

# Texas Automotive Recyclers Association

## Bylaws

### ARTICLE I NAME, LOCATION, PURPOSE

SECTION 1 - NAME The name of the organization shall be Texas Automotive Recyclers Association. A non-profit organization, incorporated in the State of Texas.

SECTION 2 - LOCATION The Offices of the Association shall be located in the State of Texas or in such other location as may be determined by the Board of Directors.

#### SECTION 3 – PURPOSE

(a) The purpose of the Association shall be to promote the automotive dismantling and recycling industry and educate the Members of the Association and the public to the benefits of the dismantling and recycling industry.

(b) To promote and encourage the practice of high standards of professional conduct among members of the Association.

### ARTICLE II MEMBERSHIP

SECTION 1 - CLASSES AND QUALIFICATIONS Membership in the Association shall consist of four (4) classes, to-wit:

(a) DIRECT MEMBERS any firm (irrespective of whether doing business as a sole proprietorship, a partnership or a corporation) may be a Direct Member of the Association during such period of time only as the primary business of such firm is the dismantling of automobiles and/or trucks and the sale of parts obtained therefrom, dealing in government surplus, or the wrecking or salvaging of wrecked or used automobiles and/or trucks, and the principal place of business of such firm is located within the state of Texas or within ten (10) miles of the city limits of any city located partially in the state of Texas and partially in either of the states of the United States which adjoin the state of Texas.

(b) ASSOCIATE MEMBERS any firm (irrespective of whether doing business as a sole proprietorship, a partnership or a corporation) may be an Associate Member of the Association during such period of time only as such firm is engaged in any of the following businesses, to-wit, buying and selling automobile and/or truck parts, manufacturing any parts, equipment, supplies or appliances for use on or in automobiles and/or trucks, or rendering any service concerning or pertaining to the manufacture, restoration, dismantling, salvaging or moving of automobile and/or truck parts, equipment, supplies or appliances.

(c) AFFILIATED MEMBERS any firm (irrespective of whether doing business as a sole proprietorship, a partnership or a corporation) may be an Affiliate Member of the Association during such period of time only as such firm is a member in good standing of an affiliate chapter of the Association in good standing and not less than twenty-five percent (25%) of the members in good standing of such affiliate chapter are and have been Direct Members in good standing at all times during such period of time.

(d) HONORARY MEMBERS any individual who, in the opinion of the Board of Directors of the Association, has rendered outstanding and meritorious service to the public or to the industries enumerated in subsections (a) and (b) of Section 1 of this ARTICLE II, or to any of such

industries, may be an Honorary Member of the Association. Honorary Members may give their views in discussion at meetings of the Board of Directors and at the annual meetings of the members of the Association but may not vote.

**SECTION 2 - HOLDING MEMBERSHIP OF MORE THAN ONE CLASS** No firm or individual may hold memberships of more than one class in the Association at any time.

**SECTION 3 TRANSFER OR ASSIGNMENT OF MEMBERSHIPS** Memberships in the Association shall be nontransferable and non-assignable.

**SECTION 4 - APPLICATION FOR MEMBERSHIP** Any firm eligible for Direct, Associate or Affiliate membership in the Association, under subsections (a), (b) or (c) of Section 1 of this ARTICLE II, who desires to become a member of the Association of the class for which such firm is eligible shall make written application to the Association for such membership, upon an application form which has been approved by the Board of Directors of the Association and which application shall be executed by the owner of such firm if such firm is owned by a sole proprietor, by at least one of the partners if such firm is owned by a partnership (provided that if such partnership is a limited partnership such application shall be executed by the general partner) or by the president of the corporation, acting in such capacity, if such firm is owned by a corporation, and shall furnish such written application to the Executive Secretary of the Association or to the Secretary of the Association (as the case may be), together with the amount of the full annual dues for the class of membership for which such firm is applying, which amount shall constitute, and be received by the Treasurer of the Association in payment of, the annual dues of such applicant for the year during which such application is received; upon receipt of such application and such amount, the Executive Secretary or the Secretary of the Association (as the case may be) promptly shall enter the name of such applicant upon the membership list of the Association as a member of the Association in good standing, indicating on said list the class of such membership and that the annual dues of such applicant for the current year have been paid, promptly shall transmit said amount, together with a memorandum indicating the nature of such payment and the identity of the applicant from whom such payment was received, to the Treasurer of the Association, and shall promptly transmit to such applicant a membership card indicating the membership of such applicant, and the class thereof, in the Association for the current year. Any individual eligible for Honorary membership in the Association under subsection (d) of Section 1 of this ARTICLE II who desires to become an Honorary Member of the Association shall make written application to the Association for such membership, upon an application form which has been approved by the Board of Directors of the Association, and shall furnish such written application to the Executive Secretary of the Association or the Secretary of the Association (as the case may be), and such application shall be handled, and the membership card evidencing the membership of such Honorary Member issued, as provided by the applicable provisions of the preceding paragraph, except that such application shall not be accompanied by any amount to cover dues (no dues being payable by Honorary Members) and any of the provisions of the preceding paragraph concerning or pertaining to dues, or the handling thereof, shall not be applicable as regards Honorary Memberships. Provided, however, that any firm or individual otherwise eligible for membership in the Association may not become a member thereof in good standing at any time after the date upon which such firm or individual has been expelled from the Association and prior to the date upon which such expulsion has been rescinded, at any time after the date upon which such firm or individual has been suspended as a member of the Association and prior to the date of expiration of such suspension or the date upon which such suspension has been rescinded (whichever is the earlier date), or at any time at which such firm is not a member of the Association, or is member of the Association not in good standing, by reason of delinquency in the payment of dues.

**SECTION 5 - GOOD STANDING IN THE ASSOCIATION** Each firm which becomes a Direct, Associate, or Affiliate Member of the Association in good standing shall remain a member of the Association in good standing until such time as such firm has been expelled or suspended from the Association by the Board of Directors of the Association and the Executive Secretary of the

Association or the Secretary of the Association (as the case may be) has mailed to such firm, by registered mail addressed to such firm, at the address of such firm as reflected by any of the records of the Association, a notice advising such firm of its expulsion or suspension (which notice in the event of suspension shall state the period of suspension), until such time, as such firm has been delinquent in the payment of such firm's dues for a period of sixty (60) days and the Executive Secretary of the Association or the Secretary of the Association (as the case may be) has mailed to such firm, by registered mail addressed to such firm at the address of such firm as reflected by any of the records of the Association, a notice advising such firm of such delinquency, until such time as such firm is not eligible for membership in the Association of the class then held by such firm under whichever of subsections (a), (b) or (c) of Section 1 of ARTICLE II is applicable, or until such firm has resigned in the manner hereinafter provided, whichever is the earlier of such dates or occurrences. Each individual who becomes an Honorary Member of the Association in good standing shall remain a member of the Association in good standing until such time as such individual has been expelled or suspended from the Association by the Board of Directors of the Association and the Executive Secretary of the Association or the Secretary of the Association (as the case may be) has mailed to such individual, by registered mail addressed to such individual at the address of such individual as reflected by any of the records of the Association, a notice advising such individual of his expulsion or suspension (which notice, in the event of suspension, shall state the period of such suspension) or until such time as such individual has resigned the manner hereinafter provided whichever is the earlier of dates or occurrences.

Any firm or individual which or who was a member of the Association in good standing prior to the mailing to such firm or individual of any notice of expulsion provided for above shall not be a member of the Association of any class at any time between the date upon which a notice of expulsion was mailed to such firm or individual as above provided and the date upon which the Board of Directors of the Association or the members of the Association, as the case may be, rescinds the expulsion of such firm or individual, pursuant to the appeal of such expulsion, as hereinbelow provided.

Any firm or individual which or who was a member of any class of the Association in good standing prior to the mailing to such firm or individual of any notice of suspension provided for above shall be a member of the Association not in good standing at all times between the date upon which a notice of suspension was mailed to such firm or individual as above provided and the date of expiration of such period of suspension or the date upon which the Board of Directors of the Association or the members of the Association, as the case may be, rescinds the suspension of such firm or individual, whichever is the earlier date, pursuant to the appeal of such suspension, as herein below provided.

Any firm which was a member of any class of the Association in good standing prior to the mailing to such firm of any notice of delinquency in the payment of dues provided for above shall be a member of the Association not in good standing at all times between the date upon which a notice of delinquency in the payment of dues was mailed to such firm as above provided and that date upon which such firm has been delinquent in dues for period of twelve (12) months; any firm which has been delinquent in dues for a period of twelve (12) months shall not be a member of the Association at any time between the expiration of said twelve (12) months period and the date upon which such firm pays the dues for such twelve (12) months period during which such firm was a member of the Association not in good standing, together with the dues for the year during which such payment is made. Members not in good standing forfeit all rights, powers, privileges and benefits of membership and shall be dropped from the rolls and suspended from further services if payment of dues has not been receipted within thirty (30) days succeeding the sixty (60) days of notified delinquent dues.

**SECTION 6 - RIGHT OF MEMBER TO RESIGN** A member of the Association of any class which or who is a member of the Association in good standing may resign from the Association at any time by giving written notice of such resignation to the Executive Secretary of the Association or to the Secretary of the Association ( as the case may be). which written notice shall be executed on behalf of such member by a party who would be entitled to execute an application for membership in the Association on behalf of such member, as above provided, and such

resignation shall be effective as of the first day of the calendar month next succeeding the expiration of thirty (30) days from and after the receipt of such written notice of resignation by the Executive Secretary of the Association or by the Secretary of the Association (as the case may be).

**SECTION 7 - RIGHT TO APPEAL EXPULSION OR SUSPENSION** Any member of the Association which or who has been expelled from the Association or has been suspended as a member of the Association for any period of time by the Board of Directors of the Association shall have the right to appeal such expulsion or suspension only in the following manner and only in accordance with the following procedure:

(a) Prior to any appeal to the members of the Association provided for hereinafter, such member which or who has been expelled or suspended, and which or who desires to appeal such expulsion or suspension, shall present to any meeting of the Board of Directors of the Association held within ninety (90) days from the date of the expulsion or suspension of such member a request in writing, executed on behalf of such member by a party who would be entitled to execute an application for membership in the Association on behalf of such member, as above provided, that such expulsion or suspension be rescinded, which request in writing shall set forth the grounds or reasons upon which such member relies as establishing that such member should not have been expelled or suspended or that the expulsion or suspension of such member should be rescinded; such member who has been expelled or suspended also shall have the right to appear in person, together with any witnesses on behalf of such member, before such meeting of the Board of Directors of the Association and present any evidence relevant to any of the matters set forth or referred to in the request in writing referred to above, all of which shall be duly considered by said Board of Directors of the Association at such meeting, but said Board of Directors at said meeting also shall have the right to consider any other evidence relevant to such matters; provided however that, notwithstanding anything whatsoever in the foregoing to the contrary, such member which or who has been expelled or suspended, and which or who desires to appeal such expulsion or suspension to the Board of Directors of the Association, shall mail, by registered mail, to each member of the Board of Directors of the Association, not more than thirty (30) days and not less than ten (10) days prior to the meeting of said Board of Directors to which the written request referred to above is to be presented, a copy of such written request, and compliance with this provision shall be a condition precedent to consideration of such written request by the Board of Directors of the Association at any meeting of said Board of Directors. In the event the Board of Directors shall mail to the member of the Association which or who has rescinded such member who has been expelled or suspended also, shall have the right to appear in person, together with any witnesses on behalf of such member, before such meeting of the Board of Directors of the Association and present any evidence relevant to any of the matters set forth or referred to in the request in writing referred to above, all of which shall be duly considered by said Board of Directors of the Association at such meeting, but said Board of Directors of the Association at said meeting also shall have the right to consider any other evidence relevant to such matters; provided however that, notwithstanding anything whatsoever in the foregoing to the contrary, such member which or who has been expelled or suspended, and which or who desires to appeal such. expulsion or suspension to the Board of Directors of the Association, shall mail, by registered mail, to each member of the Board of Directors of the Association, not more than thirty (30) days and not less than ten (10) days prior to the meeting of said Board of Directors to which the written request referred to above is to be presented, a copy of such written request, and compliance with this provision shall be a condition precedent to consideration of such written request by the Board of Directors of the Association at any meeting of said Board of Directors. In the event the Board of Directors of the Association shall mail to the member of the Association which or who has appealed to said Board of Directors the expulsion or suspension of such member a notice in writing, by registered mail and addressed to such member at any address of such member as reflected by any of the records of the Association, on or before the expiration of thirty (30) days from the date of the meeting of said Board of Directors to which the written request referred to above was presented, advising such member that it is the decision of said Board of Directors that the expulsion or suspension of such member not be rescinded, or in the event said Board of Directors fails for any reason to mail to said member a

written notice, by registered mail and addressed to such member at any address of such member as reflected by any of the records of the Association, on or before the expiration of thirty (30) days from the date of the meeting of said Board of Directors to which the written request, referred to above, was presented, advising such member of any decision of said Board of Directors relative to the written request referred to above, then such member shall have the right to appeal to the members of the Association, as hereinafter provided. (b) Any member of the Association which or who has been expelled or suspended as a member Association, and whose right to appeal to the members of the Association has been perfected in accordance with the foregoing and which or who desires to appeal to the members of the Association, shall present to the meeting of the members of the Association first held after such right of appeal to the members of the Association has been perfected a copy of the written request for rescission of such expulsion or suspension which was presented to the Board of Directors of the Association; such member also shall have the right to appear, together with any witnesses on behalf of such member, before such meeting of the members of the Association and present any evidence relevant to any of the matters set forth or referred to in the request in writing referred to above, all of which shall be duly considered by the members of the Association at such meeting, but said members of the Association at such meeting also shall have the right to consider any other evidence relevant to such matters; the members of the Association at such meeting shall have the right and power, by majority vote, of the members of the Association at such meeting, to either rescind the expulsion or suspension of such member or to refuse to rescind the expulsion or suspension of such member, and such member shall be notified by the officer presiding at such meeting, prior to the adjournment of such meeting, as to the decision of the members of the Association as to whether the expulsion or suspension of such member has been rescinded. Provided however that, notwithstanding anything whatsoever in the foregoing to the contrary, such member which or who has been expelled or suspended, and/or who desires to appeal such expulsion or suspension to the members of the Association, shall mail, by registered mail, to the President of the Association, not more than thirty (30) days and not less than ten (10) days prior to the meeting of the members of the Association to which the written request referred to above is to be presented, a written notice that such written request will be presented to such meeting, together with a copy of such written request, and compliance with this provision shall be a condition precedent to consideration of such written request by the members of the Association at said meeting.

### **ARTICLE III VOTING**

#### **SECTION 1 - CLASS OF MEMBERS ENTITLED TO VOTE**

Only Direct Members of the Association in good standing as of the date any question is placed before the members of the Association to be voted upon at any meeting of the members of the Association shall be entitled to vote upon such question, and each such Direct member entitled to vote upon such question shall be entitled to only one (1) vote upon such question. The President of the Association may vote only if there is a tie vote by the Board of Directors of the Association or by the members of the Association.

#### **SECTION 2 - REGISTRATION OF MEMBERS ENTITLED TO VOTE AT MEETINGS OF THE MEMBERS OF THE ASSOCIATION**

Any member of the Association otherwise entitled to vote shall not be permitted to vote upon any question placed before the members of the Association to be voted upon at any meeting of the members of the Association unless and until such member has duly registered as present at such meeting in compliance with such registration procedure as the Board of Directors of the Association may have adopted pertaining thereto.

**SECTION 3 - WHO MAY VOTE ON BEHALF OF MEMBERS OF THE ASSOCIATION ENTITLED TO VOTE AT MEETINGS OF MEMBERS OF THE ASSOCIATION** The vote of any member of the Association entitled to vote at any meeting of the members of the Association may be cast at such meeting on behalf of such member by any party who would be entitled to execute an

application for membership in the Association on behalf of such member, as above provided, or by any attorney-in-fact for such member, if (but only if), as regards any such vote cast by any such attorney-in-fact for such member:

(a)Such attorney-in-fact has been appointed attorney-in-fact for such member by written instrument, which written instrument specifically appoints such attorney-in-fact by name and which written instrument does not appoint, or authorize the appointment of (by way of substitution for such attorney-in-fact, or otherwise), any other attorney-in-fact (specifically by name or otherwise) for such member; and,

(b)Such written instrument correctly reflects the date upon which such written instrument was in fact executed; and,

(c)Such written instrument contains provisions which set forth the specific period of time during which the appointment of such attorney-in-fact is to remain effective; and,

(d)Such written instrument contains provisions which specifically render such written instrument revocable at the election of such member at any time; and,

(e)Such written instrument has been executed on behalf of such member, by a party who would be entitled to execute on behalf of such member an application for membership in the Association, as provided above; and,

(f)Such attorney-in-fact does not cast a vote for any other member of the Association at any time during such meeting.

#### SECTION 4 - MANNER OF VOTING

(a)All ballots with respect to the election of any officer of the Association or any member of the Board of Directors of the Association, with respect to the expulsion or suspension of any member of the Association, any officer of the Association or any member of the Board of Directors of the Association, or the rescission of any such expulsion or suspension, or with respect to any proposed amendment of the Charter or the Bylaws of the Association shall be by written ballot, unless a majority of the members of the Association present at any meeting at which a quorum is present shall vote to suspend the provisions of the Bylaws which otherwise would require a written ballot as to any particular question, in which event the ballot upon such particular question shall be by voice vote.

(b)All ballots other than such ballots as are required by (a), immediately above, to be written ballot shall be by voice vote unless a majority of the members of the Association present at any meeting at which a quorum is present shall vote to suspend the provisions of the Bylaws which otherwise would require a voice vote as to any particular question, in which event the ballot upon such particular question shall be by written ballot.

(c) All written ballots cast at any meeting of the members of the Association shall be and remain secret ballots, and shall be counted, recorded and preserved in compliance with such procedure as the Board of Directors of the Association may have adopted pertaining thereto; no member of the Association shall divulge the content of any written ballot cast by any other member of the Association unless ordered or directed so to do by a court of competent jurisdiction.

SECTION 5 - NUMBER OF VOTES REQUIRED Except insofar as otherwise may be provided by the applicable law of the State of Texas in force at the applicable time, any question presented to the members of the Association to be voted upon at any meeting of the members of the Association at which a quorum is present, and which question is subject to decision by the members of the Association under the Charter of the Association, the Bylaws of the Association

or the applicable law of the State of Texas in force at the applicable time, shall be decided by the majority vote of the members of the Association present at such meeting.

**ARTICLE IV  
RIGHTS, POWERS, PRIVILEGES AND BENEFITS OF THE MEMBERS OF  
THE ASSOCIATION: LIMITATIONS  
THEREON**

Except insofar as otherwise may be provided by the Charter of the Association, the Bylaws of the Association, or by the applicable laws of the State of Texas in force at the applicable time, the members of the Association shall have the following rights, privileges and benefits, to-wit:

(a) Insofar only as concerns the members of the Association authorized and eligible to vote, the power and authority to elect as an officer of the Association or as a member of the Board of Directors of the Association any individual eligible, as of the date of the election of such individual, to hold the office to which such individual is elected, and which office is provided by the Bylaws of the Association to be filled by such eligible individual as may be selected by the members of the Association.

(b) Insofar only as concerns the members of the Association authorized and eligible to vote, the power and authority to remove from office, for any reason which said voting members, in their sole discretion, deem sufficient, any officer of the Association or any member of the Board of Directors of the Association.

Provided, however, that no officer of the Association and no member of the Board of Directors of the Association shall be removed from office at any meeting of the members of the Association unless the notice of such meeting shall provide specifically that the question of whether such officer of the Association and/or such member of the Board of Directors of the Association, specifically naming such officer and/or such member of the Board of Directors, should be removed from office is to be presented at such meeting, such provision in such notice being a condition precedent to the removal from office of any officer of the Association or any member of the Board of Directors of the Association; in the event any officer of the Association or any member of the Board of Directors of the Association is so removed from office at such meeting, the individual so removed from office shall cease to hold such office, and the office involved shall be vacant, as of the date of adjournment of the meeting at which such individual was so removed from office. Provided further that, in the event any officer of the Association or any member of the Board of Directors of the Association is removed from office at any meeting of the members of the Association, the members of the Association may not thereafter rescind such action at any time prior to the date of expiration of the term of office for which such officer of the Association or such member of the Board of Directors of the Association originally was elected.

(c) Insofar as concerns members of the Association of every class, the right, power, privilege and benefit to attend any and all meetings of the members of the Association and to be heard upon any question which comes before any such meeting.

(d) Insofar as concerns members of the Association of every class, the right, power, privilege and benefit of participating in any and all affairs of the Association insofar as permitted on the part of any member of the Association by the Charter of the Association, the Bylaws of the Association and the applicable laws of the State of Texas in force at the applicable time (except, insofar as concerns members of the Association other than Direct Members, the right to vote).

**ARTICLE V**

**BOARD OF DIRECTORS OF THE ASSOCIATION**  
**SECTION 1 - QUALIFICATIONS OF MEMBERS OF THE BOARD OF**  
**DIRECTORS OF THE ASSOCIATION**

Except insofar as hereinafter provided, any individual shall be eligible to hold office as member of the Board of Directors of the Association during such time only as the primary livelihood of such individual is derived from an interest owned by such individual in, or from employment of such individual by, any member of the Association. Provided, however, that no individual shall be eligible to hold office as a member of the Board of Directors of the Association at any time:

(a) During which such individual is not a bona fide resident of the district for which such individual was elected as a member of the Board of Directors of the Association, as such district is hereinbelow specified.

(b) During which the principal place of business of the member of the Association in which such individual owns an interest, or by which such individual is employed, is not located within the district for which such individual was elected as a member of the Board of Directors of the Association, as such district is hereinbelow specified, notwithstanding any of the above, if there are no members in a district who will serve as a director, a qualified member may be elected from an adjacent other district to fill the vacancy.

(c) During which the member of the Association in which such individual owns an interest, or by which such individual is employed, is not a member of the Association in good standing.

(d) At which such individual would have been entitled to be serving as an officer of the Association or as a member of the Board of Directors of the Association had not such individual been removed from such office by the members of the Association; that is, as regards any individual who has been removed from office as an officer of the Association or as a member of the Board of Directors of the Association by the members of the Association, such individual shall not serve as a member of the Board of Directors of the Association at any time prior to the expiration of the term of office for which such individual originally was elected.

**SECTION 2 - RIGHTS, POWERS, PRIVILEGES AND BENEFITS OF THE BOARD OF DIRECTORS OF THE ASSOCIATION:**

LIMITATIONS THEREON Except insofar as otherwise may be provided by the Charter of the Association, the Bylaws of the Association, or the applicable laws of the State of Texas in force at the applicable time, the Board of Directors of the Association shall be the governing body of the Association with the right and authority to manage and control the business and affairs of the Association, and to adopt and enforce all rules and regulations deemed necessary or desirable by the Board of Directors of the Association for such purposes. Without limiting the foregoing in any manner, such rights, powers, privileges and benefits of the Board of Directors of the Association shall include:

(a) Subject to the provisions of Section 5 of ARTICLE II of the Bylaws of the Association, the right and power to expel from the Association, or to suspend as a member of the Association in good standing for any period of time, any member of the Association for any reason whatsoever as the Board of Directors of the Association, in its sole discretion, may deem sufficient. Refund of dues for expelled or suspended members shall be subject to pro rata basis.

(b) Subject to Section 7 of ARTICLE II of the Bylaws of the Association, the right and power to rescind at any time the expulsion of any member of the Association which or who has been expelled from the Association by the Board of Directors of the Association, and the right and power to rescind at any time the suspension as a member of the Association in good standing any member which or who has been suspended as a member of the Association in good standing



by the Board of Directors of the Association, for any reason whatsoever as the Board of Directors of the Association, in its sole discretion, may deem sufficient.

(c) The right and power to fix the rate of the compensation to be paid to any officer of the Association (including the Executive Secretary of the Association) or to any member of the Board of Directors of the Association by the Association, in attendance at meetings of the Board of Directors of the Association, incurred in traveling to and from any meeting of the Board of Directors of the Association, such amount not to exceed the amount equal to the deduction determined annually by the Internal Revenue Service per mile actually traveled to and from the place at which such meeting of the Board of Directors of the Association was held and the respective places of residence of the members of the Board of Directors.

(d) The right and power to fix, from time to time, the amount of the dues to be paid to the Association by the members of each class of the Association.

(e) Subject to the limitations hereinafter set forth, the right and power to fix the date upon which and the place at which the annual meeting of the members of the Association is to be held.

(f) The right and power to fill a vacancy on the Board of Directors of the Association created in any manner during the term for which the member of the Board of Directors formerly holding such office was elected.

(g) The right to determine, from time to time, whether or not the office of Executive Secretary of the Association should be filled or should be vacant at any particular time and to elect the individual to fill such office at any particular time and from time to time.

(h) To designate and select, from time to time, the location of the principal office of the Association.

**SECTION 3 - ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF THE ASSOCIATION** Except insofar as concerns vacancies on the Board of Directors of the Association, members of the Board of Directors of the Association shall be elected by the voting members of the Association, at the annual meetings of the members of the Association; at each such annual meeting of the members of the Association a Director shall be elected to serve from each of the districts referred to hereinbelow as to which the terms of office of the Directors then serving from such districts will expire when their successor has been elected at the annual meeting of the members of the Association.

**SECTION 4 - NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS OF THE ASSOCIATION** The Board of Directors of the Association shall consist of fourteen (14) members; the President, the Vice President, the Secretary-Treasurer, the Immediate Past President and one of the remaining ten (10) members of the Board of Directors of the Association shall be elected from each of the following districts:

(a) District 1 shall be composed of the following counties of the State of Texas: Andrews, Bailey, Borden, Brewster, Cochran, Coke, Cottle, Crane, Crosby, Culberson, Dawson, Dickens, Ector, El Paso, Fisher, Floyd, Gaines, Garza, Glasscock, Hale, Hockley, Howard, Hudspeth, Irion, Jeff Davis, Kent, King, Lamb, Loving, Lubbock, Lynn, Martin, Midland, Mitchell, Motley, Nolan, Parmer, Pecos, Presidio, Reagan, Reeves, Scurry, Sterling, Stonewall, Terrell, Terry, Tom Green, Upton, Ward, Winkler, and Yoakum

(b) District 2 shall be composed of the following counties of the State of Texas: Anderson, Angelina, Archer, Baylor, Bowie, Camp, Cass, Cherokee, Clay, Collin, Cooke, Dallas, Delta, Denton, Ellis, Fannin, Ford, Franklin, Grayson, Gregg, Hardeman, Hardin, Harrison, Haskell, Henderson, Hopkins, Houston, Hunt, Jack, Jasper, Johnson, Kaufman, Knox, Lamar, Marion, Momtague, Morris, Nacogdoches, Newton, Orange, Panola, Polk, Rains, Red River, Rockwall,

Rusk, Sabine, San Augustine, San Jacinto, Shelby, Smith, Tarrant, Throckmorton, Titus, Trinity, Tyler, Upsher, Van Zandt, Walker, Wichita, Wilbarger, Wise, Wood, and Young.

(c) District 3 shall be composed of the following counties of the State of Texas: Bastrop, Bell, Bosque, Brazos, Brown, Burleson, Burnet, Callahan, Coleman, Colorado, Comanche, Coryell, Eastland, Erath, Falls, Fayette, Freestone, Grimes, Hamilton, Hill, Hood, Jones, Lampasas, Lee, Leon, Limestone, McLennan, Madison, Milam, Mills, Navarro, Palo Pinto, Robertson, Runnels, Shackelford, Somervell, Stephens, Taylor, Travis, Washington, and Williamson.

(d) District 4 shall be composed of the following counties of the State of Texas: Atascosa, Bandera, Bexar, Blanco, Caldwell, Comal, Concho, Crockett, Dewitt, Dimmit, Edwards, Frio, Gillespie, Gonzales, Guadalupe, Hays, Karnes, Kendall, Kerr, Kimble, Kinney, LaSalle, Lavaca, Live Oak, Llano, McCulloch, McMullen, Mason, Maverick, Menard, Real, San Saba Schleicher, Sutton, Uvalde, Val Verde, Wilson, Zavala and Medina.

(e) District 5 shall be composed of the following counties of the State of Texas: Aransas, Austin, Bee, Brazoria, Brooks, Calhoun, Cameron, Chambers, Duval, Fort Bend Galveston, Goliad, Harris, Hidalgo, Jackson, Jefferson, Jim Hogg, Jim Wells, Kenedy, Kieberg, Liberty, Matagorda, Montgomery Nueces, Refugio, San Patricio, Starr, Victoria, Waller, Webb, Wharton and Zapata.

In the event a district in the Bylaws does not have a qualified active member that is willing to serve on the Board of Directors, the President of the Association is authorized to fill that Directorship by appointment from the membership at large, not to exceed five (5) Directors-at-Large.

SECTION 5 - TERM OF OFFICE OF THE MEMBERS OF THE BOARD OF DIRECTORS OF THE ASSOCIATION Unless any member of the Board of Directors shall resign such office, be removed from such office, or become ineligible to hold such office, the term of office of each member of the Board of Directors of the Association shall be in accordance with the following:

(a) The members of the Board of Directors of the Association elected at the annual meeting of the members of the Association, to serve from Districts 1,2,3,4,5 shall serve for a term of one (1) year, commencing on \_\_\_\_\_ and ending on \_\_\_\_\_; the members of the Board of Directors of the Association elected to serve from said Districts 1,2,3,4,5 for any term commencing at any time after \_\_\_\_\_, shall serve for a term of one (1) year, each such term to commence after their election at the annual meeting of the members of the Association and continue for a period of one (1) year, and expiring when their successor has been elected at the next annual meeting of the members of the Association.

(b) The members of the Board of Directors of the Association elected at the annual meeting of the members of the Association held on November 19, 1967, to serve from Districts 2 shall serve for a term of two (2) years, commencing on January 1, 1968, and ending on December 31, 1968; the members of the Board of Directors of the Association elected to serve from said Districts 2 for any term commencing at any time after December 31, 1968, shall serve for a term of three (3) years, each such term to commence after their election at the annual meeting of the members of the Association and continue for a period of three (3) years, and expiring when their successor has been elected at the annual meeting of the members of the Association on the third year of such term.

(c) The members of the Board of Directors of the Association elected to serve from Districts 3 (including the members of the Board of Directors of the Association elected at the annual meeting of the members of the Association held on November 19, 1969, to serve from said Districts 3 shall serve for terms of three (3) years, the first of such terms to commence on January 1, 1970, and to continue until December 31, 1969, and any term commencing at any time after December 31, 1969, to commence after their election at the annual meeting of the members of the Association and continue for a period of three (3) years, and expiring when their successor has

been elected at the annual meeting of the members of the Association on the third year of such term.

(d) The term of office of the President of the Association, as a member of the Board of Directors of the Association, shall be concurrent with the term of office of said party as President of the Association. Provided, however that, notwithstanding anything whatsoever to the contrary in the foregoing, any member of the Board of Directors of the Association elected for any term shall continue to serve in such capacity until the expiration of the term for which such member of the Board of Directors of the Association was elected or until the successor in office of such member of the Board of Directors of the Association has been elected, whichever is the later date, unless such member of the Board of Directors of the Association shall have resigned such office, shall have been removed from such office, or shall have become ineligible to hold such office at any earlier date.

**SECTION 6 - TIMES AND PLACES AT WHICH MEETINGS OF THE MEMBERS OF THE BOARD OF DIRECTORS OF THE ASSOCIATION ARE TO BE HELD** The members of the Board of Directors of the Association shall hold at least one (1) meeting between January 1st and December 31st of each year, the date upon which and the place at which such meeting is held to be designated by the President of the Association. The members of the Board of Directors of the Association shall hold as many additional meetings as may be called by either the President of the Association or by not less than five (5) members of the Board of Directors of the Association, the date upon which and the place at which any such called meeting is held to be as designated by the President of the Association or by the members of the Board of Directors of the Association, not less than five (5) in number, whichever has called such meeting. A written notice stating the date upon which and the place at which any meeting (annual or called) of the members of the Board of Directors of the Association is to be held shall be mailed to each of the members of the Board of Directors of the Association not less than twenty (20) days and not more than sixty (60) days prior to the date upon which such meeting is to be held, such written notice to be executed by the President of the Association if such written notice pertains to the annual meeting of the members of the Board of Directors of the Association or by the President of the Association or by not less than five (5) members of the Board of Directors of the Association, whichever has called such meeting, if such written notice pertains to a called meeting of the members of the Board of Directors of the Association, and such written notice to be addressed to the members of the Board of Directors of the Association at the respective addresses of such members of said Board of Directors as reflected by any of the records of the Association.

**SECTION 7 - COMMITTEES OF THE ASSOCIATION** Committees of the Association shall consist of Nominating, Legislative and Government Affairs, Budget and Finance, Membership, Convention and Education, Spouse Advisory, Environmental, and any other committees needed shall be appointed by the association president. The three (3) most recent Past Presidents of the Association, who are still in the dismantling and recycling industry and in good standing as per Article II, Section 5 of the Bylaws will comprise the Nominating Committee. The Nominating committee shall deliver the slate of upcoming nominees for Board of Directors of the Association no less than sixty (60) days prior to the date of mailing of written notice for the Annual meeting of the Association. All other Committees of the Association shall have a member of the Board of Directors of the Association serve as chairman of their respective committees.

## **ARTICLE VI OFFICERS OF THE ASSOCIATION**

**SECTION 1 - NUMBER AND TITLES OF OFFICERS OF THE ASSOCIATION** Officers of the Association shall consist of a President, a Vice-President and a Secretary-Treasurer of the Association; during such periods of time as the Board of Directors of the Association determine that such office should be filled, and elect an individual to fill such office, there also shall be an Executive Secretary of the Association.

SECTION 2 - QUALIFICATIONS OF OFFICERS OF THE ASSOCIATION Any individual shall be eligible to hold the office of President, Vice-President or Secretary-Treasurer of the Association during such period of time (and only during such period of time) as such individual would be eligible to serve as a member of the Board of Directors of the Association; any individual elected by the Board of Directors of the Association to the office of Executive Secretary of the Association shall be deemed eligible to hold such office until such time as such individual is removed for such office by the Board of Directors of the Association.

SECTION 3 - RIGHTS, POWERS, PRIVILEGES AND BENEFITS OF THE OFFICERS OF THE ASSOCIATION: LIMITATIONS

THEREON Except insofar as otherwise may be provided by the Charter of the Association, the Bylaws of the Association, or the applicable laws of the State of Texas in force at the applicable time, the officers of the Association shall have the rights, powers, privileges and benefits hereinbelow indicated:

(a) President - The President of the Association shall be the Chairman of the Board of Directors of the Association and shall preside at all meetings of the Board of Directors of the Association; the President of the Association shall preside at all meetings of the members of the Association; the President of the Association shall create such standing or special committees as the President of the Association may deem necessary or desirable in connection with the furtherance of the affairs of the Association and shall appoint the members of all such committees; the President of the Association shall be an ex officio member of all committees of the Association; the President of the Association shall perform, or shall delegate to others, but shall supervise the performance of any other administrative functions which the Board of Directors of the Association may deem to be within the scope of the duties of the office of President of the Association. The President may vote only if there is a tie vote by the Board of Directors of the Association or of the members of the Association.

(b) Vice President - The Vice-President of the Association shall assist the President of the Association, to the extent requested by the President of the Association, in the performance of the duties and functions of the office of President of the Association; in the event the office of President of the Association shall be vacant during any period of time, in the event the absence or disability of the President of the Association prevents the President of the Association from performing the duties and functions of the office of President of the Association during any period of time, or in the event the President of the Association so requests during any period of time, the Vice-President of the Association shall perform the duties and functions of the President of the Association during such period of time.

(c) Secretary-Treasurer - The Secretary-Treasurer of the Association shall collect and receive all income of the Association, and deposit same in such bank or banks as any be designated by the Board of Directors of the Association, and prepare and execute all checks in payment of all indebtedness of the Association (which checks also shall be countersigned by such officer of the Association or such member of the Board of Directors of the Association, as the Board of Directors of the Association may designate); the Secretary-Treasurer of the Association shall be the custodian of all books, records and other written documents which are the property of the Association; the Secretary-Treasurer of the Association shall record the minutes at all meetings of the members of the Association and at all meetings of the Board of Directors of the Association; the Secretary-Treasurer of the Association shall prepare and mail to the members of the Association, not less than twenty (20) days prior to the date upon which each annual meeting of the members of the Association is to be held, a written report reflecting the financial condition of the Association as of the last day of the calendar month which ended within thirty-one (31) days prior to the date upon which such annual meeting of the members of the Association is to be held, which written report shall be executed by the Secretary-Treasurer of the Association; the Secretary-Treasurer of the Association shall make such additional reports to the members of the Association and/or to the Board of Directors of the Association as the Board of Directors of the

Association may designate; the Secretary-Treasurer of the Association shall submit all books and records pertaining to the financial affairs of the Association to such auditors, for audit, at such times as the Board of Directors of the Association may designate; the Secretary-Treasurer of the Association shall perform such other duties and functions as the Board of Directors of the Association may deem to be within the scope of the duties of the office of Secretary-Treasurer of the Association. Provided however that, notwithstanding anything whatsoever to the contrary in the foregoing, the Board of Directors of the Association may delegate to the Executive Secretary of the Association primary responsibility for the performance of any of the duties and functions above provided to be performed by the Secretary-Treasurer of the Association.

(d) Executive Secretary - The Executive Secretary shall perform such duties and functions as the Board of Directors of the Association may designate from time to time.

**SECTION 4 - TERM OF OFFICE OF THE OFFICERS OF THE ASSOCIATION** The terms of office of the President, Vice-President and Secretary-Treasurer of the Association shall be for a period of one (1) year; the term of each of said officers elected at the annual meeting of the members of the Association held November 19, 1966, shall commence on January 1, 1967 and shall expire on December 31, 1967; any term of office of any of said officers commencing at any time after December 31, 1967 shall commence at the time of election at the annual meeting of the membership and serve until the following annual meeting of the membership. Officers may not serve more than two (2) consecutive terms of one (1) year each. The term of office of the Executive Secretary shall be from month to month, on a calendar month basis; the Board of Directors of the Association shall have the right to terminate the term of office of the Executive Secretary of the Association upon ninety (90) days written notice to the Executive Secretary of such action. Provided however that, notwithstanding anything whatsoever to the contrary in the foregoing, any officer of the Association, other than the Executive Secretary of the Association, shall continue to serve in such capacity until the expiration of the term for which such officer was elected or until the successor in office of such officer has been elected, whichever is the later date, unless such officer shall have resigned such office, shall have been removed from office, or shall have become ineligible to hold such office at any earlier date.

**SECTION 5 - VACANCIES** In the event the office of the President, the Vice President, or the Secretary-Treasurer of the Association becomes vacant at any time for any reason, the Board of Directors shall designate an individual to serve in such capacity during the remainder of the current term of such office; provided, however, that the Board of Directors of the Association shall not appoint any individual to fill any such vacancy who would not have been ineligible to hold such office had such individual been elected to such office by the members of the Association at an annual meeting of the members of the Association held as of the date of such appointment by the Board of Directors of the Association.

**SECTION 6 - ELECTION OF OFFICERS OF THE ASSOCIATION** Except insofar as concerns vacancies in the office of the President, the Vice-President or Secretary-Treasurer of the Association, the President, the Vice-President and the Secretary-Treasurer of the Association shall be elected by the voting members of the Association at the annual meetings of the members of the Association.

## **ARTICLE VII MEETINGS OF THE MEMBERS OF THE ASSOCIATION**

**SECTION 1 - ANNUAL MEETINGS** An annual meeting of the members of the Association shall be held on November 19, 1966; during all years subsequent to the year 1966 one (1) annual meeting of the members of the Association shall be held at such location and on such date as may be determined by the Board of Directors of the Association.

SECTION 2 - MEETINGS OF THE MEMBERS OF THE ASSOCIATION IN ADDITION TO THE ANNUAL MEETINGS OF THE MEMBERS OF THE ASSOCIATION The members of the Association shall hold as many additional meetings (in addition to the annual meetings of the members of the Association provided for above) as may be called by either the President of the Association or by the Board of Directors of the Association, the date upon which and the place at which any such called meeting is to be held to be designated by the President of the Association or by the Board of Directors of the Association, whichever has called such meeting.

SECTION 3 - NOTICES OF MEETINGS A written notice stating the date upon which and the place at which any meeting of the members of the Association (annual or called) is to be held shall be mailed to each of the members of the Association not less than twenty (20) days and not more than sixty (60) days prior to the date upon which such meeting is to be held; any such written notice shall be executed by the President of the Association, if such written notice pertains to an annual meeting of the members of the Association, or by the President of the Association or by the Board of Directors of the Association, whichever has called such meeting, if such written notice pertains to a called meeting of the members of the Association; any such written notice shall be addressed to the members of the Association at the respective addresses of such members as reflected by any of the records of the Association.

**ARTICLE VIII  
NUMBER OF MEMBERS OF THE ASSOCIATION  
NECESSARY TO CONSTITUTE A QUORUM AT ANY  
MEETING OF THE MEMBERS OF THE ASSOCIATION**

Five percent (5%) of the Direct Members of the Association then in good standing present at any meeting of the members of the Association and voting upon any question which shall come before such meeting shall constitute a quorum at the time such vote is taken upon such question.

**ARTICLE IX  
NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS OF THE  
ASSOCIATION NECESSARY TO CONSTITUTE A QUORUM AT ANY  
MEETING OF THE BOARD OF DIRECTORS OF THE ASSOCIATION**

Seven (7) of the members of the Board of Directors of the Association present at any meeting of the Board of Directors of the Association and voting upon any question which shall come before such meeting shall constitute a quorum at the time such vote is taken upon such question.

**ARTICLE X  
DECISION BY MAJORITY**

SECTION 1 AT ANY MEETING OF THE MEMBERS OF THE ASSOCIATION Except insofar as otherwise may be provided by the Charter of the Association, the Bylaws of the Association or the applicable laws of the State of Texas in force at the applicable time, any question which may come before any meeting of the members of the Association at which a quorum is present at the time a vote is taken upon such question shall be decided by the majority vote of the Direct Members of the Association present at such meeting and voting upon such question.

SECTION 2 - AT ANY MEETING OF THE BOARD OF DIRECTORS OF THE ASSOCIATION - Except insofar as otherwise may be provided by the Charter of the Association, the Bylaws of the Association or the applicable laws of the State of Texas in force at the applicable time, any question which may come before any meeting of the Board of Directors of the Association at which a quorum is present at the time a vote is take upon such question shall be decided by the

majority vote of the members of the Board of Directors of the Association present at such meeting and voting upon such question.

## **ARTICLE XI PROHIBITION AGAINST HOLDING MULTIPLE OFFICES**

Any individual serving either as President, Vice-President, Secretary-Treasurer or Executive Secretary of the Association shall be disqualified, for so long as such individual serves in such capacity, to serve in any other of such offices or to serve as a member of the Board of Directors of the Association, except that, as above provided, the President of the Association shall be a member of, and the Chairman of, the Board of Directors of the Association. Any individual serving as a member of the Board of Directors of the Association shall be disqualified, for so long as such individual serves in such capacity, to serve as Vice-President, Secretary-Treasurer or Executive Secretary of the Association, except that, as above provided, the President of the Association shall be a member of, and the Chairman of, the Board of Directors of the Association.

## **ARTICLE XII AMENDMENTS TO BYLAWS**

**SECTION 1 - PROPOSALS** Proposing amendment to or repeal of these Bylaws may be proposed by the Board of Directors of the Association on its own initiative or upon petition of twenty five percent (25%) of the voting members at any duly called annual meeting. The Board of Directors of the Association shall present all such proposals to the regular members with or without endorsement.

**SECTION 2 - APPROVAL** Approval of amendments to or a repeal of the Bylaws shall be approved by it two thirds (2/3) affirmative vote of regular members present and voting at any annual business meeting or duly called special meeting of the Association.

**SECTION 3 - NOTICE OF PROPOSALS** Provided written notice of proposed changes have been sent to the Association members twenty (20) days before such meeting.

## **ARTICLE XIII RULES OF ORDER**

**SECTION 1 - RULES OF ORDER** - The rules contained in the current edition of Roberts Rules of Order shall govern the conduct of meetings of the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules the Association may adopt.