six directors who are from glass shops (not suppliers).

#### C. Duties of Directors

1. To appropriate funds for the management of the association, which appropriation shall be by a two thirds vote of the Board.
2. To confirm the selection of agents and employees of the Association and to delegate to them any of the powers of the Board in the management of the business of the Association as is allowable by law.
3. To approve the determination by the President of the time and place of the meetings of the Board of Directors.
4. To determine the qualifications and approve applications of membership to the association.
5. To assist in the management of the division in the productive development of its programs.

#### D. Quorum

A quorum (except where otherwise noted) for the transaction of business shall consist of a simple majority of the Board of Directors.

#### E. Election, Appointment, Term

The Board members shall be elected by the general membership for a two year term.

#### F. Removal of Directors

1. Any director may be removed for cause by a two-thirds (2/3) vote of the other members of the Board of Directors provided that a statement of reason for the removal be sent by registered or certified mail to the director at least thirty days before final action is taken. State of Reason shall include time, date and place of meeting of the Board for the purpose of taking such action and said Director shall be given the opportunity to present a defense.
2. Any board member who fails to attend three (3) consecutive meetings without board approval shall be removed from the Board. Removal shall be immediate upon notification by the President.

#### G. Vacancies

Whenever a vacancy shall occur due to death, resignation or otherwise, of a director, the vacancy shall be filled by a majority vote of the Board (at its' discretion) for the unexpired term.

#### H. Meetings

The annual meeting of the board of directors shall be held immediately following the annual meeting of the active members. All other meetings shall be held at such time and place as fixed by the board of Directors from time to time.

## ARTICLE VI

### OFFICERS

#### A. Number:

The Officers of the Association shall be President, Vice President, Secretary and Treasurer.

1. **President** - shall preside at all meetings of the Association and shall be the Chief Executive Officer with power to delegate his authority. He shall call meetings in accordance with the provisions of these bylaws; shall appoint all committees; and shall be an ex-officio member of all committees.
2. **Vice President** – shall assist the President in the administration of the association and shall be responsible for the successful functioning of the various committees which the President shall

delegate to the Vice President. He shall also serve as an ex-officio member of the committees assigned to him.

3. **Secretary** – The duties of the secretary shall be to maintain the records of the association and shall issue notice of all regular and special meetings. The Secretary shall have charge of all correspondence of the Association and shall perform such other duties as may be assigned to the Secretary from time to time by the Board of Directors. The Duties of the secretary may be delegated to division Administrator who is not an officer or a board member.
4. **Treasurer** – The Treasurer shall keep the accounts of the Association and have charge of and keep all of the funds in a bank or banks approved by the Board of Directors and in the name of the Association. Checks drawn on the association may be signed by the President, Vice President, Treasurer or Administrator under the direction of the Board of Directors. The duties of the Treasurer may be delegated to the division Administrator who is not an officer or a board member. The Treasurer shall oversee the financial records for the association to maintain its' integrity.
5. **The Past President** – The Past President shall assist the President; serve on the Nominating Committee, and serve in an advisory capacity to any officer.

#### B. Method of Election

The Board of Directors shall elect from its own members a President, Vice President, Secretary and Treasurer from its own members for a term of one (1) year. Election shall be held at the annual Board meeting. Nomination and election shall be conducted by written ballot. A majority vote shall be necessary for election.

### ARTICLE VII

#### BUDGET

- A. The fiscal year shall begin January 1 and terminate December 31.
- B. The Board of Directors shall annually prepare and approve a budget concerning the anticipated income and expense for the ensuing year. The Officers of committees shall not obligate the association in excess of the anticipated budget without approval of the Board of Directors.
- C. The Board of Directors shall have prepared an annual review of the Association's books and records.

### ARTICLE VIII

#### DUES, INITIATION FEES AND ASSESSMENTS

A. Dues, rates, initiation fees and schedules of the Association shall be determined by a vote of the Board of Directors at any regular board meeting or special meeting called for that purpose.

B. Initiation fees and dues shall accompany all applications for membership.

C. Dues shall be paid annually, with billings originating from the Texas Glass Association, or if delegated to, the Houston Area Division. Fiscal year of the Association shall be January 1 to December 31.

D. The Board of Directors may, when they deem it advisable, assess the cost of any contemplated program of the association against the members in addition to their dues, provided such assessment be approved by a majority vote at any regular meeting of the membership of the association.

E. If any member fails to pay the prescribed dues or assessments within thirty days after they shall have become due, such member, as a result of such failure, and upon written notice from the Administrator giving thirty days for resolution, shall be suspended from all rights and privileges of membership, including the right to vote. Such suspension shall continue until all arrears of the member so suspended shall have been paid in full or until the termination of the membership of the suspended member

## ARTICLE IX

### FISCAL RESPONSIBILITIES

The Board of Directors of the Association shall be responsible for the timely execution of the following:

A. The filing of annual federal informational tax returns.

B. The fulfillment of any state or regional taxing authority obligations.

C. The providing to the Texas Glass Association information as required:

1. A current copy of the Association by-laws.
2. A current membership roster of the Association.
3. A notice of any change in membership status.

### DISSOLUTION

In the event of the dissolution of the Association, the Board of Directors shall dispose of any assets by donating them to some non-profit, federal tax exempt organization.

## COMMITTEES

Standing committees: Auto glass, Safety glazing, Planning and Budget.

In addition the president, with approval of the Board, shall appoint any other committees as required.

## ARTICLE XII

- A. The Order of Business at any regular meeting or board of directors meetings shall be: Roll call, approval of minutes, treasurer's reports, officer's reports, committee reports, communications, unfinished business, new business, adjournment.
- B. Unless otherwise provided herein, ROBERTS RULES OF ORDER shall govern the procedure at all meetings.

## ARTICLE VIII

### AMENDMENTS

This constitution and By-Laws may be amended any meeting of the Association by a two-thirds vote of the membership attending such meetings providing a copy of the amendment or amendments shall have been mailed to each member, together with a notice of the meeting at which said amendment or amendments are to be submitted at least fifteen days prior to the date of such meeting.

## ARTICLE XIV

### ANTI-TRUST COMPLIANCE

#### A. Policy

It is the undeviating policy of the Association to comply strictly with the letter and spirit of all federal, state, and applicable international trade regulations and anti-trust laws. Any activities of the Association or Association related actions of its staff, members, officers, or directors which violate these regulations and laws are detrimental to the interests of the Association and are unequivocally contrary to Association policy.

#### B. Implementation

Implementation of the Antitrust compliance policy of the Association shall include, but shall not be limited to the Following.

1. Association membership, Directors, and committee meetings shall be conducted pursuant to agendas distributed in advance to each attendee; discussions shall be limited to agenda items; there shall be no substantive discussions of Association matters other than at membership, directors and committee meetings. Minutes shall be distributed to attendees promptly.
2. All Association activities of discussions shall be avoided which might be construed as tending to: 1. raise, lower, or stabilize prices; 2. regulate production 3. allocate markets 4. encourage boycotts 5. foster unfair trade practices 6. Assist monopolization or in any way violate federal, state or applicable international trade regulations and antitrust laws.
3. No individual other than the President, whether staff, member, officer, or director, is authorized to communicate on behalf of the Association to any person or firm outside the Association except with the explicit, unequivocal approval of the President. No such individual may hold out himself or herself or willingly appear to do so as representing the Association, communicating on its behalf or binding or committing the Association without that approval.
4. Association staff, members, officers, or directors who participate in conduct which the board of directors, by two thirds vote, determine to be contrary to the association anti-trust compliance policy shall be subject to disciplinary measures, up to and including termination.

Approved:

December, 1999

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