

BYLAWS
OF
MANUFACTURERS ASSOCIATION OF NORTH TEXAS

ARTICLE I

OFFICES

Section 1.1. Principal Office. The principal office of the Association shall be located in Fort Worth, Texas. The Association may have such other offices, within the State of Texas, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

Section 1.2. Registered Office. The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

NAME

Section 2.1. Corporate Name. The Association shall be known as the Manufacturers Association of North Texas

ARTICLE III

PURPOSE AND OBJECTIVES

Section 3.1. Purpose of the Association. The Association is an organization established to promote the success of manufacturers in the north Texas area by providing access to resources, identification of opportunities through networking, and seeking solutions to common problems of the manufacturing sector. Also, the Association is organized to represent and promote long-term manufacturing interests in north Texas, and, to acquire, preserve and disseminate valuable manufacturing business information.

ARTICLE IV

MEMBERS

Section 4.2. Classes of Members. The membership of the Association will consist of Manufacturers, Non-Manufacturers, Corporate, Individual, and Honorary.

Section 4.3. Manufacturing. The Association defines a manufacturer as any individual or organization which is identified by the NAICS Code in the manufacturing category. Examples are manufacturing, processing, fabricating, construction, production of raw materials, natural resources, fuel, power, or public utilities.

Section 4.4. Non-Manufacturing. Members interested in the growth and promotion of the manufacturing sector but are not actively engaged in the professional aspects of manufacturing.

Section 4.5. Corporate Members. A manufacturing or non-manufacturing member that has more than 500 employees. This is volunteer membership that comes with special features such as listing in MANT's News letter and/or every MANT Program.

Section 4.6. Honorary Members. Honorary memberships may be conferred upon individuals or organizations at such time and under such terms as the Board of Directors shall determine in recognition of an organization's or an individual's meritorious service to the Association.

Section 4.7. Individual Members. Individual memberships are for individuals that work for a manufacturing company. The company in which the individual works for must follow the requirements for a manufacturing company covered in Section 5.3.

Section 4.8. Application for Membership. Application for membership shall be made in writing to the Secretary, accompanied by the full payment of the membership dues. The application shall be submitted to the Board of Directors. If there is no objection from any active member, the applicant shall be regarded as accepted. If any member objects to an application for membership, the application shall be considered promptly by the Board of Directors which shall fully investigate the circumstances. A favorable vote of 2/3 of the Board of Directors shall be

required for acceptance of such application. If an applicant is rejected, any dues paid in advance shall be refunded.

Section 4.9. Annual Meeting. The Annual Meeting of the Association shall be held on the second Tuesday of January each year, and notice thereof shall be mailed to each member in good standing at least seven days prior to such meeting.

Section 4.10. Regular Meetings. In addition to the Annual Meeting, regular meetings of the Association may be held as such time as determined by the Board of Directors including social meetings, Special meetings may be called at any time by the Chairman, or in his absence

by the Chairman-Elect or by any seven members of the Board of Directors.

Section 4.11. Parliamentary Authority. “Roberts’ Rules of Order” will govern the procedure of all meetings,

Section 4.12. Quorum. 51% of Active Members in good standing shall constitute a quorum for the transaction of business at a regular or special meeting of the Association.

ARTICLE V

DUES

Section 5.1. Dues. Membership dues shall be established by the Board of Directors. New members shall pay full dues at the time of their application and in advance of their acceptance in the Association. The amount of dues and time for payment shall be set annually by the Board of Directors each year at the December Board meeting for the following year. Payment for membership dues shall be due within 90 days from the date set by the Board of Directors. If full payment is not made by date set by the Board, the specific individual or organization will immediately become a non-member. If said individual or member wishes to return to the organization, their application will be submitted as a New Membership application paying new membership dues.

Section 5.2. Delinquency. At the discretion of the Board of Directors, any member whose dues are in arrears shall not be considered a member in good standing and shall be removed by the Board of Directors or by the membership. The mailing of a notice of the dues by the Association after thirty days to the last known address of the member shall satisfy the requirements for due notice.

ARTICLE VI

MEETINGS OF MEMBERS AND VOTING

Section 6.1. General Membership Meetings. The general membership meeting may be held each month on a date specified by the board to address specific matters as designated by the Board of Directors and to promote the various programs to the membership.

Section 6.2. Special Meeting. Special meetings of the membership may be called for by the Board of Directors at any time, or shall be called by the Chairman of the Board, or his designee. Business to be transacted at any special meeting shall be stated in all notices thereof, and no other business shall be considered at that time.

Section 6.3. Meetings of the Board of Directors. The Board of Directors shall meet at a minimum once every quarter, and may invite other members of the Association, including

committee chairmen, to attend its meeting and assist in its deliberations, but without vote.

Section 6.4. Notice of Meetings. Written notice of any meeting of the Association shall be mailed, transmitted via facsimile, or disseminated by electronic mail to the last known member address of each member not less than 5 days nor more than 20 days prior to the meeting.

Section 6.5. Voting. At all meetings of the Association, each member in good standing shall be entitled to one vote. Unless otherwise specifically provided by these bylaws, a majority of those present and voting at these meetings shall prevail. A member company or organization shall designate a representative who will be identified as the representative of that member for any purpose required in these bylaws (e.g. to receive notices, to vote, etc.). The representative can be changed with notice deemed appropriate by the Chairman of the Board, or his designee.

Section 6.6. Election Ballot Mail Vote. Election ballots submitted by mail for the election of officers and member representation to the Board of Directors shall be sent to the designated company representative or the individual member. Votes shall be sent by electronic correspondence unless specifically requested otherwise. If voting discrepancies arise, they shall be investigated and remedied by the Board of Directors.

ARTICLE VII

ELECTION PROCEDURE

Section 7.1. Election-Procedure. The time and process for elections shall be as directed by the Board of Directors. The results of the election shall be announced at the General Membership meeting, or at a special meeting called for that purpose. Elections shall be by majority of votes cast. Formal votes may be waived by unanimous vote in case there is only one nominee for an office.

Section 7.2. Nominations Committee. The Chairman shall appoint a Nominations Committee of three members and designate the committee leader, and two of whom are not officers 90 days before the election. It shall be the duty of this committee to select and prepare a slate of one or more recommended candidates for the several offices to be filled at the annual election. The committee shall report the nominations to the Secretary, after obtaining consent of the members selected to undertake the duties of their respective offices, if elected, and the Secretary shall mail or e-mail to the membership a notification of such nominations at least fifteen days before the election meeting. Candidates other than those presented by the Nominations Committee may be nominated at the election meeting by an active member who has previously received assurance that his candidate is willing to serve if elected.

Section 7.3. Installation Ceremony. The ceremony for the installation of elected and approved officers shall take place at a time and place specified by the Board of Directors, but the time at which this ceremony is held shall have no effect upon the time at which the officers

actually assume the duties of their office.

ARTICLE XIII

OFFICERS

Section 8.1. Elected Officers. Elected Officers of this Association shall be a Chairman, Chairman-Elect, Vice-Chairman of Membership, Vice-Chairman of Marketing, Vice-Chairman of Programs, Vice-Chairman of Services, Vice-chairman of eCommerce, a Secretary, and a Treasurer. These elected officials also constitute the executive committee.

Section 8.2. Qualifications for Office. Any member in good standing, or any individual who is the designated representative of a member organization or company in good standing, shall be eligible for nomination and election to any office of the Association.

Section 8.3. Nomination of Officers. The Nominating Committee, constituted in accordance with the provisions of Article XI, Section 11.3, shall prepare and submit to the Board of Directors by the first Tuesday in September, nominations for the elective officers of the Association, except for the office of Chairman of the Board, which office shall be filled by the Chairman-Elect of the current term. Any person nominated by the Committee shall have given his/her prior consent to nomination and election as an officer. The Committee report on nominations will be submitted to the Board of Directors for approval at the September Board meeting, or at a special meeting called before the end of the month of September.

Section 8.4. Term of office. Each elected officer shall take office at the beginning of the fiscal year and shall serve in that capacity for a two year term from January 1 to December 31. Each elected officer shall serve concurrently as a member of the Board of Directors. The Chairman-Elect shall automatically fill the office of Chairman of the Board upon commencement of the succeeding term.

Section 8.5. Re-election. The Vice-Chairmen, Secretary, and Treasurer of the Association shall be eligible for re-election to the same office but shall not serve for more than two consecutive terms in those respective offices. The Chairman of the Board and Chairman-Elect shall not be eligible to serve two consecutive terms in those respective offices.

Section 8.6. Vacancies. Vacancies in any office arising from any cause shall be filled by a majority vote of the Board of Directors at any regular or special meeting.

Section 8.7. Removal from Office. The Board of Directors, in its discretion, by two-thirds vote of the remaining Board of Directors, may remove any officer from office for cause, in accordance with Article XI, Section 11.9.

Section 8.8. Resignation. Any Director may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the Chairman of the Board. The acceptance of a resignation shall not be necessary to make it effective, unless expressly provided in the resignation.

ARTICLE IX

DUTIES OF OFFICERS

Section 9.1 Chairman of the Board. The Chairman shall serve as the Chairman of the Board of Directors. He/she shall also serve as a member ex-officio, He/she shall make all required committee appointments with the approval of the Board of Directors. At all meetings of the Association and at such other times as deemed proper, the Chairman of the Board shall communicate to the members such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Association. He/she shall perform such other duties as are incident to the office of the Chairman of the Board, or as prescribed by the Board of Directors.

Section 9.2. Chairman-Elect & Vice Chairmen. There shall be a Chairman-Elect and five Vice-Chairmen who shall be responsible for such duties as are individually assigned to them by the Chairman of the Board with the approval of the Board of Directors. The Chairman-Elect shall perform the duties of the Chairman of the Board in the event of the Chairman of the Board's absence or inability to serve, and it shall be his/her responsibility to be familiar with the duties and functions of the Chairman of the Board. If for any reason the Chairman of the Board and Chairman-Elect are absent and unable to serve, the Vice Chairman of Programs shall act as Chairman of the Board, or in his/her absence, the Vice Chairman of Membership shall serve in that capacity.

Section 9.3. Secretary. The Secretary shall perform and oversee the production and preservation of the official Minutes of membership and Board Meetings, membership meetings, or other meeting of the Association, the official copy and Amendments of these Bylaws, and other records of the Association.

Section 9.4. Treasurer. The Treasurer shall administer the financial affairs of the Association and shall have the authority and be required to (1) establish proper accounting procedures for the handling of the Association's funds in such banks, trust companies and/or investments as are approved by the Board of Directors; (2) report on the financial condition of the Association at all meetings of the Board of Directors and at such time as may be called upon by the Chairman of the Board to do so; and (3) prepare an annual financial report within 60 days of the end of each fiscal year. The Treasurer will engage the services of an independent auditor approved by the Board of Directors each year to audit, perform a compilation, or review the financial status of the organization and make recommendations to enhance the financial accountability and performance of the accounting function of the association.

ARTICLE X

BOARD OF DIRECTORS

Section 10.1. Authority and Responsibility. The governing body of this Association shall be the Board of Directors. The Board of Directors shall supervise, control, direct the affairs of the Association, its committees, and publications. It shall determine its policies, actively promote its objectives and supervise the disbursement of funds. The Board shall adopt rules and regulations for the conduct of its business as necessary.

Section 10.2. Composition. The Board of Directors shall be composed of not more than 10 members in good standing which number shall be in addition to the Chairman of the Board, Chairman-Elect, five Vice-Chairmen, Secretary, and Treasurer. Any Board of Director, whose term has expired, may serve in an Advisory role for a term of one year. The Board Members in an Advisory role would have no voting power, but would share with the Board of Directors their experience and advice. Also serving as ex-officio members of the Board shall be any committee chairman not serving in a regular capacity on the Board of Directors, and any other representatives of associations or organizations as the Board of Directors allow. Ex-Officio Members cannot vote.

Section 10.3. Nomination, Election, and Terms of Office. The Nominating Committee shall prepare and submit to the Board of Directors by the first Tuesday in September the nomination of any proposed new Officers. In addition, candidates to fill vacancies, which occur during the year, may be elected by the Board. Officers/Directors shall be elected by ballot in accordance with the procedures set forth in Article VIII herein, and, in accordance with the procedures specified for the Nominating Committee.

Only those ballots that have been returned and counted as valid by the Nominations Committee on or before the date and time specified on each official ballot shall be counted and considered for the election of Officers/Directors. Certification of the tabulated ballots shall be ratified by the Board of Directors at the December meeting of the Board of Directors, and shall be announced at the next meeting of the general membership. The elected Officers/Directors shall serve for a term of two year except that any current officer/director elected as an officer shall then have a Board term concurrent with the term of his/her elective office.

Section 10.4. Re-Election. Members of the Board of Directors who have completed their term shall be eligible for re-election. Officers who are not standing for re-election as an officer are eligible for re-election to the Board for a two year term.

Section 10.5. Quorum. At any meeting of the Board of Directors, 51% of the membership of the Board of Directors shall be present in order to constitute a quorum. Without 51% of the Directors present no business of the Association can be voted for and be binding on the association. The decisions of the Board are determined by the majority vote of the members present at the subject meeting.

Section 10.6. Meeting of the Board. A regular meeting of the Board of Directors shall be held no less than once quarterly at such time and at such place as the Board may prescribe; however, the Chairman of the Board may cancel scheduled Board meetings or postpone the meeting. The Chairman of the Board may also call for special Board meetings with notification

given either by mail, facsimile, e-mail, or telephone. Any seven collective members of the Board of Directors can call a meeting and cannot be cancelled by the Chairman.

Section 10.7. Voting. Voting rights of a director shall not be delegated to another, nor exercised by proxy representation, unless approved by the Board and authorized by law. Board Members must be present at the Board meeting before casting a valid vote.

Section 10.8. Absences. Any elected officer or director who shall have been absent from three regular meetings of the Board of Directors during a single administrative year shall automatically receive a letter from the collective Board Members indicating the third absence. The Board shall consider the third absence of any elected officer or Director as a separate circumstance and may expressly waive such absence by affirmative vote by a majority of the Board of Directors.

Section 10.9. Vacancies and Removal. Any vacancy occurring on the Board of Directors during a term may be filled by the Board of Directors. A Director so elected to fill a vacancy shall serve the remaining term of his predecessor and shall be eligible for re-election at the end of said term. The Board may, at its discretion, by affirmative vote of two-thirds of the remaining Board of Directors, remove any Director for cause which is contrary to the professional promotion of the Association or illegal acts of civil or criminal law.

Section 10.10. Compensation. Directors, elected officers or members shall not receive compensation for their services; however, may be reimbursed for reasonable out-of-pocket expenses approved by a majority vote of the Board of Directors.

Section 10.11. Employment. No volunteer member of the Board of Directors or Executive Committee can hold an Association staff position until he/she has resigned from his/her Board position for a period of six months.

Section 10.12. Procedure. Association meetings shall be construed in accordance with Robert's Rules of Order. The Chairman may designate a Parliamentarian to resolve questions of appropriate procedure. Full minutes shall be kept of all motions, votes and resolutions, and, at the request of any Director, of any other discussion or transaction. Any matters brought before the Board shall be disposed of as expeditiously as possible and shall remain on the agenda for each regular meeting until disposed.

Section 10.13. Inspection of Records. All books and records of the Association may be inspected by any Director or his/her agent or attorney for cause at any reasonable time

ARTICLE XI

COMMITTEES

Section 11.1. Executive Committee. The Executive Committee shall consist of the officers, Vice-Chairmen the Chair-Elect, and the Chairman of the Board. The Chairman of the

Board is the head of the Executive Committee.

The Executive Committee shall consider policy matters as they arise, either approving or disapproving by voting. Policy issues that have gained an affirmative vote of the Executive Committee shall recommend to the Board of Directors for consideration during the following Board of Directors meeting.

Section 11.2. Programs Committee. The Vice-Chairman of Programs shall be the head of the Programs Committee and is responsible for the guidance and direction of all of major annual programs held by the Association for the benefit of its members. This committee shall choose subject material and provide speakers at the monthly membership program, and make arrangements for regular and special meetings of the Association. The Vice-Chairman shall be a Member in good standing and a member of the Board of Directors.

Section 11.3. Membership Committee. The Membership Committee shall consist of the Vice-Chairman of Membership and subcommittee members. This Committee is responsible receiving applications, reviewing and recommending applicants for induction into the association. The Vice-Chairman is the head of this body and shall be a Member in good standing, and member of the Board of Directors.

Section 11.4. Marketing Committee. The Marketing Committee shall consist of the Vice-Chairman of Marketing and its subcommittee members. The Marketing Committee is responsible for publicity programs, marketing activities, and increasing the membership of the Association. The Vice Chairman is the head of this body and shall be a member in good standing and a member of the Board of Directors.

Section 11.5. Services Committee. The Services Committee shall consist of the Vice-Chairman of Services and its subcommittee members. The Services Committee is responsible for assembling and disseminating the services of the Association to its membership. This committee will also coordinate with the Marketing Committee to market the service programs of the Association. The head of the Services Committee is the Vice-Chairman of Services, and shall be a member in good standing and member of the Board of Directors.

Section 11.6. eCommerce Committee. The eCommerce Committee shall consist of the Vice-Chairman of eCommerce and its subcommittee members. The eCommerce Committee is responsible for developing and maintaining the association's website, publications, and news information which necessitate an electronic medium for dissemination. This committee shall also recommend to the Board of Directors all funding, activities, or changes to electronic projects necessary for the continuance of electronic media programs. The head of this body is the Vice-Chairman of eCommerce, and shall be a member in good standing and a member of the Board of Directors.

Section 11.7. Finance and Budget Committee. The Finance and Budget Committee shall consist of the Chairman, Chairman-Elect, and Treasurer. The Committee shall prepare recommendations for the Board of Directors. The Committee may perform such other duties in

connection with the finances of the Association as the Board may determine. The head of this body is the Chairman of the Board and shall be a Member in good standing.

Section 11.8. Nominating Committee. The Chairman shall appoint a Nominations Committee of three members, one of whom is the Vice-Chairman of Nominations, and two of whom are not officers at least 90 days before the election. It shall be the duty of this committee to select and prepare a slate of one or more recommended candidates for the several offices to be filled at the annual election.

Section 11.9. Committees. The Chairman of the Board, with approval of the Board of Directors, shall appoint such committees, sub-committees, deliberative or advisory bodies as may be necessary and which are not in conflict with other provisions of these bylaws. The duties of any such committee shall be prescribed by the Board of Directors upon their appointment.

ARTICLE XII

FINANCE

Section 12.1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each calendar year.

Section 12.2. Budget. Upon the recommendation of the Finance and Budget Committee, the Board shall adopt an annual operating budget for the operation, maintenance, and administration of the Association.

Section 12.3. Debt. No member of the Association, other than the Board of Directors, by majority vote, conduct of normal business contract or cause to be made in the name of the Association any debt of any nature whatsoever, without having first received authorization of the Board of Directors

Section 12.4. Audit. The accounts of the Association shall be compiled, reviewed, or audited by an independent public accountant selected by the Board of Directors each fiscal year.

ARTICLE XIII

INDEMNIFICATION

Section 13.1. Indemnification. Each person who may have served as a director or officer of this Association shall be indemnified by the Association against expenses reasonably incurred by him or her in connection with any claim made against him or her on any action, suit, or proceeding to which he or she may be a party by reason of his or her being, or having been, such director or officer including such sums as independent counsel selected by the Board shall deem

reasonable payment including payments in settlement to avoid expenses of litigation; provided, however, that no director or officer shall be indemnified with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for willful negligence or misconduct in the performance of duty or with respect to any matters which shall be settled by the payment of sums which counsel selected by the Board shall not deem reasonable payment for avoiding expenses of litigation, or with respect to matters for which such indemnification shall be in addition to any other rights to which directors or officers may be entitled.

ARTICLE XIV

AMENDMENTS

Section 14.1. Amendments. The Board shall present all proposed amendments to the membership with or without recommendation. The Board of Directors may propose amendments on its own initiative, or upon petition of any two-thirds members of the Association assembled and filed with the Board as one instrument. These bylaws may be amended or repealed by a two-thirds vote of the regular members present at any general membership meeting of the Association, provided that notice in writing of the date of such meeting, together with a copy of the proposed amendments (changes) have been mailed, e-mailed, or available for electronic download from the associations website at least 15 days in advance of the date of such meeting. These bylaws also may be amended or repealed by a two-thirds vote of the regular members balloting by mail, in which case a period of at least 15 days will be provided for the submission and tabulation of ballots.

ARTICLE XV

DISSOLUTION

Section 15.1. Dissolution. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for payment of all other liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such a manner, or to such origination or organization organized and operated exclusively for charitable, educational, or scientific purposes, as shall at the time qualify as an exempt organization under Section 501c (6) of the Internal Revenue Code of 1954, as amended, as the Board of Directors shall determine.