



ACCEPTED: September 1991  
REVISED: January 2002

**Bylaws of the**  
**MICHIGAN GLASS ASSOCIATION**

**ARTICLE I**  
**NAME AND LOCATION**

The name of this organization is the Michigan Glass Association (hereafter referred to as **MGA**), and its principal office shall be in the city of Lansing or its vicinity.

**ARTICLE II**  
**PURPOSES**

- A.** The purposes for which **MGA** is organized are: to promote the general welfare of the glass and glazing industry and allied industries; to provide educational materials and programs; to gather and disseminate information for the benefit of the industry; to promote safety and ethics within the glass and related industries; provided that **MGA** shall not be organized or operated for profit and no part of its net or gross earning shall inure to the benefit of individual members.
- B.** The policies and activities of **MGA** shall not be such as will result in any agreement, understanding, combination or any other form of concerted action to limit production, fix prices, suppress competition, or in any other manner restrain trade or commerce, or to monopolize or attempt to monopolize trade or commerce, or any other act or acts which are in contravention of law or good business practice.
- C.** As a chapter of the National Glass Association (hereafter referred to as **NGA**), **MGA** shall comply with all obligations as set forth for chartered **NGA** chapters, and shall be entitled to all rights of the same.

**ARTICLE III**  
**DEFINITIONS**

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

## **ARTICLE IV MEMBERSHIP**

**A. Qualifications:**

*Regular Member:* Any firm with the majority of its business engaged in the selling, installing or repairing of flat and/or auto glass and other glazing materials or which conducts business as a glazing contractor and/or retail glass service.

1. Each member company shall designate one individual in a senior managerial position (such as owner, partner, corporate officer, etc.) to act as the member company's primary representative to **MGA**.

*Associate Member:* Any manufacturer or supplier of equipment to glass companies, an individual or institution concerned with or interested in the glass industry, or a firm with a service or collateral interest in the glass industry.

**B.** All applications for membership must be approved by **MGA**'s Board of Directors. Applications shall be made in writing on an application form provided by **MGA** containing an acceptance of an agreement to assent to and be bound by the Bylaws of **MGA** and code of ethics of NGA.

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

**D.** The membership of any member may be terminated by **MGA**'s Board of Directors for:

1. Failure to pay dues or other financial obligations to **MGA**; or
2. Failure to meet the eligibility requirements for membership.
3. Conduct seriously prejudicial to the best interest of **MGA**, for violation of the Bylaws or rules of **MGA**, or breach of any of the provisions or conditions contained in the application upon which membership was granted. For any of these reasons, not including termination for failure to pay dues or other financial obligations, any member may be suspended or expelled by a two-third (2/3) vote of the Board of Directors. Any members so proposed for termination shall be given advance written notice including the reason for the proposed termination, the opportunity to contest the proposed termination in writing or in person before the Board of Directors, and a final written notice of the Board's decision.

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

**ARTICLE V  
STRUCTURE**

- A.** Chapter affiliation – As a chapter of the National Glass Association, **MGA** shall comply with all obligations as set for chartered NGA chapters, and shall be entitled to all rights of the same.
- B.** Definition of Divisions – Divisions are separately incorporated geographical branches of **MGA**. They are governed by **MGA** bylaws. Each Division shall be administered by its elected Board of Directors. The geographical area of a Division is determined by **MGA**'s Board of Directors subject to a two-third's (2/3) vote of approval by the membership of the affected Divisions. The Detroit Division's geographical boundaries shall include the eight (8) counties of Wayne, Oakland, Macomb, St. Clair, Monroe, Washtenaw and Livingston. The Michigan Division's geographical boundaries shall include \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_.
- C.** All communication originating from NGA to **MGA** shall also be sent directly to each Division of the **MGA**. Each Division is free to communicate directly to the NGA on any issues.
- D.** **MGA** shall forward to Divisions, all communications originating from **MGA**, including but not limited to:

  - 1. Board meeting minutes
  - 2. Regular meeting minutes
  - 3. Budget and financial audits
  - 4. Communication to/from Council of Presidents
- E.** **MGA** shall forward the following to the Division representative, who shall distribute to each member of the Divisions:

  - 1. Meeting notices
  - 2. Election notices
  - 3. Communications to/from Council of Presidents
  - 4. Membership publications
  - 5. Newsletters
- F.** Divisions shall, in turn, forward to **MGA** all communication originating from the Divisions, including, but not limited to:

  - 1. Board meeting minutes
  - 2. Regular meeting minutes
  - 3. Budget and financial audits
  - 4. Meeting notices
  - 5. Election notices
  - 6. Membership publications
  - 7. Newsletters

**G.** A Division offices shall be entitled to attend the annual NGA Leadership Conference as a contributing participant with expenses being decided as follows:

1. Air to/from conference: Paid by **MGA**
2. Lodging and meals at conference: Paid by divisions

Further, divisions shall be entitled to attend any Council of Presidents' meetings as contributing participants and to be notified of any planned meetings in sufficient time to schedule attendees.

## **ARTICLE VI BOARD OF DIRECTORS**

### **A. AUTHORITY:**

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

### **B. NUMBER:**

**MGA's** Board of Directors shall consist of a majority of regular members, and no fewer than seven (7) voting regular members. The voting members shall include regular and associate members but not be limited to the officers, the Divisional Presidents, and one additional representative from each division. The President-Elect, Secretary, and Treasurer are elected by the **MGA** members-at-large. The additional divisional representatives are elected by the division members

### **C. QUALIFICATIONS:**

1. Board Members shall be a principle, owner or senior manager from member companies in good standing. An Associated representative may be his/her company's designated representative.
2. Board positions are held by individuals. Only one representative from each members company may hold a Board position at any given time.

#### **D. DUTIES OF DIRECTORS:**

1. To appropriate funds for the management of **MGA**, which appropriation shall be by a two-thirds (2/3) vote of the Board.
2. To confirm the selection of agents and employees of **MGA** and delegate to them any of the powers of the board in the management of the business of **MGA** as is allowable by law.
3. To approve the determination by the President of the time and place of the meetings of **MGA**'s Board of Directors.
4. To determine the qualifications and approve the applications of new members to **MGA**.
5. To assist the management of **MGA**'s Divisions(s) in the productive development of its Division programs, if requested.

#### **E. QUORUM:**

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

#### **F. ELECTION, APPOINTMENT, TERM:**

At each annual meeting of active members the membership shall elect Directors to hold office until their successors have been duly elected and qualified unless prior to that time said Director resigns or is removed.

Initially, **MGA**'s Board shall be appointed for a term of one (1) year. Subsequently, in order to provide continuity, terms of office will be staggered with one-half (1/2) seeking election, based on a slate of officers proposed by the Nominating Committee. Nominations may also be accepted from the floor or by other procedures as directed by the Board.

#### **G. REMOVAL OF DIRECTORS:**

1. Any **MGA** Director may be removed for conduct seriously prejudicial to **MGA**, by a two-thirds (2/3) vote of the other members of the Board of Directors. Any Director so proposed for removal shall be given advance written notice including reason for the proposed removal, the opportunity to contest the proposed removal in writing or in person before the Board of Directors, and a final written notice of the Board's decision.
2. For any **MGA** Director who fails to attend three (3) consecutive meeting without Executive Committee approval, removal will be immediate upon notification.

## **H. VACANCIES:**

Whenever a vacancy shall occur due to death, resignation or otherwise, the vacancy shall be filled by a majority vote of the Board for the un-expired term.

## **I. MEETINGS:**

The annual meeting of **MGA**'s Board of Directors shall be held immediately before or following the annual meeting of active members. All other meetings shall be held at such time and place be fixed by **MGA**'s Board of Directors from time to time. All meetings shall be open to members in good standing.

## **J. ACTION WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors of the Association may be taken without a meeting if a majority of the Board of Directors consent to the adoption of a resolution authorizing such action, and such consent is filed with the minutes of proceedings of the Board of Directors. Such actions may be conducted by mail, electronic, fax or telephone.

## **K. TELEPHONE MEETINGS**

Any one or more Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such Board of Directors by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **ARTICLE VII OFFICERS**

### **A. NUMBER:**

The officers of **MGA** shall be a President, a President-Elect, a Secretary, a Treasurer, and a Past-President. Theses positions shall constitute the Executive Committee of the **MGA** Board of Directors.

### **B. OFFICERS' RESPONSIBILITIES:**

1. President – The President shall preside at all meetings of **MGA** and shall be the chief executive officer with power to delegate his/her authority. S/he shall call meetings in accordance with the provisions of these Bylaws; shall appoint all committees; and shall be an ex-officio of all committees.
2. President-Elect – The President-Elect shall assist the President in the administration of **MGA** and shall be responsible for the successful functioning of various committees, which the President shall delegate to the President-Elect's

charge. The President-Elect shall be an ex-officio member of committees assigned to him/her.

3. Secretary – The Secretary shall keep a record of all meetings of **MGA** and shall issue notices of all regular and special meetings. The Secretary shall have charge of all correspondence of **MGA** and the Board of Directors and shall perform such other duties as may be assigned to the Secretary from time to time by the Board of Directors.
4. Treasurer – The Treasurer shall keep the accounts of the Association and have charge of and keep all of the funds in a bank or bank approved by the Board of Directors and in the name of **MGA** subject to withdrawal by check signed by any two (2) of the following: President, Secretary, Treasurer, and the Executive Director. The Treasurer shall disburse the funds of the Association under the directions and approval of the Board of Directors.
5. Past-President - The Past-President shall assume the duties of the office of President in the absence of the President, and shall serve as chair of the Nominating Committee.

#### **C. ELECTION, APPOINTMENT, TERM:**

**MGA**'s membership shall elect from its own members a President-Elect, Secretary, and Treasurer for a term of one (1) year. Nomination and election of officers shall be conducted by written, secret ballot. A majority vote shall be necessary for election.

1. Upon completion of his/her term as President, the President shall remain on the Board for one (1) year as Past-President, and as an officer of **MGA**.
2. The President-Elect shall automatically assume the office of President upon completion of his/her one-year term as President-Elect.

#### **D. VACANCIES:**

Whenever a vacancy shall occur due to death, resignation or otherwise, the vacancy shall be filled by a majority vote of the Board for the un-expired term.

### **ARTICLE VIII BUDGET**

- A.** **MGA**'s Board of Directors shall annually prepare and approve a budget concerning the total anticipated income and expenses for the ensuing year. The officers of committees shall not obligate **MGA** in excess of the anticipated budget without the approval of the Board of Directors.
- B.** The Board of Directors shall have prepared an annual review or audit of **MGA**'s books and records.

C. **MGA**'s fiscal year shall begin January 1 and shall terminate December 31.

## **ARTICLE IX DUES AND FEES**

- A. Dues shall be paid annually in advance each year. Once each year, **MGA** shall be responsible for collecting all appropriate dues for the Michigan Glass Association. Divisions will be responsible for their own dues collection.
- B. **MGA**'s Board of Directors may, when they deem it advisable, assess the cost of any contemplated program of **MGA** against the members in addition to their dues, provided that such assessment be approved by a majority vote.
- C. If any member fails to pay the prescribed dues or assessments within sixty- (60) days after they shall have become due, such member, as a result of such failure and upon notice from **MGA**, shall be suspended from all rights and privileges of membership in the **MGA**, including the right to vote. Such suspension shall continue until all arrears of the member so suspended shall have been paid in full, or until the termination of the membership of the suspended member.

## **ARTICLE X FISCAL RESPONSIBILITIES**

As a chartered chapter of the National Glass Association, the Board of Directors of **MGA** shall be responsible for gathering and submitting to NGA each year support documentation attesting to **MGA**'s ongoing compliance with the following criteria:

- 1. Insurance Group: **MGA** shall carry the following associations professional liability insurance coverage's (provided by an umbrella policy purchases by NGA covering **MGA** and its Divisions)
  - a. Anti-trust (minimum \$500,000 per occurrence, \$500,000 aggregate)
  - b. Contracts
  - c. Publications
  - d. Personnel
  - e. Personal Liability (Directors and Officers/Errors and Omissions)
- 2. Members: **MGA** shall maintain, at a minimum, an active roster of twenty (20) regular dues-paying members.
- 3. IRS Report: **MGA** shall provide NGA with proof of their tax-exempt status with the IRS. **MGA** shall file an IRS Form 990 and 990T each year, if appropriate.
- 4. Anti-trust: **MGA** shall adhere to a strict anti-trust compliance policy. (See Article XIV: Anti-trust Compliance.)

5. Governing Documents: **MGA** will be governed by official, written chapter Bylaws that have been approved by its members, as well as NGA's legal counsel. A copy of **MGA**'s current Bylaws will be kept on file at the NGA national office

## **ARTICLE XI COMMITTEES**

At any time, **MGA** shall have one or more of the following committees in place to develop the goals of **MGA**.

Ad Hoc Committees:

Automotive Glass	Safety	Publications	Government Affairs
Architectural Glass	Industry Codes	Membership	Program
Training/Education	Bylaws	Nominations	

## **ARTICLE XII VOTING**

All **MGA** membership voting shall be done by mail, with thirty (30) days notice. On any 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 as otherwise required by law, except as stated in Article XIII.

## **ARTICLE XIII AMENDMENTS**

Amendment 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 twenty percent (20%) of the members in good standing, in which case Board approval shall not be necessary.

## **ARTICLE XIV ANTITRUST COMPLIANCE**

### **A. POLICY:**

It is the undeviating policy of **MGA** and its Divisions to comply strictly with the letter and spirit of all federal, state and applicable international trade regulations and antitrust laws. Any activities of its staff, members, officers, or directors, which violate these regulations and laws, are detrimental to the interests of **MGA** and are unequivocally contrary to **MGA** policy.

### **B. IMPLEMENTATION:**

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

1. **MGA** 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 not substantive discussions of the Association matters other than at membership, Directors and committee meetings shall be distributed to attendees promptly. Minutes of general membership meetings will be available upon request.

2. All **MGA** 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.
3. No individual other than the President -- whether staff, member, officer, or director – is authorized to communicate on behalf of **MGA** to any person or firm outside **MGA** except with the explicitly, unequivocal approval of the President. No such individual may bind or commit **MGA** to any offer, contract, policy, program, position or decision without approval. No such individual may hold out him/herself, or willingly appear to do so, as representing **MGA**, communicating on its behalf or binding or committing **MGA** without that approval.
4. **MGA** staff, members, officers, or directors who participate in conduct which the Board of Directors, by a two-thirds (2/3) majority vote, determines to be contrary to **MGA** anti-trust compliance policy shall be subject to disciplinary measures up to and including termination.

#### **ARTICLE XV PARLIAMENTARY AUTHORITY**

The rules of parliamentary practice comprised in the current edition of Robert's Rules of Order Newly Revised shall govern all proceedings of **MGA** and Board of Directors, except where inconsistent with these Bylaws.

#### **ARTICLE XVI DISSOLUTION**

In the event of dissolution, which shall be by two-thirds (2/3) majority vote of the membership, **MGA**'s Board of Directors shall dispose of any assets by dividing them among the Divisions in proportion to the Divisions ratios of members.

Further, should **MGA** be dissolved, DGDA at its request to the NGA, shall be entitled to return to its previous Charter Chapter status.