



NATIONAL WINDSHIELD REPAIR ASSOCIATION

BYLAWS

ARTICLE I - PURPOSES

1.1 The purposes of the Corporation are as set forth in its Articles of Incorporation pursuant to the Pennsylvania Nonprofit Law of 1988 (the "Act"), and doing business in Virginia. The name of the association is the National Windshield Repair Association, also doing business as the Global Glass Conversation Alliance.

ARTICLE II - OFFICE

2.1 The registered office of the Corporation is 385 Garrisonville Road, Suite 16, Stafford, Virginia in the county of Stafford or such other places as the Board may select and the business of the Corporation may require.

ARTICLE III – MEMBERS

3.1 There shall be six classes of members:

3.1.1 Regular member – a company actively engaged in auto and/or flat glass repair and/or restoration that is not a supplier to the industry; Dues are \$150 per year plus \$25 for each additional location. Members receive one vote.

3.1.2 Multilevel member – a company actively engaged in the development of new repair and/or restoration opportunities, including franchisors, manufacturers of repair systems or products, third party administrators and billing services. Dues are \$2,500 per year. Membership in this category allows the franchisees (i.e., licensor users of the members' products) to become a regular member with full membership privileges for \$25 year. (If franchisee has more than one location, those additional locations are also billed at \$25 each). The multi-level member receives one vote.

3.1.3 Supplier member – a company that supplies goods, products or services to companies in the auto and/or flat glass repair, restoration, reuse and/or recycling industry. Dues are \$500 per year. Supplier members receive one vote.

3.1.4 Associate member – insurance companies, trade associations and others with interest in the repair, restoration, reuse and/or recycling of glass. Dues are \$2,500 per year. This category has no voting rights.

3.1.5 Honorary member—a membership of honor voted by the board of directors for a period of one year to a company or individual. There is a non-voting membership.

3.1.6 Finished product members – companies that produce finished products made with recycled, restored, reused or repaired glass. Dues are \$500 per year. Finished product members receive one vote.

3.2 Classes of Membership. The Corporation shall have two classes of membership, voting and non-voting.

3.2.1 Voting members shall consist of Regular, supplier, finished product and multilevel members as detailed in paragraph 3.1.

3.1.3 Non-voting members shall consist of the following categories: Associate and Honorary members. These categories are further defined in sub-paragraph 3.1.4 and 3.1.5.

3.2 Dues. The amount of dues to be charged for each membership category shall be set by the Board of Directors from time to time, and changes in the dues structure for any category of membership shall be published to the membership, to take effect for any member when their next annual payment of dues comes up for renewal. For all categories of membership except Honorary Members, dues shall be paid in advance annually. Membership with all associated privileges and benefits shall begin with the receipt of a paid membership application. In subsequent years, the membership will be renewable during the month in which membership began and shall renew for succeeding one year terms upon payment of annual dues for the next term.. A 30-days grace period for non-payment of membership renewal is immediately followed by a 30-days delinquency period. If payment is not received within the 30-days delinquency period, the member shall be declared not in good standing, removed from the current NWRA membership list and shall lose all associated privileges and benefits including their Board seat if said member is a director.

3.3 Annual Meetings. The members shall have an annual meeting at the principal office of the corporation or at such other time or place as is otherwise determined by the Board for the single purpose of electing its Board, and for such other purposes as may be set by the Board.

3.4 Special Meetings. Special meetings of the members may be called by the Board or at the written request of 25% of the members, addressed to the Secretary of the Board. It shall be the duty of the Secretary to fix the time of the meeting, which shall be held not sooner than sixty (60) days after call or the receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so provided that the place of the meeting shall be within the Standard Metropolitan Statistical Area of the principal office of the Corporation.

3.5 Quorum. Those members present at a meeting shall constitute a quorum for the transaction of the business at the meeting.

3.6 Voting by Proxy. Any member eligible to vote at any meeting of the members may be represented as present and may vote at such meeting by proxy authorized in writing. Such written authorization must specify the matter with respect to which the proxy is granted and the person entitled to vote, must be signed and dated by the member granting the proxy, and must be filed with the Secretary of the Corporation at least fourteen (14) days prior to the vote.

ARTICLE IV - BOARD OF DIRECTORS

4.1 Management. The business and affairs of the Corporation shall be managed by its Board except as otherwise required by statute, these Bylaws or a resolution duly adopted by the Board. No remuneration shall be paid to any Director, except the Executive Director, but Directors may be reimbursed for expenses related to travel, room and board for the purpose of attending Board meetings.

4.2 Qualifications of Directors. Each Director shall be a natural person of at least twenty-four (24) years of age who has been a voting member in good standing of the association for at least two consecutive years, who need not be a resident of Pennsylvania). At least two board members shall be involved in repair, two in restoration and two in reuse and/or recycling.

4.3 Number and Election of Directors. The Board shall consist of not less than seven (7) nor more than nine (9) persons, who shall be elected at the annual meeting of the membership, or who shall be appointed by the President of the association to fill a vacated position in accordance with these Bylaws. The Executive Director is always a member of the Board, but he shall not vote except to cast his vote in the case of a tie.

4.4 Removal of Directors. Any Director may be removed from office, without the assignment of any cause, by a vote of a majority of all other Directors at a regular or special meeting of the Board, provided that written notice of the intention to consider removal of a Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed except

that any Director who is no longer a member in good standing due to non-payment of dues shall be automatically removed from the Board when removed from the association and the seat on the Board of Directors shall be declared vacant.

4.4.1 Removal of Directors. Any Director may be removed from office, without the assignment of any cause, by a vote of a majority of all other Directors at a regular or special meeting of the Board, provided that written notice of the intention to consider removal of a Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.4.2 Removal of Directors. Directors can also be removed for inactivity. Any director who misses three consecutive meetings of the board of directors, whether in person or via teleconference, will be removed from office. The board of directors may vote to rescind said removal in the case of extenuating circumstances. Any director in jeopardy of removal shall be notified by the board of directors after the second instance of inactivity.

4.5 Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting, and the acts of the majority of the Board present at a meeting at which a quorum is present shall be the acts of the Board, unless otherwise required by law or these Bylaws. The definition of a "meeting" shall include telephone conference calls, Internet or computer E-mail conferences and other electronic methods allowing simultaneous communications between members.

4.6 Terms in Office. The terms of board members shall last for three years and shall be staggered so that no less those three (3) positions are up for election in any one year. The length of term for an individual appointed to the board to fill replace an unfinished term shall be the same as the person being replaced.

4.7 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

4.8 Voting Rights. Every Director shall be entitled to one vote in person.

4.9 Annual Meeting. The annual meeting of the Board shall be held after the annual meeting of the members.

4.10 Regular Meetings. Regular meetings of the Board shall be held at least three times each year or as otherwise determined by the Board and may take place by teleconferencing if a majority of the Board so agrees.

- 4.11 Special Meetings. Special meetings of the Board may be called by the President or by one-third of the Board at any time. At least fifteen (15) days' written notice by certified mail with receipt, or email message, or facsimile to the appropriate address on record with the corporate office, stating the time, place and purpose of any special meeting shall be given to the members of the Board. It shall be the duty of the Secretary to fix the time of the meeting, which shall be held not more than sixty (60) days after the receipt of the request. If the secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so, provided that the place of the meeting shall be within the Standard Metropolitan Statistical Area of the principal office of the corporation, or as otherwise provided for in these Bylaws.
- 4.12 Conflict of Interest. All directors must adhere to the conflict of interest policy as adopted by the Board of Directors.

ARTICLE V - OFFICERS

- 5.1 Number and Qualifications of Officers. The officers of the Corporation shall include a President, a Vice President, a Secretary and a Treasurer and such other officers whose positions shall be created from time to time by the Board. The officers shall be natural persons who are Directors of the Corporation. A person may hold more than one office except that the same person may not be President and Secretary. No remuneration shall be paid to any officer of the Corporation unless authorized by a majority of the membership present at any meeting where the matter has been published beforehand.
- 5.2 Election and Term of Office. Officers shall be elected by the Board at the annual meeting of the Board and shall serve for a term of one year and until their successors are elected and qualified. Officers may be elected for consecutive terms.
- 5.3 Duties. The duties of the officers shall include the following:
- (a) The President shall be the Chief Executive Officer of the Corporation; shall have general and active management of the business of the Corporation; shall see that all orders and resolutions of the Board are carried into effect subject to the right of the Board to delegate any specific powers as allowed by law, and when authorized by the Board, sign any instrument requiring the same as the President with authorization to do so, affixing the seal of the Corporation if such be required, and his signature (and seal) when so affixed shall be attested by the signature of the Secretary or the Treasurer. The President shall appoint members of all committees which are created by the Board or these Bylaws.

- (b) The vice president shall assist the president and shall serve as president should the president be incapacitated or unable to fulfill his duties.
- (c) The Secretary shall be secretary to the Board, shall attend all meetings of the Board and membership, shall act as clerk thereof, and shall record all votes and the minutes of all proceedings. The Secretary shall give or cause to be given notice of all Board meetings to the Directors and of all membership meetings to members as appropriate, and shall perform such other duties as may be prescribed by the Board or by the President. The Secretary shall keep custody of the corporate seal, and when authorized shall affix the seal to any instrument requiring it.
- (d) The Treasurer shall keep full and accurate accounts of receipts and disbursements of the Corporation; shall collect all funds due the Corporation and disburse funds as required to meet the obligations of the Corporation; shall keep the funds of the Corporation in a separate account to the credit of the Corporation, unless the Board provides otherwise; shall render to the President and the Board, as requested by them but not less than once a year, regular accounting of all transactions and of the financial condition of the Corporation.

5.4 Removal of Officers. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to any contract rights of any person so removed.

ARTICLE VI – NOMINATION & ELECTION OF THE BOARD OF DIRECTORS

6.1 Nominating Committee. The President shall appoint a nominating committee at least 90 days prior to the Annual Meeting. The nominating committee may be members at large or Directors.

6.2 Nominations. The nominating committee shall nominate a number of candidates for membership on the Board as there are vacancies to be filled, for election at the Annual Meeting.

6.3 Procedure. The nominating committee shall select its chairperson, who shall submit its list of nominees to the President at least 60 days prior to the Annual meeting. The President shall cause this list to be distributed to the membership together with an announcement of the date of the Annual Meeting not less than 30 days prior to the date of the Annual Meeting.

6.4 Nominations by Members. Additional nominations for election to the Board at the Annual Meeting may be made by voting members, by submitting to the President petitions, in writing, not less than 30 days prior to the Annual Meeting. Each petition shall certify the willingness of the proposed nominee to serve, and contain the original signatures of not fewer than ten (10) voting members in good standing, not including that of the proposed nominee, as petitioners. Petitions or individual signatures transmitted by facsimile or other electronic means shall be deemed valid for the purposes of an additional nomination.

6.5 The Executive Director shall certify the candidates as being in good standing and eligible for election. All candidates, including those put forth by the nominating committee and those nominated by members, shall be included on the ballot. Those candidates put forth by the Nominating Committee will be so noted on the ballot.

ARTICLE VII - MEETINGS AND NOTICE

7.1 Place of Meetings. Meetings may be held at such place as the Board may from time to time determine, or as may be designated in the notice of the meeting.

7.2 Notice. Notice may be given to any person either (a) personally or (b) by sending a copy thereof through first class mail or (c) by certified mail, with receipt, or (d) to the person's known email address according to the address appearing on the books of the Corporation or supplied to the Corporation for the purpose of notice by such person. If the notice is sent by mail or by certified mail with receipt, or to the known email address, it shall be deemed to have been given to the person entitled thereto when deposited in the mail or with the Post Office for delivery of the certified mail or when sent by email at the same time as such notice was sent to others concerning the same meeting. Such notice shall specify the place, day and hour of the meeting and in the case of a special meeting or where otherwise required, the general nature of the business to be transacted.

7.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE VIII - INDEMNIFICATION

8.1 General Rule. A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless: (i) the director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 8363 of Subchapter F of Chapter 83 of Title 42 of the Pennsylvania Consolidated Statutes and any amendments and successor acts thereto; and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, the foregoing provision shall not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute or (ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

8.2 Indemnification. The Corporation shall indemnify any officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) by reason of the fact that such person is or was a representative of the Corporation, against all expenses (including attorney fees), judgments, fines and amounts paid in settlement as to actions taken, or omitted to be taken, in such person's official capacity as officer or Director and as to actions taken, or omitted to be taken, in another capacity while holding such official capacity, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

ARTICLE IX - AMENDMENTS

9.1 The Articles of Incorporation of the Corporation may be amended by an affirmative vote of a majority of members present at any duly convened annual, regular or special meeting of members after notice of such purpose has been given.

9.2 These Bylaws may be amended by affirmative vote of a majority of members present or, to the extent not prohibited by law, by affirmative vote of a majority of all Directors in office, at a duly convened meeting after notice of such purpose has been given.

As amended
July 30, 2009