

**SOUTHEAST GLASS ASSOCIATION, INC.  
BYLAWS**

**ARTICLE I**

**NAME AND LOCATION**

**Section 1.** The name of this organization shall be the Southeast Glass Association, Inc., a chapter of the National Glass Association (NGA). Its principal office shall be that of the Association Headquarters.

**REGIONS**

**Section 2.** The Association may create regions throughout the southeast United States for the purpose of serving its membership. Regions shall be named for the geographic area they represent.

**PRINCIPAL OFFICE**

**Section 3.** The Principal Office of the association shall be established and maintained in such location or locations as determined by the Board of Directors.

**ARTICLE II**

**PURPOSES**

**Section 1.** The purposes for which the Association is organized are to promote the general welfare of the automobile and architectural glass installation industry and related industries, and to conduct research and make studies of special problems confronting the industry, provided that the Association shall not be organized or operated for profit and no part of its net earnings shall inure to the benefit of individual members.

**Section 2.** 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 that are in contravention of the law or good business practice.

**Section 3.** As a Chapter of the National Glass Association, the Association shall comply with all chapter obligations and shall be entitled to all rights provided to chapters by NGA.

## ARTICLE III

### MEMBERSHIP

**Section 1.** There shall be three (3) classes of membership in this Association: “Regular”, “Associate” and “Branch”.

- a. ***Regular Member*** - Any individual, partnership, firm or corporation engaged in the selling, installing, distributing, manufacturing, replacing, or repairing of glass products such as flat glass, auto glass, curtain wall, mirrors, leaded glass and other glazing materials or conducting business as a glazing contractor.
- b. ***Associate Member*** - An Associate Member is any person, or corporation that provides equipment, material, or services not directly related to the glass industry.
- c. ***Branch Member*** - Any Regular or Associate Member operating out of more than one location, commonly named and owned. A company with the same principles but a different name can join the association as a branch member.

**Section 2.** Application for membership shall be made in writing on a form provided by the Association.

**Section 3.** Any member may resign from the Association upon written notice to the Board of Directors, provided that all dues or other financial obligations to the Association shall have been paid up to the effective date of resignation.

**Section 4.** The membership of any member may be terminated for:

- a. Failure to pay dues or other financial obligations of the Association.
- b. Failure to meet the eligibility requirements for Regular or Associate membership; or
- c. Failure to comply with the antitrust policy of the Corporation as set forth in Article XV.

**Section 5.** Termination of the membership of any member for cause shall not relieve the member of the obligation to pay all dues or assessments owed to the Association, nor shall it entitle the terminated member to any refund of dues or assessments already paid.

**Section 6.** Each member of the Association shall have one (1) vote.

**Section 7.** General membership meetings may be held on a regional or local level.

## **ARTICLE IV**

### **DIRECTORS**

**Section 1. Number and Qualification.** The business of the Association shall be managed by the Board of Directors. The number of Board of Directors shall consist of a minimum of five (5) and a maximum of 15 from throughout the southeast United States. The Southeast Glass Association members elected to the NGA Board of Directors may serve on the Southeast Glass Association Board of Directors during their term on the NGA Board.

All nominees for the Board of Directors shall have been a member in good standing.

**Section 2. Elections and Term of Office.**

- a. A Nominating Committee shall be appointed by the Association Chairman of the Board made up of a minimum of three (3) members. The Immediate Past Chairman shall chair the Nominating Committee. The General Membership shall be notified to submit recommended member names to serve on the Board of Directors. The Nominating Committee shall meet either in person, by conference call, or by e-commerce. A slate of nominees shall be submitted to the Board of Directors for voting no later than November 30th.
- b. Officers shall serve a one (1) year term and Directors a two (2) year term. Directors' terms shall be structured to promote continuity on the Board of Directors. Officers shall be elected by the Board of Directors.
- c. Officers may elect to serve a total of two consecutive terms with concurrence of the Board.
- d. Newly elected Officers and Directors' term of office shall begin on January 1.

**Section 3. Power of Directors.** The Board of Directors shall be responsible for the entire management of the Association. In the management and control of the property and affairs of the Association, the Board of Directors is hereby vested with all the powers possessed by the Association itself, so far as this delegation of authority is not inconsistent with the laws of the State of Florida, with the Articles of Incorporation, or with these Bylaws.

**Section 4. Quorum.** A quorum, except where otherwise noted, for the transaction of business shall consist of a simple majority of the Board of Directors.

**Section 5. Vacancies.** Whenever a vacancy on the Board of Directors shall occur due to death, resignation or otherwise, the vacancy shall be filled by a majority vote of the Board of Directors for the unexpired term.

**Section 6. Removal of Directors.**

a. 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 the reason for the removal shall have been sent by registered or certified mail to the Director at least thirty (30) days before final action is taken. This notice shall be accompanied by a notice indicating the time and place the meeting of the Board of Directors for the purpose of taking action on the removal is to be held, and shall provide that the Director shall be given an opportunity to present a defense at the time and place mentioned in the notice.

b. Any Board of Directors member who fails to attend two (2) consecutive Board meetings, without Board approval, removal may be determined by a two-thirds (2/3) vote of the other members of the Board of Directors. The Director being removed must be notified by registered or certified mail at least thirty (30) days before final action is taken.

**ARTICLE V**

**EXECUTIVE DIRECTOR**

The Executive Director shall have all general powers and duties incident to the day-to-day management and operation of the Association's business. The Executive Director shall serve at the discretion of the Board of Directors under the direction of the Chairman of the Board.

**ARTICLE VI**

**OFFICERS**

**Section 1. Number.** The officers of the Association shall be the Chairman of the Board, Vice Chairman, Secretary, Treasurer and Immediate Past Chairman.

**Section 2. Qualifications and Duties of Officers.**

a. ***Chairman of the Board.*** The Chairman of the Board shall preside at all meetings of the Association and shall be the Chief Executive Officer with power to delegate this

authority. He/She 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. The Chairman of the Board must have served on the Southeast Glass Association Board of Directors for a minimum of two (2) years. The Chairman of the board is not a voting member of the Board of Directors except in a tie breaking situation.

b. ***Vice Chairman.*** The Vice Chairman shall perform all the duties of the Chairman in his/her absence. In the event the office of the Chairman shall become vacant, he/she shall succeed to that office until such time as a successor for the Chairman shall have been dully qualified and elected. The Vice Chairman shall perform other duties as directed by the Chairman. The Vice Chairman must have served on the Board of Directors for one (1) year. The Vice Chairman shall succeed to the chairmanship the next year unless the Board votes otherwise. The Vice Chairman is a voting member of the Board of Directors.

c. ***Secretary.*** The Secretary shall keep a record of all meetings of the Association and shall issue notices of all regular and special meetings. The Secretary is a voting member of the Board of Directors.

d. ***Treasurer.*** The Treasurer shall be in charge of all financial matters of the Association. The Treasurer is a voting member of the Board of Directors.

## ARTICLE VII

### BOARD MEETINGS

**Section 1. Board Meetings.** There shall be at least two (2) meetings of the Board of Directors annually. Special meetings of the Board may be called by the Chairman of the Board, or a majority of the Board of Directors with a minimum of ten (10) days notice. Board meetings may be held in person, by conference call, or by e-commerce.

## ARTICLE VIII

### SEAL

The corporate seal of the Association shall bear the words “Southeast Glass Association, Inc.”, which shall be between two concentric circles, and on the inside of the inner circle shall be the words “Corporation Not For Profit”, “Florida” and the figures “1984”, an impression of the said seal appearing on the margin hereof.

## ARTICLE IX

### FINANCIAL

**Section 1.** The Board of Directors shall designate a fiscal year.

**Section 2.** The Board of Directors shall annually prepare and approve a budget estimating the total anticipated income and expenses for the next fiscal year.

**Section 3.** The Board of Directors may have an annual audit or review of the Association's financial records prepared by a CPA.

**Section 4.** The Board of Directors shall be responsible for filing an annual federal and state tax return.

**Section 5.** The Chairman of the Board, Vice Chairman, Secretary, Treasurer and Executive Director shall be signator on all Association bank accounts. The Board of Directors may require two (2) signatures on checks over a specified amount.

**Section 6.** The Executive Committee shall serve as the Budget Committee.

## ARTICLE X

### MEMBERSHIP DUES AND FEES

**Section 1.** The dues or other fees of the Association shall be determined by the Board of Directors.

**Section 2.** Dues shall be paid annually in advance each year.

**Section 3.** A special assessment may be levied on the general membership provided that such assessment be approved by a two-thirds (2/3) vote of the Board of Directors.

**Section 4.** If any member fails to pay the prescribed dues or assessments within ninety (90) days after they shall have become due, such member, as a result of such failure and upon notice from the Executive Director, shall be suspended from all rights and privileges of membership in the Association.

## **ARTICLE XI**

### **COMMITTEES**

The Chairman of the Board, with approval of the Board of Directors, shall appoint committees. Committees shall be determined by the Board of Directors except for the Executive Committee. The Executive Committee shall be made up of the Association Officers and Immediate Past Chairman.

## **ARTICLE XII**

### **NATIONAL GLASS ASSOCIATION RESPONSIBILITIES**

The Board of Directors shall provide NGA with:

- a. Current copy of the Association Bylaws;
- b. A current membership roster;
- c. A copy of the Association annual budget; and
- d. Minutes of the Board of Directors meeting.

## **ARTICLE XIII**

### **AMENDMENTS**

These Bylaws may be amended or repealed and additional Bylaws added or adopted by a two-thirds (2/3) vote of the Board of Directors. Proposed amendments must be mailed, faxed or e-mailed a minimum of fifteen (15) days in advance of the meeting where the bylaw revisions will be voted on.

## **ARTICLE XIV**

### **DISSOLUTION**

If it becomes a necessity to dissolve the Association, any funds remaining shall be distributed at the discretion of the Board of Directors.

## ARTICLE XV

### ANTITRUST 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 which violate these regulations and laws are detrimental to the interests of the Association and are contrary to Association policy.

**Section 2. Implementation.**

- a. Association meetings shall be conducted by an agenda prepared and distributed in advance of each meeting. Minutes shall be taken and distributed to meeting participants.
- b. 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 any federal, state, international regulations or antitrust laws.
- c. Any member of the Association who acts contrary to the Association's antitrust compliance policy shall be subject to disciplinary action and termination by a two-thirds (2/3) vote of the Board of Directors.