



## **BYLAWS OF SOUTH TEXAS ALARM ASSOCIATION, INC.**

### **ARTICLE I – OFFICES**

#### **1. REGISTERED OFFICE AND AGENT**

The registered office and registered agent of the Association shall be as set forth in the Corporation's (hereafter called the Association) Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

#### **2. PRINCIPAL OFFICE**

The principal office of the Association shall be at 716 W. Byrd Blvd., Universal City, Texas 78148-4363, provided that the Board of Directors shall have the power to change the location of the principal office.

#### **3. OTHER OFFICES**

The Association may also have other offices within the State of Texas, as the Board of Directors may designate, with the approval of the membership.

### **ARTICLE II – MEMBERS**

#### **1. CLASSES OF MEMBERS**

The Association shall have three classes of members, only one of which will have voting rights, as follows:

- A. Regular Membership: Regular Members are voting members. Regular Membership is limited to one Member per entity (whether partnership, Association, or otherwise).
  - 1. Regular Membership is available to any Licensed entity engaged in the business of installing, or providing regulated electronic detection or life safety services; and
  - 2. Regular Membership is available to a distributor of electronic detection equipment that maintains a supply house in the San Antonio area.
- B. Associate Membership: Associate Members are non-voting members of the Association. Associate Membership is open to any individual or entity which is not engaged directly in

the business of installing, or providing regulated electronic detection or life safety services, but who may supply services, equipment or otherwise to the Regular Members.

- C. Honorary Membership: Honorary Members are non-voting members of the Association. Honorary Membership is open to one Member of any law enforcement agency and one Member of any firefighting agency in the South Texas area or any other person as determined by the Board.

## **2. ELECTION OF MEMBERS**

Candidates for membership shall complete such forms and supply such information as may be required by the Board of Directors. Upon approval by the Board of Directors, the candidate's name shall then be submitted to the Regular Membership at the next meeting of the members for approval.

## **3. MEMBERSHIP**

Any candidate for membership whom complies with Sections "1." and "2." of this Article, shall be entitled to become a Member upon approval of a majority of the Regular Members in good standing at the next member meeting of the Association. A candidate who has been accepted by the Regular Membership shall become an active member immediately upon the payment of the membership fee, if any.

## **4. TERMINATION OF MEMBERSHIP**

The Board of Directors, by affirmative vote of two-thirds (2/3) of the Board of Directors, may recommend to suspend or expel a member for cause after an appropriate hearing. The membership may suspend or expel a member by an affirmative vote of the two-thirds (2/3's) of the member's in attendance.

## **5. RESIGNATION**

Any member may resign by filing a written resignation with the Secretary.

## **6. GOOD STANDING**

A Member in good standing is one who is not delinquent in the payment of any installment of dues or assessments. A Member shall become delinquent in the payment of his dues upon the expiration of thirty (30) days after the date said payment was first due.

## **7. TRANSFER OF MEMBERSHIP**

Membership in the Association shall not be transferrable or assignable except upon the approval of a majority of the Regular Members who shall be in good standing.

## **8. PLACE OF MEETING**

The Board of Directors may designate any place within the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association in the State of Texas, but if all of the members shall meet at any time and place within the State of Texas and consent to the holding of a meeting, such meeting shall be valid without call or notice, and any corporate action may be taken at such meeting.

## **9. ANNUAL MEETING**

The annual meeting of members shall be held on the date and time in the month of September set by the Board of Directors. Failure to hold the annual meeting at the designated time shall not work a dissolution of the Association. In the event the regular meeting cannot be held in the month of September; the Board of Directors shall set a date and time within thirty (30) days of the normal annual meeting date.

## **10. NOTICE OF MEMBERS' MEETING**

Written or printed notice stating the place, date and time of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten (10) days before the date of the meeting, either personally, by electronic transmission, or by mail, or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Association, with postage thereon paid. If transmitted electronically, notice is deemed to be given on successful transmission.

## **11. SPECIAL MEMBERS' MEETINGS**

Special meetings of the members may be called by the President; in the President's absence, by the Vice-President; or by Regular Members having not less than fifty (50%) percent of the votes entitled to be cast at such a meeting. Only business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the members. Any person or persons entitled hereunder to call a special meeting of members may do so only by written request sent by certified mail or delivered in person to the Secretary. If called by Regular Members, the written request must be signed by the members requesting the meeting. The Secretary receiving the written request shall within ten (10) days from the date of its receipt cause notice of the meeting to be given in the manner provided by these Bylaws to all members entitled to vote at the meeting. If the officer does not give notice of the meeting within ten (10) days after the date of receipt of the written request, the person or persons calling the meeting may fix the time of meeting and give the notice in the manner provided in these Bylaws. The notice of the meeting must be given at least two (2) working days prior to the date of the meeting. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting of members called by action of the Board of Directors may be held.

## **12. VOTING OF MEMBERS**

- A. Each Regular Member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members, each regular member in good standing may carry one (1) proxy for a regular member who is not able to attend the regular meeting or a special meeting. A proxy is valid for the meeting specified on the proxy. The regular member carrying the proxy of another member must present the proxy to the Secretary for validation at the beginning of the meeting. Any vote may be taken by voice or show of hands unless a member entitled to vote, either in person or by proxy objects, in which case written ballots shall be used.
- B. Proxy votes by a regular member shall be acceptable provided that member has attended at least fifty percent (50%) of the membership meetings, and shall be validated by the secretary.

## **13. QUORUM OF MEMBERS**

At the time of a regular scheduled general meeting, those regular members present in good standing shall make up a quorum. For any special called general membership meeting there must be at least fifty-one percent (51%) of the members in good standing present for there to be a quorum. A Proxy vote is not to be counted toward the fifty one percent (51%). Unless otherwise provided in the Certificate of Formation or these Bylaws, once a quorum is present at a meeting of members, the Regular Members represented in person at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting. Unless otherwise provided in the Certificate of Formation or these Bylaws, the Regular Members represented in person or by proxy at a meeting of members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of the majority of the Regular Members represented in person or by proxy at that meeting.

## **14. FIXING RECORD DATES FOR DETERMINING MEMBERS ENTITLED TO VOTE AND NOTICE FOR ANNUAL MEETING.**

The record date for determining the members entitled to notice of a members' meeting and for determining the members entitled to vote shall be the date of the last meeting. The record date for determining the members entitled to notice and vote at the annual meeting shall be the date of the May meeting that year.

## **15. VOTING LISTS**

The list of regular members in good standing shall be the official voting list in all matters with the exception of the election of officers at the annual membership meeting. For the Purposes of voting for the officers at the annual membership meeting, the voting list will be the list of members as approval at the May meeting. The list of voting members must be available for inspection by any member entitled to vote at the meeting for the purpose of communication with other members concerning the meeting at the Association's principal office or at a reasonable place identified in

the meeting notice in the city where the meeting will be held. A voting member or voting member's agent or attorney is entitled on written demand to inspect and to copy the list at a reasonable time and at the member's expense during the period it is available for inspection. The Association shall make the list of voting members available at the meeting, and any voting member or voting member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

## **16. ACTION BY MEMBERS WITHOUT MEETING**

Any action required by the Texas Business Organizations Code to be taken at a meeting of the members, or any action which may be taken at a meeting of the members or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote. If the Association's Certificate of Formation so provide, any action required by the Texas Business Organizations Code to be taken at a meeting of the members or any action that may be taken at a meeting of the members of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members or committee members as would be necessary to take that action at a meeting at which all of the members or members of the committee were present and voted. Each written consent shall bear the date of signature of each member or committee member who signs the consent. Prompt notice of the taking of any action by members or a committee without a meeting by less than unanimous written consent shall be given to all members or committee members who did not consent in writing to the action.

If any action by members or a committee is taken by written consent signed by less than all of the members or committee members, any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by this Act concerning any vote of the members, that written consent has been given in accordance with the provisions of section 6.202 of the Texas Business Organizations Code and that any written notice required by such section has been given.

An electronic transmission by a member or member of a committee or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a member or member of a committee shall be regarded as signed by the member or member of a committee for purposes of this section.

## **17. COMMITTEES OF THE MEMBERS**

The President shall designate one or more committees which, to the extent provided in such resolution, shall have and exercise the authority of the members in the management of the Association, except as limited by the Certificate of Formation, these Bylaws or the Texas Business Organizations Code. Each such committee shall consist of two or more members. The designation of such committees and the delegation thereto of authority shall not operate to relieve the members of any responsibility imposed upon it or him by law. The President shall appoint two (2) standing committees, to wit, a grievance committee and a membership committee. The President shall appoint a Grievance committee consisting of three (3) members of the Association. Any member

who shall have a grievance shall submit it in writing to the President, setting forth with particularity the grievance involved. The President shall submit the written grievance to the Grievance Committee for its findings. All Grievance Committee meetings shall be held prior to the Board of Directors meeting on the grievance. All findings of the Grievance Committee shall be submitted to the Board of Directors. The Board of Directors shall recommend the action to be taken and shall submit its recommendation to the general membership. The recommendation of the Board of Directors shall be voted on by the Regular Members in good standing. Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until a successor is appointed in the committee member's stead, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Unless otherwise provided in the resolution designating a committee, a majority of the Regular Members on the committee shall constitute a quorum and the act of a majority of the Regular Members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the members.

## **18. RETENTION OF COUNSEL**

The Association may be authorized to retain, with the approval of the Regular Members, an attorney to protect the interest of the Association. The Association shall pay a monthly retainer plus all expenses, costs, and any additional fees that may be required for the benefit of the Association.

## **19. MEMBERSHIP DUES**

Dues shall be set by the vote of the Regular Members. Dues shall be due and payable one (1) year in advance, or monthly auto debit. Dues may be pro-rated to the end of the fiscal year.

# **ARTICLE III – DIRECTORS**

## **1. BOARD OF DIRECTORS**

To the extent not limited or prohibited by law, the Certificate of Formation or these Bylaws, the powers of the Association shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of the Board of Directors of the Association. Directors must be Members in good standing.

## **2. NUMBER AND ELECTION OF DIRECTORS**

The Board of Directors of the Association shall be comprised of the following directors:

- A. Each of the elected officers of the Association;
- B. The immediate past president of the Association;

- C. At large directors: There will be two (2) at-large directors that will be elected in the same manner and at the same time as the officers of the Association.
1. At large director representing the dealers; and
  2. At large director representing the distributors.

A director shall hold office until the next annual election of directors and until said director's successor shall have been elected, appointed, or designated and qualified.

### **3. REMOVAL**

A director may be removed from office, with or without cause, by the membership at a special called meeting for this purpose.- If the director was elected to office, removal requires an affirmative vote equal to the vote of the membership.

### **4. RESIGNATION**

A director may resign by providing written notice of such resignation to the Association. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

### **5. VACANCIES IN NUMBER OF DIRECTORS**

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the active members in good standing and in attendance at a regularly held meeting. A director elected to fill a vacancy shall be elected for the unexpired term of the previous director.

### **6. ANNUAL MEETING OF DIRECTORS**

Within thirty (30) days of each annual meeting of members, the Board of Directors elected at such meeting shall hold meeting at which they shall transact such business as shall come before the meeting.

### **7. REGULAR MEETING OF DIRECTORS**

Regular meetings of the Board of Directors may be held with or without notice at such time and place as may be from time to time determined by the Board of Directors.

### **8. SPECIAL MEETINGS OF DIRECTORS**

The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or by three (3) or more directors. Such special meeting shall be held at the date and time specified in the notice of meeting.

### **9. PLACE OF DIRECTORS' MEETINGS**

All meetings of the Board of Directors shall be held either at the principal office of the Association or at such other place, within the State of Texas, as shall be specified in the notice of meeting.

## **10. NOTICE OF DIRECTORS' MEETINGS**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or electronic transmission to each Director at that Director's address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage thereon prepaid. If notice is given electronically, such notice shall be deemed to be delivered when the confirmation has been received. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transaction at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

## **11. QUORUM AND VOTING OF DIRECTORS**

A quorum for the transaction of business by the Board of Directors shall be a majority of the number of directors fixed by these Bylaws. Directors present by proxy may not be counted toward a quorum. The act of the majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the Certificate of Formation. A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid except for the date of the meeting for which it was given.

## **12. COMPENSATION**

Directors, as such, shall not receive any stated salary for their services, but by resolution of the members a fixed sum and expenses of attendance, if any, may be allowed for attendance at any meeting of the Board or Directors. A director shall not be precluded from serving the Association in any other capacity and receiving compensation for such services. Member of committees may be allowed similar compensation and reimbursement of expenses for attending committee meetings.

## **13. ACTION BY DIRECTORS WITHOUT MEETING**

Any action required by the Texas Business Organizations Code to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Board of Directors entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote. If the Association's Certificate of Formation so provide, any action required by the Texas Business Organizations Code to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of the Board of Directors of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Board of Directors or committee members as would be necessary to take that action at a meeting at which all of the Board of Directors or members of the committee were present and voted. Each written consent shall bear the date of signature of each



Director or committee member who signs the consent. A written consent signed by less than all of the Board of Directors or committee members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Association in the manner required by this section, a consent or consents signed by the required number of Board of Directors or committee members is delivered to the Association at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Association having custody of the books in which proceedings of meetings of Board of Directors or committees are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Association's principal place of business shall be addressed to the President or principal executive officer of the Association. Prompt notice of the taking of any action by Board of Directors or a committee without a meeting by less than unanimous written consent shall be given to all Board of Directors or committee members who did not consent in writing to the action. If any action by Board of Directors or a committee is taken by written consent signed by less than all of the Board of Directors or committee members, any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by this Act concerning any vote of the Board of Directors or committee members, that written consent has been given in accordance with the provisions of section 6.202 of the Texas Business Organizations Code and that any written notice required by such section has been given. An electronic transmission by a Director or member of a committee or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a Director or member of a committee shall be regarded as signed by the Director or member of a committee for purposes of this section.

#### **14. COMMITTEES OF THE BOARD OF DIRECTORS**

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Association; amending or restating the Certificate of Formation; adopting a plan of merger or adopting a plan of consolidation with another Association; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Association; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repeated by such committee. The designation and appointment of any such committee and the delegation of authority to such committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law upon the Board of Directors or upon any individual Director. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association

shall be served by such removal. Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE IV – OFFICERS**

### **1. NUMBER OF OFFICERS**

The officers of the Association shall consist of a president, vice-president, secretary, treasurer, immediate past president, and such other officers and assistant officers as may be deemed necessary. The offices of Secretary and Treasure may be held by the same person if approved by the majority vote of the Regular Members in attendance at a regular meeting of members.

### **2. ELECTION OF OFFICERS AND TERM OF OFFICE**

All officers shall be elected annually by the Regular Members at the annual meeting of members.

- A. The term of president shall be for a period of two (2) years. All other officers shall serve for a term of one (1) year. The terms of each officer shall commence at the end of the meeting at which they were elected.
- B. The President shall appoint a Nominating Committee at the August meeting of the Members. The Nominating Committee shall submit a slate of officer nominations (one or more for each office) at the September meeting of the members.
  1. The President may seek out potential candidates via email survey following the July meeting.
  2. The Nominating Committees slate of officers shall be distributed to the membership no later than 14 days prior to the annual meeting.
- C. After the Nominating Committee has submitted its slate of officer nominations at the September meeting, the President shall take additional nominations from the floor for each office. No Member may be elected to hold any office in the Association unless they are a Regular Member in good standing.
- D. Officers shall be elected by a majority vote of the Regular Members at the September meeting. Each office shall be voted on individually with the following exception: if there is only one nominee for each office then the full slate of nominated officers may be voted on at one time or by acclamation.

### **3. PAID SECRETARY**

The Association may hire a paid secretary at a salary to be determined by the Board of Directors and ratified by vote of the Regular Members. The paid secretary shall not be an elected officer of the Association.

### **4. VACANT OFFICES**

Should an elected office become vacant, the President shall appoint a committee of three (3) to seek out a qualified Member to assume the vacant office until the next general election of officers. A vote of the Regular Members at the next meeting of Members will either confirm or deny the selection of any person nominated by said committee to fill a vacated office.

### **5. REMOVAL OF OFFICERS, VACANCIES**

Any officer may be removed from office, with or without cause, by the membership at a special called meeting for this purpose. Removal from office requires an affirmative vote of the membership.

### **6. POWERS OF OFFICERS**

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. All officers and agents of the Association, as between themselves and the Association, shall have such authority and perform such duties in the management of the Association as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws. In the discharge of a duty imposed or power conferred on an officer of an Association, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Association or another person, that were prepared or presented by: (1) one or more other officers or employees of the Association, including members of the Board of Directors; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence. An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

### **7. PRESIDENT**

The President shall be the Chief Executive Officer of the Association and shall have supervision, direction, and control of the business and affairs of the Association. He shall preside at all meetings and shall be a member of all standing committees and appointed committees, and he shall have such other powers and duties as may be prescribed by the Board of Directors or by these by-laws. The President or any Vice-President shall execute bonds, mortgages and other instruments requiring a seal, in the name of the Association. When authorized by the board, the President or Vice-President may affix the seal to any instrument requiring the same, and the seal when so

affixed shall be attested by the signature of the Secretary. The President shall submit a report of the operations of the Association for the year to the directors at their meeting next preceding the annual meeting of the members and to the members at their annual meeting. The president will be responsible for signing checks as needed.

## **8. VICE-PRESIDENT**

The Vice President shall preside over all meetings where the President shall not be present or in the absence or disability of the President. The Vice President shall perform all the duties of the President and when so acting, he shall have the powers and be subject to all the restrictions upon the President.

## **9. SECRETARY**

The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall keep or cause to be kept all the books and records of the Association, including minutes of all meetings of the Association, and shall keep or cause to be kept the membership book containing the names and addresses of each member. The Secretary shall give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall keep in safe custody the seal of the Association, and when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the Secretary's signature. In the absence of the Secretary, the minutes of all meetings of the board and members shall be recorded by such person as shall be designated by the President or by the Board of Directors. The secretary shall keep an electronic record of all resolutions of the association to be available to all members in good standing.

## **10. TREASURER**

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association; shall collect all membership fees, dues, and assessments owing to the Association; and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain the Association's books of account and shall render to the President and directors an account of all of the Treasurer's transactions and of the financial condition of the Association and exhibit the books, records and accounts to the President or directors at any time. The Treasurer shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the President, and present to the President's attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the President.

## **11. IMMEDIATE PAST PRESIDENT**

The immediate past president shall be an advisor to each of the officers of the Association.

## **12. OFFICER RE-EMPLOYMENT**

Officers of the association shall be granted 90 days to seek employment with another member Company or a new member Company should employment status with current member Company terminate

## **ARTICLE V - CERTIFICATES OF MEMBERSHIP**

### **1. CERTIFICATES OF MEMBERSHIP**

The Board of Directors may provide for the issuance of certificates, or cards, or other instruments evidencing membership rights, voting rights or ownership rights (hereinafter referred to as "certificates"), which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and by the Secretary or an Assistant Secretary. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors determine.

### **2. ISSUANCE OF CERTIFICATES**

When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate shall be issued in that member's name and delivered to the member by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of this Article V.

## **ARTICLE VI - INDEMNIFICATION AND INSURANCE**

### **1. INDEMNIFICATION**

The Association shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

### **2. INSURANCE**

The Association may purchase and maintain insurance for the benefit of the association. Without limiting the power of the Association to procure or maintain any kind of insurance or other arrangement, the Association may, for the benefit of persons indemnified by the Association, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Association; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured,

maintained, or established within the Association or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Association. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

## **ARTICLE VII – MISCELLANEOUS**

### **1. WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or director of the Association under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

### **2. MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY**

Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the Association, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such members, board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

### **3. SEAL**

The Association may adopt a corporate seal in such form as the Board of Directors may determine. The Association shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Association.

### **4. CONTRACTS**

The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be

general or confined to specific instances.

#### **5. CHECKS, DRAFTS, ETC.**

All checks, drafts or other instruments for payment of money or notes of the Association shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors.

#### **6. DEPOSITS**

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **7. GIFTS**

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

#### **8. BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members, Board of Directors, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote. A member of the Association, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Association relevant to that purpose, at the expense of the member.

#### **9. FINANCIAL RECORDS AND ANNUAL REPORTS**

The Association shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Association, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Association shall be kept at the registered office or principal office of the Association in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Association may charge for the reasonable expense of preparing a copy of a record or report. Any request for viewing or copying of any record or report must be done with a forty-eight (48) hour notice.

#### **10. FISCAL YEAR**

The fiscal year of the Association shall be as determined by the Board of Directors.

## 11. ASSESSMENTS

In the event it shall become necessary to raise or to expend additional funds for the benefit of the Association, the Board of Directors shall propose an assessment for each member of the Association for approval by the Regular Members.

## ARTICLE VIII - CONSTRUCTION

### 1. PRONOUNS AND HEADINGS

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

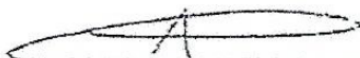
### 2. INVALID PROVISIONS

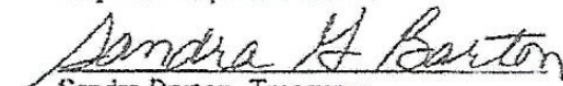
If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

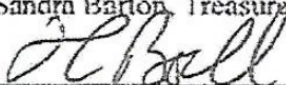
## ARTICLE IX - AMENDMENT OF BYLAWS

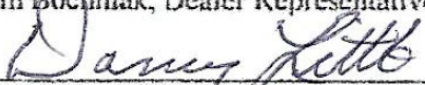
The Regular Members may amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organizations Code limits such powers. Any proposed amendments or proposed new Bylaws must be in writing and presented to the membership at the regularly scheduled meeting of members prior to the meeting in which the amendments or new Bylaws will be voted on.

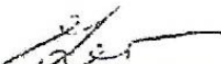
Adopted by the Board of Directors on February 16, 2018.

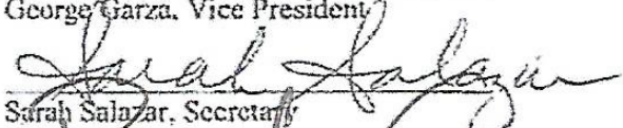
  
\_\_\_\_\_  
Stephen Harper, President


  
\_\_\_\_\_  
Sandra Barton, Treasurer

  
\_\_\_\_\_  
Tom Bochniak, Dealer Representative

  
\_\_\_\_\_  
Danny Little, Past President

  
\_\_\_\_\_  
George Garza, Vice President

  
\_\_\_\_\_  
Sarah Salazar, Secretary

  
\_\_\_\_\_  
Rex Gordon, Vendor Representative