

BY-LAWS

NEW JERSEY GLASS AND METAL
CONTRACTORS ASSOCIATION, INC.

The following **By-Laws** of the **New Jersey Glass and Metal Contractors Association, Inc.**, a/k/a NJ Glass & Metal Contractors Assoc., were duly adopted by the members of the Association on February 28, 1995, and amended on November 28th, 2000.

ARTICLE I

+ Sept. 25, 2007

MEETINGS OF THE ASSOCIATION

Section 1.

The Annual Meeting of the Membership shall be held in April each year, at such time and place as shall be arranged by the Board of Directors (the term "Board of Trustees" as may be used in this document or in the Certificate of Incorporation shall be the "Board of Directors").

Section 2.

Regular Meetings of the Membership shall be held on the last Tuesday of each month wherever practical, or at such other times as may be designated by the Board of Directors.

Section 3.

Special Meetings of the Membership shall be called by the Executive Director or Secretary at the request of the

President, any three members of the Board of Directors, or any six members of the Association.

Section 4.

Notice of each Meeting of the Membership, whether annual, regular, or special, shall be in writing. Such notice shall state the time, date, and place where the meeting will be held, and if a special meeting, the purpose for which the meeting is scheduled. Such notice shall be served by mail upon each member of the Association at least five working days before the annual or any regular meeting, and at least three working days before any special meeting, and shall be directed to the member at its address as it appears upon the records of the Association. The placing of written notice of the meeting in the United States mail shall constitute the giving of notice within the meaning of this section. In emergency situations as determined by the Board of Directors, notices of special meetings may be given by other methods, such as facsimile transmission or e-mail, provided such method is reasonably expected to provide actual notification to every member.

Section 5.

One third of the members of the Association present in person or by a duly authorized representative shall constitute a quorum for the transaction of business at any regular, special, or annual meeting. The act of a majority of members present at a meeting, unless otherwise specified in this Constitution and By-Laws, shall be the act of the Association.

Section 6.

Each meeting at which Association business is to be transacted, shall be conducted by the President or another designated officer who shall conduct the meeting in an orderly fashion and make rulings on all disputed points. Any question as to order of or priority of business shall be decided by the Chairman; however, the order of business may be altered or suspended at any meeting by a two-thirds vote of the members present. The Secretary of the Association or other designee shall record the proceedings of the meeting in the form of minutes. The conduct of all meetings shall, subject to the provisions of the Constitution and By-Laws, be governed by the Provisions of Roberts Rules of Order.

Section 7.

Any member of the Association shall be entitled to attend any meeting of the membership in person or through a duly authorized and approved representative. Each member firm shall be entitled to one vote in all matters before the Association.

Section 8.

It shall be the duty of every member of the Association to be present or properly represented at every meeting of the Association. Failure of any Association member to attend three consecutive regular or special meetings without valid excuse acceptable to the Board of Directors, in the discretion of the Board, may constitute cause for termination of membership.

ARTICLE II

MEETINGS OF THE BOARD OF DIRECTORS

Section 1.

The Board of Directors at the call of the President shall hold not less than four regular meetings per calendar year and shall fix the time and place of such meetings in the month of April of each year.

Section 2.

Special meetings of the Board of Directors may be called by the President, the Vice President, or any three members of the Board.

Section 3.

Notice of each meeting of the Board, whether regular or special, shall be in writing, and shall state the time and place of the meetings, and if a special meeting, the purpose or purposes for which the meeting has been called, and a copy thereof shall be served by mail, or by facsimile transmitted copy, upon each member of the Board at least five working days before any regular meeting and at least three working days before any special meeting. The placing of written notice of the meeting in the United States Mail directed to the member at his address as it appears upon the records of the Association, or upon the transmission of a facsimile copy, shall constitute the giving of notice within the meaning of this section. In emergency situations as determined by a majority

of the Board, notices of special meetings may be given by other methods, provided such method of notice is reasonably expected to provide actual notification to every member.

Section 4.

A majority of the Board at a meeting assembled shall be necessary to constitute a quorum for the transaction of business. Except as otherwise provided, the act of a majority of the Board present shall be the act of the Board. In the event a quorum is not present, the Chairman of the meeting, in his discretion, may require those attending to permit a reasonable amount of time to expire, in expectation of the arrival of a quorum, prior to adjourning the meeting.

Section 5.

A member of the Board of Directors shall be ineligible to vote on any matter before the Board directly affecting his business or membership in the Association but shall be counted towards a quorum of the Board.

Section 6.

The Board of Directors may make, enforce, and amend rules and regulations not inconsistent with the Constitution or By-Laws, including rules governing the conduct of meetings.

Section 7.

The Board of Directors shall present to the Membership such annual report as is required by the provisions of the New Jersey Not for Profit Corporation Laws.

ARTICLE III

OFFICERS

Section 1.

The principal duties of Officers of the Association shall be as follows:

(a) President. The President shall have the general supervision of the affairs of the Association subject to the policies of the Board of Directors; he shall preside at all meetings of the Association and the Board of Directors; he shall be a member ex-officio of all Committees, and subject to the approval of the Board, shall appoint all members of the Committees. The President shall appoint the Chairman of all committees from among the Committee members. The President may, with the approval of the Board, remove from office any Committee Chairman or member for any cause deemed sufficient after providing such person a hearing before the Board; he shall fill all committee vacancies in a like manner. The President shall see that all policies and resolutions of the Board and the Association are carried into effect to the satisfaction of the Board, and he, or another authorized officer, shall execute all contracts, documents, and agreements of the Association after they have been approved by the Board. He shall be an authorized signatory on Association vouchers, checks, and bank accounts.

(b) Vice President. The Vice President, at the request of the President or in his absence or disability, shall perform the duties and functions of the President; he shall likewise perform the duties and functions of the Treasurer in the absence or disability of the Treasurer. The Vice President shall also perform such other duties and functions and shall have such authority as may be assigned to him by the Board of Directors.

(c) Treasurer. The Treasurer shall be responsible for keeping an accurate account of all monies received, invested, and expended by the Association. He shall be responsible for depositing in the name of the Association all monies received in such banks or trust companies as are approved by the Board of Directors. He shall keep his accounts available to the Board and render his statement thereof quarterly to the Board and annually to the membership. His accounts may be annually audited, at the option of the Board of Directors, and reported to the Association by a Certified Public Accountant approved by the Board of Directors. In the case of absence or disability of both the Treasurer and Vice President, the Board may appoint a Treasurer pro tem who shall give bond in the same manner as the Treasurer. The Treasurer shall be one of the authorized signatories on all Association checks, vouchers, and bank accounts.

(d) Secretary. The Secretary shall be responsible for the minutes of all regular, special, annual, or committee meetings of the Association. The records of the Secretary shall at all

Article III, Continued

Section 2*

Any person who is or was a Director, Officer, Trustee, Employee, or Agent of the Association may be indemnified by the Association to the extent permitted by law against judgments, settlements, costs and reasonable fees incurred in connection with any suit or proceeding involving such person by reason of being or having been a Director, Officer, Trustee, Employee, or Agent acting in good faith for the Association, except for proceedings where such person and the Association are opposing parties.

** Amendment to by-laws, September 25, 2007*

reasonable times be open to inspection by the Board of Directors. It shall be the duty of the Secretary to notify members of their election to membership or termination from membership and to keep a permanent roll of the membership of the Association. In general, he shall perform all duties and possess all authority of the Office of Secretary, and he shall perform such other duties and have such other authority as from time to time may be assigned to him by the Board of Directors.

ARTICLE IV
DISBURSEMENTS

Section 1.

The following procedures will be applicable to the disbursement of monies by the Association.

Two accounts shall be maintained:

A General Operations Checking Account

In the discretion of the Board and if Funds are available, a Savings account, Certificate of Deposit, or other investment account.

All checks shall require one authorized signature, that of the President or, in the following listed preferred order according to their availability, that of the Treasurer, Vice President, or Secretary.

Section 2.

All persons authorized to sign checks or bank accounts on behalf of the Association shall be bonded in such amount as shall be annually approved by the Board of Directors, with the cost of such bonds being borne by the Association.

ARTICLE V

COMMITTEES

Section 1.

The President, under his authority and in consultation with the Board of Directors, may appoint the Chairman and committee members of the following Standing Committees of the Association.

1. Labor Negotiations
2. Nominating
3. Membership
4. Financial
5. Education

Section 2.

The President, with the approval of the Board, may from time to time establish such other Ad Hoc Committees as may be appropriate in order to carry out the business of the Association.

Section 3.

The President shall also, with the approval of the Board, appoint those representatives of the Association who shall serve as Trustees of any employee fringe benefit trust funds where joint management/labor trusteeship or administration is required

and any other such trustees or administrators representative of management or the Association.

Section 4.

The President shall also, with the approval of the Board, appoint all Trustees to the New Jersey Glass and Metal Contractors Association, Inc. - Industry Promotion Fund established by the Association for the advancement and promotion of the glass and metal installation and fabrication industry.

Section 5.

Each Committee and Fund Representative of the Association shall adopt such regulations as are appropriate to their proper functioning. No Committee or Fund shall be empowered to bind the Association to any agreement without the approval of the Board of Directors.

Section 6.

The Nominating Committee shall consist of three (3) members, one (1) of whom shall be a non-member of the Board of Directors. The President and Vice President shall also be ineligible to serve as members.

ARTICLE VI

INITIATION FEE, DUES, ASSESSMENTS, CHARGES

Section 1.

The Board of Directors, in its discretion, is authorized from time to time to fix the amount of initiation fees, dues,

assessments, and charges which are payable by the members of the Association, subject to ratification by a majority of members present and voting at the membership meeting.

Section 2.

(a) Dues, adopted by a majority vote of the members present at the Annual Meeting, may be assessed by the Association in an amount to be determined at the Annual Meeting of the Association each year. The amount and method of payment of dues shall be as prescribed at the Annual Meeting.

(b) Any member whose dues are not received within 90 days of their due date may be terminated from membership, without the right to a hearing by the Board of Directors but shall be notified by registered letter posted ten days before the proposed date of automatic termination.

Section 3.

Any member who fails, neglects, or refuses to make scheduled payments of dues, assessments, or other charges shall in addition be liable to the Association for an amount equal to 25 percent of such arrearages in the event the firm is terminated and collection procedures are undertaken by the Association; furthermore, if such terminated firm then seeks readmission to the Association after having paid all delinquent amounts, a readmissions fee in the amount of \$ 250.00 may be charged.

ARTICLE VII

VOTING

Section 1.

Unless otherwise herein stated, a majority vote is necessary to carry any and all motions.

ARTICLE VIII

AMENDMENTS TO BY-LAWS

Section 1.

By-Laws not inconsistent with the Constitution may be adopted, amended, repealed, or altered in whole or in part at a regular or special meeting of the Membership by a three-quarters vote of the membership present, provided a quorum is also present.

\mydocuments\njgmca\final by-laws.721