



# We are the Glass Industry



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National Glass Association  
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Phone: 703/442-4890 | Fax: 703/442-0630 | E-mail: [membership@glass.org](mailto:membership@glass.org) | Web Site: [www.glass.org](http://www.glass.org)

## About the NGA

### NGA's Members

Thousands of companies and locations throughout the United States, Canada, and the world belong to the NGA. Membership is open to all and includes manufactures, fabricators, distributors and retailers of glass (annealed, safety, automotive, insulating, etc.) and related products (windows, skylights, mirrors, patio and sliding glass doors, furniture, and bath enclosures). Companies in allied industries, including metals, adhesives, equipment, hardware, machinery, and computers are also NGA members.

### NGA's Mission

In support of its member companies in the architectural and window and door industries, the National Glass Association's mission is to:

- Provide its members with world-class education, training, technical, and business products and services,
- Promote best practices, safety, and ethics in the workplace, and
- Protect the interests of our industries through legislative, regulatory, and inter-industry advocacy.

### NGA's Code of Ethics

NGA members proudly adhere to a code of ethics that engenders public confidence in the integrity and service of glass professionals everywhere. They agree to:

- Promote and encourage fair and ethical competition.
- Fulfill all contractual obligations and respect the contractual obligations of others by not inducing breach of existing contracts.
- Use safety glazing materials whenever possible and to refuse to sell unsafe products.
- Maintain a safe work area which provides adequate inventories of glass products and to sell these products at a fair and non-discriminating price.
- Maintain the highest industry-wide standards of professional and personal conduct.
- Promote the advancement of the association on both the local and national levels, supporting its goals and objectives.

### Membership

Through your dues, you enable the NGA to create products and services for the architectural glass, automotive glass, and window and door industries. Your company is eligible to receive a substantial discount on all NGA programs, products and services.

You will receive an NGA member kit that includes complete descriptions of all NGA membership benefits, including cost-cutting member services, education and training, events, certification, and publications.

Visit [www.glass.org](http://www.glass.org) for a list of the NGA's programs and services and to keep up-to-date on industry news and events. Email the NGA at [membership@glass.org](mailto:membership@glass.org) if you have any questions.

## Board of Directors



*Chairman*  
Chris Mammen  
M3 Glass Technologies  
Irving, TX



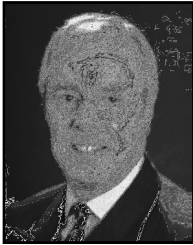
*Chairman-Elect*  
Bill Evans, Jr.  
Evans Glass Co.  
Nashville, TN



*Board Member*  
Robert Brown  
Brown's Glass  
York, PA



*Immediate Past Chairman*  
Steven R. Burnett  
Walters & Wolf Curtain Wall  
Mukileto, WA



*President*  
Philip J. James  
National Glass Association  
McLean, VA



*Board Member*  
Michael Albert  
S. Albert Glass Company Inc.  
Beltsville, MD



*Board Member*  
Bryan Bush  
City Glass Company  
Omaha, NE



*Board Member*  
Newton Little  
ACE Glass Company, Inc.  
Little Rock, AR



*Board Member*  
David Steele  
The Window Gallery  
Augusta, GA

## Former Chairmen of the Board

NGA is grateful to the men and women who contributed an extraordinary amount of their time and resources to lead the Association during their tenure as Chairman of the Board.

<b>1948-49</b>	H. Wingler	<b>1987-88</b>	William Lewis
<b>1949-50</b>	J. Eisenach	<b>1988-89</b>	James Ponder
<b>1951-52</b>	Henry Grawey	<b>1989-90</b>	Robert Dyer
<b>1952-54</b>	Merle Myers	<b>1990-91</b>	John Whitlatch
<b>1954-55</b>	H.A. Johnson	<b>1991-92</b>	Jerry Wright
<b>1955-57</b>	Hank Siesel	<b>1992-93</b>	Georgina Alexander
<b>1957-59</b>	A. Racine	<b>1993-94</b>	Stan Chitoff
<b>1959-62</b>	Joseph Schmidt	<b>1994-95</b>	Gary Haider
<b>1962-64</b>	Charles Burhans	<b>1995-96</b>	Roy Van Buskirk
<b>1964-66</b>	Jerome Huber	<b>1996-97</b>	Ron Clawson
<b>1966-68</b>	Jack Newman	<b>1997-98</b>	Jack Nix
<b>1968-70</b>	Morton Frankel	<b>1998-99</b>	Donald Day
<b>1970-72</b>	Stanley Aronoff	<b>1999-2000</b>	Neil Smith
<b>1972-74</b>	Roy Lowe	<b>2000-2001</b>	Robert Hartong
<b>1974-76</b>	Mark Hardin	<b>2001-2002</b>	Tom Higginbottom
<b>1976-78</b>	Jack Farber	<b>2002-2003</b>	Richard M. Bakke
<b>1978-80</b>	Herman Helfer	<b>2003-2004</b>	Chris Tate
<b>1980-81</b>	Donald Schneider	<b>2004-2005</b>	John Heinaman
<b>1981-82</b>	George Fleet	<b>2005-2006</b>	Thomas D. Lee, III
<b>1982-83</b>	Donn Harter	<b>2006-2007</b>	Wesley Topping, Jr.
<b>1983-84</b>	Donald Goldfus	<b>2007-2008</b>	Rod Van Buskirk
<b>1984-85</b>	William Copeland	<b>2008-2009</b>	Stephen W. Mort
<b>1985-86</b>	Jack Morris	<b>2009-2010</b>	Kevin McMahon
<b>1986-87</b>	Ray Tate	<b>2010-2011</b>	Steve Burnett

### Len Stolk Special Achievement Award

The NGA's Special Achievement Award was created to honor individuals in the glass industry who have made a significant and selfless contribution, over an extended period of time, to the goals and objectives of the National Glass Association. The award was inaugurated in 1996 and renamed in 2003 to honor Len Stolk.

<b>1996</b>	H. Manuel Dobrusin	<b>2004</b>	Gilbert Gutierrez	<b>2009</b>	Richard D. (Dick) Inman
<b>1999</b>	Glen Moses	<b>2005</b>	Bruce Gates	<b>2011</b>	Jeff Olive
<b>2000</b>	Edward T. Fennell, Jr.	<b>2006</b>	Robert Beranek		
<b>2002</b>	Jeff Bull	<b>2007</b>	Wayne Turner		
<b>2003</b>	Dale Malcolm	<b>2008</b>	Jackie Newman		

## National Committees

### **2011 Architectural Glazing Committee**

This group recommends Association policy to the Board of Directors regarding issues relating to the architectural glazing industry, including building codes and the architectural metals business. Through staff support, the committee maintains liaison with appropriate government and industry organizations regarding all aspects of quality and safety involving architectural glazing and metals. The committee is responsible for recommending appropriate education and training programs.

**Chairman:** Rick Hamlin, Trainor Glass Company, Alsip, IL  
Steven Burnett, Walters and Wolf Curtain Wall, Mukilteo, WA  
Anthony Callas, Heinaman Contract Glazing, Lake Forest, CA  
Pete Chojnacki, FabTech, Peninsula, OH  
Gil DiMaio, CBO Glass, Alden, NY  
Chris Fenwick, Kawneer Co., Inc., Norcross, GA  
John Heinaman, Heinaman Contract Glazing, Lake Forest, CA  
Thomas Lee III, Lee & Cates Glass, Inc., Jacksonville, FL  
Kevin McMahon, K-Man Glass Corp., Bethel, CT  
Henry Taylor, Architectural Testing, York, PA  
Robert Trainor, Trainor Glass Co., Alsip, IL  
Rodney Van Buskirk, Bacon & Van Buskirk Glass Company, Inc., Champaign, IL  
Richard Voreis, Consulting Collaborative, Dallas, TX

## NGA Affiliated State Chapters

### Connecticut Glass Dealers Association

Valerie Stolfi Collins, Executive Director  
330 Main St., Third Floor  
Hartford, CT 06106  
Phone: 860-727-0166  
Fax: 860-541-6484  
[valerie@ctcapitolgroup.com](mailto:valerie@ctcapitolgroup.com)  
[www.ctglass.org](http://www.ctglass.org)

### Indiana Glass Association

P.O. Box 27  
Cicero, IN 46034  
Phone: 888-442-4420  
Fax: 317-984-2167  
[www.indianaglassassociation.org](http://www.indianaglassassociation.org)  
For information, contact Pat at 317/839-161

### Massachusetts Glass Dealers Association

Valerie Stolfi Collins, Executive Director  
330 Main St., Third Floor  
Hartford, CT 06106  
Phone: 860-727-0166  
Fax: 860-541-6484  
[valerie@ctcapitolgroup.com](mailto:valerie@ctcapitolgroup.com)

### Michigan Glass Association

Tara Paksi, Executive Director  
One Michigan Ave. Bldg., 120 N. Washington Sq., Ste. 110A  
Lansing, MI 48933  
Phone: 517-374-6488  
Fax: 517-371-1170  
[paksi.t@gcsionline.com](mailto:paksi.t@gcsionline.com)  
[www.mgaglass.org](http://www.mgaglass.org)

### Mid-Atlantic Glass Association

Maureen Heavner, Administrator  
P.O. Box 427  
Buckeystown, MD 21717-0427  
Phone: 301-831-8338  
Fax: 301-831-1353  
[midatlanticglass@comcast.net](mailto:midatlanticglass@comcast.net)

### Minnesota Glass Association

Mike Schmaltz, Executive Director  
5365 Union Terrace Lane, North  
Plymouth, MN 55442  
Phone: 612/598-1753  
Fax: 763-413-1131  
[mschmaltz@mnglass.org](mailto:mschmaltz@mnglass.org)  
[www.mnglass.org](http://www.mnglass.org)

### North Carolina Glass Association

Betty Farthing, Administrator  
c/o Appalachian Glass  
P.O. Box 2901  
Boone, NC 28607  
Phone: 828-262-3420  
Fax: 828-265-3701  
[brfarthing@bellsouth.net](mailto:brfarthing@bellsouth.net)

### Ohio Glass Association

Avery Fromet, Chapter Administrator  
30195 Chagrin Blvd., Suite 300  
Pepperpike, OH 44125  
Phone: 800-858-2572  
Fax: 216-595-8230  
[ahf@ohioglass.org](mailto:ahf@ohioglass.org)

### Southeast Glass Association

Bruce Kershner, Executive Director  
231 W. Bay Ave.  
Longwood, FL 32750-4125  
Phone: 407-831-7342  
Fax: 407-831-5803  
[bruce@southeastglass.org](mailto:bruce@southeastglass.org)  
[www.southeastglass.org](http://www.southeastglass.org)

### Texas Glass Association

Jennifer Fontana, Executive Director  
P.O. Box 170125  
Austin, TX 78717  
[jennifer@texasglass.org](mailto:jennifer@texasglass.org)  
[www.texasglass.org](http://www.texasglass.org)

### Washington Glass Association

Maryanne Howell, Executive Director  
2661 N. Pearl, Ste. 276  
Tacoma, WA 98407  
Phone: 253-756-9050  
Fax: 253-756-9030  
[staff@wg-a.org](mailto:staff@wg-a.org)  
[www.wg-a.org](http://www.wg-a.org)

### Wisconsin Glass Association

Terry Wilson, President  
Mike Wilson, Treasurer  
c/o Congress Glass  
909 North Parker Drive  
Janesville, WI  
Phone: 608/752-7888

# National Glass Association Bylaws

## ARTICLE I. NAME

The name of the Association is the National Glass Association.

## ARTICLE II. OBJECTS

The Association is a Trade Association representing the glass and glazing industry. Its objects in general are to conduct meetings, issue publications, provide educational opportunities and engage in other lawful activities to promote the common business interests of the glass and glazing industry.

## ARTICLE III. MEMBERSHIP

### SECTION 1. MEMBERSHIP TYPES AND STRUCTURE

#### 1.1 Types

There are four categories of membership in the Association: Regular, Affiliate, Life and Honorary.

#### 1.2 Structure

In the regular category, membership in the Association is in the name of the firm/corporation. Each member company shall designate one individual who is an owner, partner, Chief Executive Officer or Chief Operating Officer to act as the member company's primary representative to the Association.

In the Affiliate, Life and Honorary categories, membership in the Association may be in the name of the firm/corporation or an individual.

#### 1.3 Chapter-only Membership

Any NGA chapter, at its discretion, may establish and maintain chapter-only categories of membership, whereby the chapter establishes and collects dues independent of the National office. Such chapter-only members are not considered to be NGA members.

### SECTION 2. REGULAR MEMBERSHIP

#### 2.1 Qualifications

A Regular member is defined as any firm or corporation which is: a) engaged in the manufacture, sale, installation, distribution, fabrication, replacement or repair of glass products, including but not restricted to architectural glass, auto glass, mirrors and leaded glass; or b) a direct supplier or independent sales representative to the glass industry.

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. Individuals in senior managerial positions as defined in article III, Section 1.2

above in Regular member firms in good standing are eligible to hold elective office within the Association.

#### 2.3 Voting

Voting by Regular members shall be by one representative of the member company who occupies a senior managerial position in the member company, as defined in Art. III, Sec. 1.2.

#### 2.4 Additional Regular Member Locations

As a part of its membership in the Association, a Regular member company must submit a complete list of all additional company-owned locations, which automatically become a non-optional part of the company's membership. An additional location is defined as any company location, office, plant, etc., operating under the same corporate parent in North America and doing business in the glass industry. Such locations must be owned by the same member company. Individual company sales representatives and franchise locations are not considered additional locations.

### SECTION 3. AFFILIATE MEMBERSHIP

#### 3.1 Qualifications

An Affiliate member is defined as any individual, firm, or corporation that does not qualify for Regular membership but has: a) a professional interest in the Association and its activities (architects, engineers, designers, general contractors, etc.); or b) a consumer interest in the Association and its activities such as insurance companies, associations and consumer advocacy groups, or c) vendors who provide ancillary services to the glass industry such as collection agencies, window washers, etc.

#### 3.2 Benefits and Privileges

Affiliate members are eligible for most benefits and privileges of the Association, as outlined in other Association literature, except as noted in Section 3.3 below.

#### 3.3 Voting

Affiliate members have no vote and may not serve on the Board of Directors.

#### 3.4 Scope of Membership

Any individual, firm, or corporation joining the Association as an Affiliate member becomes an at-large Affiliate member of the National Association. Affiliate members pay dues according to the dues structure established by the Association's Board of Directors.

### SECTION 4. LIFE MEMBERSHIP

#### 4.1 Qualifications

Life membership may be extended to any individual, firm, or corporation selected by the Board of Directors as having demonstrated an extraordinarily high level of performance and commitment to the Association and its goals as a Regular

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member. Life members shall be exempt from payment of National dues, but shall be entitled to all privileges of Regular National membership, except the right to hold office.

## 4.2 Membership Application and Approval

### 4.2.1 Application

Application for Life membership in the Association shall be made to the Board of Directors in the form of sponsorship, in writing, by one or more current members of the Board of Directors at least thirty (30) days prior to any regular meeting of the Board (see Article IX, Section 3).

### 4.2.2 Approval

Letters sponsoring proposed Life members will be reviewed during regular meetings of the Board of Directors. Approval of Life membership in the Association requires a two-thirds (2/3) vote of Board members in attendance, assuming a quorum is present.

## SECTION 5. HONORARY MEMBERSHIP

### 5.1 Qualifications

Honorary membership may be extended to any individual, firm, or corporation selected by the Board of Directors as exemplifying the highest ideals of personal and/or corporate commitment to the community in general and/or the glass industry in particular. Recipients of Honorary membership may or may not be involved in the glass industry. Honorary members shall be exempt from payment of dues, but shall be entitled to all privileges of Regular membership except the right to vote or hold office.

## 5.2 Membership Application and Approval

### 5.2.1 Application

Application for Honorary membership in the Association shall be made to the Board of Directors, in the form of sponsorship, in writing by one or more current members of the Board of Directors at least thirty (30) days prior to any regular meeting of the Board (see Article IX, Section 3).

### 5.2.2 Approval

Letters sponsoring proposed Honorary members will be reviewed during regular meetings of the Board of Directors. Approval of Honorary membership in the Association requires a two-thirds (2/3) vote of the Board members in attendance, assuming a quorum is present.

## SECTION 6. RESIGNATION

Any member may withdraw from the Association, after paying in full any financial obligations to the Association, by giving written notice.

## SECTION 7. SUSPENSION OR EXPULSION

Any member may be suspended for a period, or expelled for conduct seriously prejudicial to the best interests of the Association, for violation of the Bylaws or rules of the

Association, or for breach of any of the provisions and conditions contained in the application upon which membership was granted. For any of these reasons, not including removal from the membership list for failure to pay dues in a timely fashion, any member may be suspended or expelled by a two-thirds vote of the Board of Directors. Any members so proposed for expulsion shall be given advance written notice, including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and a final written notice of the Board's decision.

## ARTICLE IV. CHAPTERS AND DIVISIONS

### SECTION 1. TYPE AND IDENTITY

#### 1.1 Type

Wherever possible, the Association shall encourage the establishment of Chapters and divisions.

#### 1.2 Symbols of Identity and National Affiliation

Each Chapter shall develop its own logotype or symbol. All written materials used by the Chapter in the conduct of its business shall include, in a prominent position, the Chapter logotype or symbol along with the logo of the National Glass Association.

### SECTION 2. STRUCTURE

#### 2.1 Incorporation

Each Chapter shall be incorporated under the laws of the state in which it does business. In the case of multi-state Chapters, incorporation shall be in the state where the office of the Chapter's Administrator is located (see Section 2.4 below).

#### 2.2 Articles of Incorporation and Bylaws

Each Chapter shall have on file with its Chapter Administrator and with the National office in McLean, Virginia, an up-to-date copy of the Chapter's Articles of Incorporation and its Bylaws. In the event of amendments to either document, a copy of the updated document shall be sent to the National office within 30 days of the effective date of such change. Any and all changes to a Chapter's Bylaws must be reviewed and approved by NGA legal counsel.

#### 2.3 Employer Identification Number

Each Chapter shall obtain tax exempt status under Section 501 (c)(6) of the Internal Revenue Code and submit a copy of such status to the National office.

#### 2.4 Chapter Administrator

The Chapter shall be encouraged to employ, at its earliest convenience, a part or full-time Chapter Administrator. The Chapter Administrator is responsible to the Chapter leadership for such tasks as the following: Maintaining a permanent Chapter mailing address; managing the chapter accounts; recording and distributing minutes of all appropriate Chapter meetings; producing the Chapter newsletter; maintaining ongoing contact with the National office; and/or any

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appropriate tasks as assigned by the Chapter's Board of Directors.

## SECTION 3. ELECTIONS AND OFFICERS

Chapters are encouraged to adopt bylaw provisions whereby the terms of the office of Chapter Officers coincide with the calendar year. Within thirty (30) days of the election of officers and directors, the chapter shall notify the Association of the names, addresses and telephone numbers of those officers and directors. Each chapter shall be governed by a Board of Directors elected from among the Chapter membership in accordance with the Chapter's bylaws. The Board, in turn, shall select a President, at least one Vice President, a Recording Secretary and a Treasurer to carry out the daily decision-making responsibilities of the Chapter.

## SECTION 4. RESPONSIBILITIES TO THE NGA

4.1 When requested, each Chapter shall notify the Association of the names and addresses of its members.

4.2 In order to foster cooperation between the Association and its Chapters, each Chapter shall forward to the Association, at the time of its issuance, a copy of any press release, resolution, or request for national, state or local legislative, judicial, or executive action made by the Chapter.

4.3 Each Chapter shall have on file with the Association at all times, an up-to-date listing of its office address and telephone number as well as the names of any staff employed by the Chapter.

4.4 Each Chapter shall have on file with the Association at all times an up-to-date schedule of Chapter membership dues. The Association shall be notified at least 90 days prior to any change in the dues structure of a chapter.

4.5 NGA chapters shall adhere to NGA's Antitrust Compliance policy, as outlined in Article XIV.

4.6 Each Chapter shall immediately notify the Association in writing of any potential legal liability either to the chapter or the Association.

4.7 Each Chapter shall comply with all affiliation requirements that are established by the Association's Board of Directors.

## ARTICLE V. FINANCES

### SECTION 1. FINANCES

The activities of the Association shall be financed by annual dues of the members, or by any other method ordered by the Board of Directors.

### SECTION 2. FISCAL YEAR

The fiscal year of the Association shall begin January 1 and shall terminate December 31.

### SECTION 3. AUDIT

The accounts of the Association shall be audited by a recognized firm of Certified Public Accountants at the close of each year, and at the termination of the employment of the Chief Executive Officer.

## ARTICLE VI. DUES

### SECTION 1. ANNUAL DUES

1.1 The annual dues of each member of the Association shall be determined by the Board of Directors.

1.2 The annual dues may be increased or decreased by action of the majority of the Board of Directors at any regular meeting or any special meeting called for that purpose.

1.3 Each member company shall have an appropriate amount of their annual dues set aside each year as payment for a subscription to an official publication of the Association.

### SECTION 2. ARREARS

Members who fail to remit their dues within sixty (60) days from the time they are payable shall have their memberships terminated.

## ARTICLE VII. BOARD OF DIRECTORS

### SECTION 1. STRUCTURE

The property, affairs, business and concerns of the Association shall be vested in the Board of Directors. The Board shall consist of twelve (12) regular members plus the Chairman and Immediate Past Chairman. One-third (1/3) of the regular members of the Board shall be elected each year (see Article VIII, Officers).

### SECTION 2. ELECTION AND TERM

#### 2.1 Eligibility

All nominees for the Board of Directors shall have been members of companies in good standing of the Association for at least one year directly prior to standing for election, and shall have met the criteria for primary representative as defined in Article III, Sec. 1.2. (see Article III, Section 2.2).

#### 2.2 Term of Office

Directors are elected to a three (3) year term of office. No individual may serve more than two consecutive 3-year terms as a Board member. Any individual wishing to serve additional time must remain off the Board for at least two (2) consecutive years before being again considered by the Nominations Committee.

#### 2.3 Election Procedures

The Immediate Past Chairman, who also serves as Chairman of the Nominations Committee, shall have responsibility for developing a slate of four qualified candidates for the four regular member Board positions available annually. The Nomination Committee's recommendations shall be finalized, with the advice and consent of the Board of Directors, prior to the Spring/Summer Board of Directors meeting. A memorandum announcing the Board's recommended slate of nominees will be sent to the membership shortly thereafter.

Any qualified regular member of the Association not selected by the Nominations Committee and still wishing to be a candidate must submit to the NGA office at least 60 days

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before the June/July Board meeting, a petition containing the original signatures of principals/owners from at least five percent (5%) of the Association's current membership (as of September 1st) supporting his or her candidacy. Such individuals will be listed as independent candidates on the ballot.

If a mail ballot is necessary, it will be sent to the regular membership following the June/July Board meeting. The four nominees receiving the highest number of votes shall be declared members of the Board of Directors and shall commence their 3-year term at the conclusion of the Board of Directors meeting held during the final day of the Association's Annual Convention.

If no qualified independent candidates are received by at least 60 days before the June/July Board meeting, the slate of nominees recommended by the Board of Directors shall be declared members of the Board of Directors and shall commence their 3-year term as noted in the paragraph above.

## **SECTION 3. POWERS AND AUTHORITY**

The Board of Directors shall have authority to exercise all corporate powers and to conduct and manage the business affairs of the Association, including authority:

3.1 To appropriate sums of monies for the management of the Association, which appropriation shall be by a two-thirds (2/3) vote of the Board.

3.2 To confirm the selection, by a special committee, Executive Committee or the Chief Executive Officer, of agents and employees of the Association and delegate to them any of the powers of the Board in the management of the business and the affairs of the Association as is allowable by law.

3.3 To approve the determination by the Chairman of the time and place of the meetings of the Board of Directors.

## **SECTION 4. VACANCIES**

Whenever a vacancy shall occur on the Board of Directors by death, resignation, or otherwise, the vacancy may be filled by the Chairman for the remainder of the unexpired term only.

## **SECTION 5. FEES AND COMPENSATIONS**

Directors shall not receive fees for their services as directors. They may receive reimbursement for expenses where they may be called upon to travel on behalf of the Association.

## **SECTION 6. REMOVAL OF DIRECTORS**

Any director may be removed for cause by a vote of two-thirds (2/3) of the other members of the Board of Directors, provided that a statement of the reason for the removal shall have been mailed by registered mail to the director at least thirty (30) days before final action is taken. This statement shall be accompanied by a notice of the time when, and place where, 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.

## **SECTION 7. EXECUTIVE COMMITTEE**

The Executive Committee shall be comprised of the officers of the Board (see Article VIII, Section 1 below) and shall have committee-level responsibility for the following areas: Bylaws, Budget and Finance (including Management Compensation and Performance Review), Nominations, and Strategic Planning. As a committee of the Board of Directors, the Executive Committee may not make decisions on behalf of the Board or the Association, but is responsible to the Board for recommending appropriate actions in the areas noted above, as defined elsewhere in these Bylaws.

## **ARTICLE VIII. OFFICERS**

### **SECTION 1. NUMBER**

The officers of the Association shall be the Chairman, the Chairman-Elect, the Treasurer, the Immediate Past Chairman, and the Chief Executive Officer (as permanent Corporate Secretary). Only current Board members who have served at least one full year on the Board are eligible to run for officer positions.

### **SECTION 2. METHOD OF ELECTION**

Each year at the GlassBuild America Board meeting, the Board of Directors shall elect the Treasurer for a term of one (1) year, or until resignation, removal, inability to serve or until a successor is elected or qualified. A majority vote shall be necessary for an election. Nomination and election of the Board Officers shall be conducted by the Chief Executive Officer.

Following the election of the Treasurer, the Board of Directors shall elect the Chairman-Elect who, upon election, shall serve one year as Chairman-Elect. After serving as Chairman-Elect for one year, the Chairman-Elect shall automatically assume the position of Chairman for one year, then shall automatically assume the position of Immediate Past Chairman for one year, then shall retire from the Board.

Officers shall be elected by those Directors in attendance only (see Article IX, Section 3.3 for further explanation), and shall be elected at the GlassBuild America Board meeting.

### **SECTION 3. DUTIES OF OFFICERS**

Duties and powers of the officers of the Association shall be as follows:

#### **3.1 Chairman of the Board**

The Chairman of the Board shall preside at the meetings of the Association and at the Board of Directors meetings. He shall be a member ex-officio of all committees. He shall appoint all appropriate committees and all Committee Chairmen except when otherwise voted by the members of the Board of Directors. He shall also preside at the annual meeting of the Association, and at other times as he shall deem proper, communicate to the Association or to the Board of Directors those matters and make such suggestions as may in his opinion tend to promote the prosperity and welfare and

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increase the usefulness of the Association, and shall perform such other duties as are incident of the office of the Chairman of the Board of the Association.

### 3.2 Chairman-Elect

The Chairman-Elect shall attend all Board and Executive Committee meetings, and shall assist the Chairman with projects and assignments as may be deemed necessary by the Chairman. The Chairman-Elect also chairs the Executive Committee in its role as Bylaws Committee.

### 3.3 Treasurer

The Treasurer shall provide monitoring, oversight and review of the Association's financial operations and assets. The Treasurer shall have access to the financial records of the Association. The Treasurer shall be provided with the Association's annual budget and shall be provided with records and reports sufficient to compare performance against budget. The Treasurer shall receive periodic reports reflecting income and expenditures and reflecting significant changes in the Association's assets. The Treasurer shall oversee the investment of Association assets consistent with investment policies adopted by the Board of Directors.

### 3.4 Immediate Past Chairman

The Immediate Past Chairman shall attend all Board and Executive Committee meetings, and, in case of the absence or inability of the Chairman to act, shall perform the duties of the office of Chairman. The Immediate Past Chairman also chairs the Executive Committee in its role as Nominations Committee.

### 3.5 President/Chief Executive Officer

The President, who is the chief paid employee of the Association selected by a special committee or the Executive Committee and confirmed by the Board of Directors, shall receive an annual fee determined by the Executive Committee of the Board of Directors. The President need not be a member of the Association, but serves as a member of the Board of Directors and an ex-officio member of all committees. The President also serves as the Corporate Secretary of the Association. The President receives instructions and carries out duties assigned by the Board of Directors through the Chairman of the Board.

It is the duty of the President to give notice of, and attend all meetings of the Association Board of Directors, and to keep a record of their proceedings; to conduct all correspondence and to carry into execution all orders, votes and resolutions not otherwise committed; to keep a list of the members of the Association; to keep accounts; to collect dues and other funds of the Association and deposit them in bank accounts of the Association; to pay all operating accounts; to provide for adequate National Headquarters operation staffing, conduct necessary training of staff, determine compensation, make termination of employment and require security for faithful performance of various staff duties; to notify officers and members of the Association of their election; to notify

members of their appointment on the committees; to coordinate an annual audit of the transactions and conditions of the Association; and generally to devote the best efforts to forwarding the business and advancing the interests of the Association.

## SECTION 4. SUSPENSION AND RESIGNATION

Any officer may be removed for cause by a three-fourths (3/4) vote of the Board of Directors at any regular or special meeting of the Board of Directors, provided that a statement of the reason for removal shall have been mailed by registered mail to the officer at least thirty (30) days before the final action is taken. The statement shall be accompanied by a notice of the time when, and place where, the Board of Directors is to take action on the removal, provided that the officer shall have been given an opportunity to present a defense at the time and place mentioned in the notice. An officer may resign at any time by giving prior written notice to the Board of Directors or the President of the Association.

## ARTICLE IX. MEETINGS

### SECTION 1. ASSOCIATION MEETINGS

#### 1.1 Annual Meeting

There shall be an annual meeting of the Association for the transaction of business. The annual meeting of the Association shall be held each year and the date and place of such meeting shall be selected by the Board of Directors. Notice of the time and place of the annual meeting shall be sent by the President to each member at least thirty (30) days prior to such meeting. All notices shall set forth the place, date, and time of the meeting.

#### 1.2 Special Meetings

Special meetings of the Association shall be called by the Chairman of the Board at the written request of a majority of the Board of Directors, or by a petition signed by twenty-five percent (25%) of the voting members in good standing, presented to the Chairman of the Board of the Association for his execution. Notice of such special meeting giving the time and place shall be sent by the President to each member at least thirty (30) days prior to such meeting. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the members of the Association.

### SECTION 2. VOTING PROCEDURES AT ASSOCIATION MEETINGS

#### 2.1 Qualified Voting

At any meetings of the Association where votes are taken, each Regular member shall have one (1) vote on each question (see Article III, Section 2.3).

# National Glass Association Bylaws

## 2.2 Quorum

A quorum shall consist of a majority of those Regular members present and voting unless otherwise specifically provided by these Bylaws.

## 2.3 Voting by Mail

Proposals to be offered to the members for a formal vote shall first be approved by the Board of Directors unless the proposal is endorsed in writing by ten percent (10%) of Regular members in good standing, in which case Board approval shall not be necessary. On any mail vote, no less than twenty percent (20%) of all Regular members shall cast ballots to constitute a valid action and a majority of those voting shall determine the action.

## 2.4 Proxy Voting

No member may permit another member to submit his/her vote by proxy.

## SECTION 3. BOARD OF DIRECTORS MEETINGS

### 3.1 Regular Meetings

The Board of Directors shall meet in full session twice annually.

In addition, the Board shall meet during the GlassBuild America to mark the changeover of Board members, elect officers for the coming year, and perform other appropriate functions (see Article VIII, Section 2 for further explanation).

### 3.2 Special Meetings

The Chairman of the Board may, when deemed necessary, or the President shall, at the request in writing of five (5) members

of the Board of Directors, issue a call for a special meeting of the Board and seven (7) days notice shall be required for the special meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the Board of Directors.

### 3.3 Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of business except in the event of the suspension or expulsion of a member wherein two-thirds (2/3) of the authorized number of directors shall be necessary to constitute a quorum.

### 3.4 Voting by Mail or Telephone

At the direction of the Chairman of the Board, or at the request of a majority of the Board of Directors, a mail or telephone vote may be taken on any subject except the election or dismissal of Officers or Board members (see Article VII, Section 6, and Article VIII, Sections 2 and 4).

## SECTION 4. NOTICE OF MEETINGS

Notice of all Association Membership, Committee and Board meetings shall be sent to the last known address of the member.

## ARTICLE X. ASSOCIATION COMMITTEES

The Association shall utilize three types of Committees: National, of the Board, and Ad Hoc.

**1. National Committees**—These are committees whose goals and objectives are industry-focused. Committee members are appointed to staggered two-year terms, which means that approximately half of the positions on each National Committee become vacant each year. National Committees are allocated a separate meeting budget and meet periodically during the year, typically at NGA headquarters in Washington. Committee members are chosen for their expertise in a given area, and may or may not be members of the Association.

**2. Committees of the Board**—These committees are association- focused and deal with issues of internal importance to the Association. Board Committees meet at, and in conjunction with NGA Board meetings, and do not have a separate budget. Committee members are appointed for one year and are all members of the NGA Board of Directors.

**3. Ad Hoc Committees**—These committees are established by the Chairman when needed to address a specific idea or concern. As the name suggests, Ad Hoc committees have a limited life span, once established they do not typically change members or chairmen, and the committee goes out of existence when the project is completed.

All Committees, through their chairmen, report to the NGA Chairman. At the beginning of his or her term of office each year, the Chairman appoints:

- a) all members of all Committees of the Board;
- b) all vacant positions on National Committees; and
- c) all committee chairmanships for National and Board committees.

No resolution or recommended policy developed by a committee may be put into practice until it is ratified by the Board of Directors.

Both the Chairman and Chief Executive Officer are ex-officio members of all committees.

## ARTICLE XI. INDEMNIFICATION

The Association shall have the power to indemnify any and all of its Directors or Officers, or former Directors or Officers, against any loss, claim, damage, action, or related expense to the full extent of the law.

## ARTICLE XII. CERTIFICATION PROGRAMS

The Association shall ensure that any certification programs developed by the Association are done so exclusively for the purpose of public protection and enhancement to the glass industry. All such certification programs must be structured to be independent of all other Association functions in order to ensure objectivity and impartiality of the certification decisions.

# National Glass Association Bylaws

## ARTICLE XIII. REPRESENTATIVE

In order to better promote the objects of the Association, the Board of Directors shall be empowered to appoint a representative to act on behalf of NGA and NGA members before local, state, and national boards and associations dealing with trade regulations and labor relations matters. The representative appointed by the Board shall represent NGA and its members on joint industry trade conferences and in industry labor jurisdictional matters. Any decisions reached and approved by the

NGA Board of Directors shall be binding on only those NGA members who have negotiated collective bargaining agreements with any AFL-CIO construction trade-unions.

## ARTICLE XIV. FUNDS AND DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of the funds shall inure, or be distributed to the members of the Association. The Association may be dissolved upon the vote of two thirds (2/3) of its Regular members. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization to be selected by the Board of Directors.

## ARTICLE XV. ANTI-TRUST COMPLIANCE

### SECTION 1. 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, directors or chapter officials which violate these regulations and laws are detrimental to the

2.5 Association staff, members, officers, directors or chapter officials who participate in conduct which the Board of Directors, by a two-thirds (2/3) majority vote, determines to be contrary to the Association anti-trust compliance policy shall be subject to disciplinary measures up to, and including, termination.

### ARTICLE XVI. AMENDMENTS

An amendment to these Bylaws may be proposed either by a majority of the Board of Directors at their regular meeting or by a petition of twenty-five percent (25%) of the Regular members. The proposed amendment shall be

interests of the Association and are unequivocally contrary to Association policy.

### SECTION 2. IMPLEMENTATION

Implementation of the anti-trust compliance policy of the Association shall include, but shall not be limited to, the following:

2.1 Association membership, directors and committee meetings shall be conducted pursuant to agendas distributed in advance to attendees; 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.

2.2 All Association activities or 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 anti-trust laws.

2.3 No individual other than the Chairman of the Board and Chief Executive Officer—whether staff, member, officer, director or chapter official—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 Chairman of the Board or President. No such individual may bind or commit the Association to any offer, contract, policy, program, position or decision without that approval. And no such individual may hold out himself or herself, or willingly appear to do so, as representing the Association without that approval.

2.4 General Counsel shall attend all Association Board of Directors and Membership meetings. Attendance of counsel at meetings shall be at the discretion of the Chairman of the Board.

submitted to the membership by mail at least forty-five (45) days prior to the annual meeting of the Association, or a mail vote deadline, or at any special meeting of the members called for that purpose. A two-thirds (2/3) vote shall be necessary to pass the proposed amendment.

Incorporating all approved changes through November 2009 inclusive.

Philip J. James  
President & CEO  
National Glass Association  
November 1, 2009

## NGA Membership Directory

### NGA Member Listing Information

**The full membership directory, including the membership list, is available to NGA members only.**

The membership list includes main locations and is available to NGA members only. Members are sent a copy of the Membership Directory once a year when they renew their membership. Any current NGA members in good standing can request a .pdf of the updated NGA Membership Directory, by contacting the membership department at [membership@glass.org](mailto:membership@glass.org). The Membership Directory is updated quarterly.

NGA members who would like to send a mailing to NGA members can purchase the NGA mailing list for one time use (including franchises and branch locations). In order to purchase the list, the purchaser must:

- Be a current NGA member in good standing.
- Supply the NGA with a final sample of the intending mailing items (items are subject to NGA approval).
- Sign a usage agreement, stating that the mailing list is for one-time use and that there will be no attempt made to store or re-use the list in any way.
- Use a commercial mail house that agrees to sign an NGA confidentiality agreement.

Email [membership@glass.org](mailto:membership@glass.org) for more information.