



**CHARTER AND BYLAWS OF THE
NEW BRAUNFELS MANUFACTURERS ASSOCIATION
NEW BRAUNFELS, COMAL COUNTY, TEXAS – REVISED 01/04**

SECTION I: NAME

The name of the organization is the New Braunfels Manufacturers Association.
(Abbreviated name shall be NBMA.)

SECTION II: PURPOSE

The Association exists to provide a forum for local industry to communicate and resolve common needs, problems and objectives. The Association will promote a positive image of industry in the community. Association members will work together to accomplish these objectives.

SECTION III: MEMBERSHIP

1.0 Voting membership in the Association is open to all companies in the greater New Braunfels area engaged in manufacturing. Individuals or allied organizations may participate as associate members. Associate members do not have voting privileges.

1.1 The companies listed below shall be the charter members:

A.P.G. Lime Corp. (*Chemical Lime*)
Barkel, Inc.
Coleman Company, Inc.
Detex Corporation
Flexonics, Inc. (*Senior Flexonics Pathway*)
Lafarge Corporation (*Cemex*)
Lizann Dress Mfg., Div. Of Jerell, Inc.
Symon's Corporation
TXI Cement Company
West Point Pepperell, Iselin (*Owens Corning*)
West Point Pepperell, Mission Valley
Glastron, Inc.

- 1.2 Current members will actively seek new members for the Association. Applicants for membership will be admitted to membership by a majority vote of the voting members present at a regular meeting.
- 2.0 Each voting member company shall have one vote in every action decided during monthly, business, or special meetings at which the member has a representative. If more than one representative of a voting member is present, those representatives shall determine which of them will vote on behalf of the member company at that meeting.
- 2.1 Associate members are invited to participate in all discussions, but may not vote.

SECTION IV: MONTHLY MEETING

- 1.0 The Association will on the third Tuesday of every month at 11:45am, for a lunch meeting, unless the membership votes in advance to change the date and/or time of the meeting. Members may bring any number of representatives, or guests, but only one representative shall vote on issues before the membership.
- 2.0 Responsibility for meetings will be rotated among Association members over the course of a year, with an annual schedule for the coming calendar year decided by the membership during the last meeting of the current calendar year.
- 3.0 At least once every calendar year a business meeting will be conducted during the monthly meeting. The Executive Committee may schedule additional business meetings as necessary and when necessary. Advance notice will be given to the membership. No other program will be scheduled for these meetings.
- 4.0 Guests may attend at the invitation of a member.
- 5.0 A per person lunch cost will be set annually. To preserve Association funds, all RSVP'S are obligated to pay, whether or not they attend the meeting.

SECTION V: HOST FOR MONTHLY MEETING

- 1.0 The member organization responsible for a particular month shall be the host for the monthly meeting. The host shall make arrangements for the location and meals, and ensure that all members are notified of the location and program.
- 2.0 Host Companies may volunteer to subsidize the lunch. Two or more members may co-host and subsidize a lunch meeting. Associate members are encouraged to serve as hosts or co-hosts.

The host company will not be responsible for arranging the program. However, the member should be aware of the program, and help with any special coordination or arrangements that may be necessary.

SECTION VI: ANNUAL MEMBERSHIP DUES

- 1.0 Purpose: Annual Membership dues will be used primarily to support and /or enhance programs in area educational institutions. Typical uses of funds are scholarships and programs such as Career Days and Science Fairs. Because the Association is a tax-exempt organization (501(c)(6)), its funds will not be used for political purposes.
- 2.0 Amount: The annual dues amounts for all membership categories will be set each year by a majority vote of the voting members present at the January meeting.
- 3.0 Payments Due: Membership dues will be payable by the last day of March each calendar year. A Company that becomes a member during the course of the year will be assessed a pro rata dues payment for that calendar year.
- 4.0 Request for Funds: All requests for use of funds must be approved by a majority vote of the voting members present.
- 5.0 Disbursement: When a release of funds has been approved by the membership, the Secretary/Treasurer will prepare the payment or transfer the funds. Proper records of all transactions are required.

SECTION VII: HONORARY MEMBERSHIP

- 1.0 The NBMA can bestow the title of Honorary Member on any individual who has provided meaningful contribution(s) to the NBMA, or anyone who has made a significant contribution to business or industry.
- 2.0 The Honorary Membership term will last for a period of one year. At the end of the term, the NBMA may, by election, reinstate an Honorary Membership.
- 3.0 Honorary Membership implies no rights to represent the NBMA organization, nor does it carry any other privileges or voting rights within the NBMA.
- 4.0 The individual will receive the Honorary Membership at one of the regularly scheduled meetings of the NBMA.

SECTION VIII: ASSOCIATE MEMBER

- 1.0 An Associate Member is an individual or allied organization in the community, such as educational institutions, accepted by a majority vote of the voting members.
- 2.0 The primary intent of this type of membership is to provide a closer communication link and improved working relationships with individuals and allied organizations in the community.

- 3.0 The term of the Associate Member is automatically renewed annually unless otherwise voted by the membership.
- 4.0 Associate Members are encouraged to attend and participate in regular monthly meetings, and may volunteer to host monthly meetings.
- 5.0 Associate Membership does not carry any voting rights.

SECTION IX: OFFICERS

- 1.0 Purpose: Officers will provide leadership, direction and continuity for the Association
- 2.0 Number of Officers: Three Officers: a President, a Vice-President, and a Secretary/Treasurer shall be elected from the membership. The number of Officers can be increased by the membership with growth in the Association.
- 3.0 Term of Officers: The initial Officers of NBMA will be elected for staggered terms, one for one year, one for two years and one for three years, with the expectation that officers will progress year-by-year from Secretary/Treasurer to Vice President to President during a three year term. An exception exists for the Secretary/Treasurer may agree to be reelected to the same position on a year-by-year basis.
- 4.0 Elections: A new officer will be elected each December. The term of the new Officer shall be three years if elected as Secretary/Treasurer, or two years if initially elected as Vice President when the Secretary/Treasurer has agreed to continue in that office as provided above in Section IX – 3.0. The new officer will begin his or her term on January 1st of the following year.
- 5.0 Responsibilities
 1. The President, Vice President, and Secretary/Treasurer and the immediate past President shall be the Executive Committee, which is responsible for conducting NBMA meetings, and business affairs as directed by the membership. The past President will participate in an advisory capacity.
 2. The Officers shall represent the NBMA in the local community, and will convey the purpose and intent of the NBMA when presented an opportunity to do so.
 3. Officers shall oversee all standing committees, Ad Hoc committees and NBMA projects.
 4. Officers shall be responsible for providing new member with:
 - (a) A current Membership List;
 - (b) A copy of the NBMA Charter and By-Laws;
 - (c) A current Committee List; and
 - (d) The Meeting Schedule for the current year.

5. Officers will contact new Plant Managers or Representatives at existing NBMA member companies to encourage their participation in NBMA monthly meetings and activities.
6. On a regular basis (at least twice a year), the Officers shall review the financial condition of the NBMA, and will provide statements of financial position during monthly meetings.
7. Officers are responsible for formulating policy and making proposals to the membership.

6.0 Assignments for Officers

1. Secretary/Treasurer

The Secretary/Treasurer shall prepare minutes of each monthly meeting and any special meetings, and make copies of those minutes available at the next monthly meeting for review and approval by the membership. The Secretary/Treasurer will also report any recent transactions and the current balance in the NBMA account. The Secretary/Treasurer is responsible for all NBMA funds, the NBMA checking account, Accounts Payable, billing and any Financial Reports. He or she will also bring nametags to the meeting, maintain the current membership list and provide copies of the membership list and the current NBMA Brochure when requested by NBMA members.

2. Vice President

The Vice President is responsible for program scheduling, and for overseeing the committee assignments and committee responsibilities. The Vice President will conduct meetings and other Association business when the President is not available and will serve as back up for the Secretary/Treasurer when the need arises.

3. President

The President is responsible for coordinating all Association activities, including chairing all meetings, and ensuring that NBMA projects are timely completed and presented to the members at monthly meetings. The President will also chair the Executive Committee.