

## **BYLAWS**

Adopted, as amended, January 31, 2018

### **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 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 SECTION 2. REGULAR MEMBERSHIP

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 and glazing industry products, including but not restricted to architectural glass, windows and doors; or b) a direct supplier or independent sales representative to the glass and glazing industry.

A Regular member must maintain glass and glazing 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. An Individual who is an owner/senior management or a senior executive of a division/branch/section serving or supplying the glass and glazing industry of a Regular member firm in good standing is eligible to hold elective office within the Association.

### 2.3 Voting

Voting by Regular members shall be by the primary representative of 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 and glazing 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 and glazing industry.

### 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 do not vote as members and may not serve on the Board of Directors; they may participate and vote, however, to the extent authorized by the Board of Directors, in other activities and programs of the Association.

### 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 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 and glazing industry in particular. Recipients of Honorary membership may or may not be involved in the glass and glazing 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

### SECTION 1. TYPE AND IDENTITY

#### 1.1 Type

Wherever possible, the Association shall encourage the establishment of chapters.

#### 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 Vienna, 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 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 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 thirteen (13) voting Board members, representing the following:

- 3 glazing contractors
- 3 full-service glass companies
- 2 WDDA dealers
- 2 glass fabricators
- 2 glass and glazing industry suppliers
- 1 primary glass manufacturer.

Additionally, the NGA President/Chief Executive Officer sits on the Board as a non-voting, *ex officio* member.

### 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; shall have met the criteria for primary representative as defined in Article III, Sec. 1.2. (see Article III, Section 2.2); and shall be an owner/senior management of a member company or a senior executive of a member company's division/branch/section serving or supplying the glass and glazing industry.

#### 2.2 Term of Office

Directors are elected to a three (3) year term of office, except that the representative of a primary glass manufacturer is elected to serve a one (1) year term, with the opportunity to be nominated to serve a second consecutive one (1) year term. 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. Director terms are staggered to the extent feasible. The term of a Director is extended if, and to the extent, the Director is elected to serve as an officer.

#### 2.3 Election Procedures

The Immediate Past Chair, who also serves as Chair of the Nominations Committee, shall have responsibility for developing a slate of qualified candidates for the 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 before the Spring/Summer 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 nominees for the open positions receiving the highest number of votes shall be declared members of the Board of Directors and shall commence their terms at the conclusion of the Board of Directors meeting held during the final day of the Association's Fall 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 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 Chair 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 Chair 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 elected officers of the Board, with the President/Chief Executive Officer sitting on the Executive Committee in a non-voting capacity (see Article VIII, Section 1 below). The Executive Committee shall have committee-level responsibility for the following areas: Bylaws, Budget and Finance (including President/CEO 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. TITLES AND ELIGIBILITY

The elected officers of the Association shall be the Chair, the Chair-Elect, the Treasurer, and the Immediate Past Chair; the Chief Executive Officer also serves as a corporate officer of the Association, and as permanent Corporate Secretary. Only current Board members who have served at least one full year on the Board are eligible to run for elected officer positions. A representative of a primary glass manufacturer is not eligible to serve as an officer; and no more than one representative of a supplier may serve as an officer at any one time.

### SECTION 2. METHOD OF ELECTION

Each year at the Fall Annual Convention 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 Chair-Elect who, upon election, shall serve one year as Chair-Elect. After serving as Chair-Elect for one year, the Chair-Elect shall automatically assume the position of Chair for one year, then shall automatically assume the position of Immediate Past Chair for one year, then shall retire from the Board.

Officers shall be elected by the Board of Directors at the Fall Annual Convention Board meeting.

## SECTION 3. DUTIES OF OFFICERS

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

### 3.1 Chair of the Board

The Chair of the Board shall preside at the meetings of members of the Association and at the Board of Directors meetings. The Chair shall be a non-voting member *ex-officio* of all committees, alliances and divisions. The Chair shall appoint all appropriate committees, alliances and divisions and all committee, alliance and division Chairs except when otherwise voted by the members of the Board of Directors. The NGA Chair shall also preside at the Fall Annual Convention 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/her opinion tend to promote the prosperity and welfare and increase the usefulness of the Association, and shall perform such other duties as are incident of the office of the Chair of the Board of the Association.

### 3.2 Chair-Elect

The Chairman-Elect shall attend all Board and Executive Committee meetings, and shall assist the Chair with projects and assignments as may be deemed necessary by the Chair. The Chair-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.

### 3.4 Immediate Past Chair

The Immediate Past Chair shall attend all Board and Executive Committee meetings, and, in case of the absence or inability of the Chair to act, shall perform the duties of the office of Chair. The Immediate Past Chair 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 salary determined by the Executive Committee of the Board of Directors. The President need not be a member of the Association, but serves in an *ex officio*, non-voting capacity on the Board of Directors and all committees, alliances and divisions. 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 Chair 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 operation staffing, conduct necessary training of staff, determine compensation, make termination decisions and require security for faithful performance of staff duties; to notify officers and members of the Association of their election; to notify members of their appointment on the committees, alliances and divisions; 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. The President shall oversee the investment of Association assets consistent with investment policies adopted by the Board of Directors.

#### 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 Chair 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 Chair of the Board of the Association for 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).

## 2.2 Quorum

A quorum shall consist of at least twenty-five (25) 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 Fall Annual Convention 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 Meetings

At the direction of the Chair of the Board, or at the request of a majority of the Board of Directors: (a) a Postal mail or electronic mail vote may be taken on any subject except the election or dismissal of Officers

or Board members where all members of the Board of Directors participate in the vote and vote affirmatively on the action; and (b) a telephone or video conference meeting of the Board may be held upon regular notice where a quorum is present and at which all Board members present can hear the others (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, ALLIANCES AND DIVISIONS

The Association shall utilize three types of committees, alliances and divisions:

National, of the Board, and Ad Hoc.

1. National Committees, Alliances and Divisions - These are committees, alliances and divisions whose goals and objectives are industry-focused. Committee, alliance and division members are appointed to staggered two-year terms, which means that approximately half of the positions on each National committee, alliance and division become vacant each year. National committees, alliances and divisions are allocated a separate meeting budget and meet periodically during the year, typically at NGA headquarters in Virginia. Committee, alliance and division 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 NGA Chair 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 chairs, and the committee goes out of existence when the project is completed.

All committees, alliances and divisions, through their chairs, report to the NGA Chair. At the beginning of his or her term of office each year, the Chair appoints:

- a) All members of all Committees of the Board;
- b) All vacant positions on National committees, alliances and divisions; and
- c) All committee chairs for National and Board committees.

The Board of Directors may approve a different protocol for authority, participation, decision-making and leadership of particular committees, alliances or divisions.

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

Both the NGA Chair and NGA Chief Executive Officer are ex-officio non-voting members of all committees, alliances and divisions.

#### **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 and glazing 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.

#### **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 its Regular members. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified glass and glazing industry trade associations or to one or more regularly organized and qualified educational, scientific or philanthropic organizations 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 antitrust 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 interests of the Association and are unequivocally contrary to Association policy.

### **SECTION 2. IMPLEMENTATION**

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

2.1 Association membership, directors and committee/alliance/division 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/alliance/division 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 antitrust laws.

2.3 No individual other than the Chair of the Board and Chief Executive Officer--whether staff, member, officer, director or committee/alliance/division 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 Chair 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 NGA legal counsel shall attend all NGA Board and membership meetings, either in person or via teleconference. Attendance of counsel at other meetings shall be at the discretion of the NGA Chair of the Board.

2.5 Association staff, members, officers, directors or committee/alliance/division 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 submitted to the membership by mail at least forty-five (45) days prior to the Fall Annual Convention 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.

Nicole Harris  
President & CEO  
National Glass Association