Texas Merchandise Vending Association

A State Council of National Automatic Merchandising Association

Serving the Vending, Office Coffee & Foodservice Industries

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STATE COUNCIL BYLAWS FOR TEXAS MERCHANDISE VENDING ASSOCIATION

Section 1. The name of this organization shall be TEXAS MERCHANDISE VENDING ASSOCIATION.

Section 2. The location of the principal office of this Council shall be the office of the current president.

Section 3. The purpose of this Council shall be to promote the common business interest and general welfare of the automatic merchandising and office coffee service industry in the state of TEXAS, to improve the industry's service to the public, to cooperate with government officials in advancing the public interest, and to improve conditions within the industry.

Section 4. Classes of members for voting and other purposes shall be:

a. Operator Member – any individual, partnership, corporation or any other entity of good business repute engaged in the business of operating, or owning and leasing to operators, machines for the vending of merchandise or service; or operating, or owning and leasing to others, equipment for the operation of office coffee service; and who operate such machines or equipment in the state of TEXAS.

b. Associate Member – any individual, partnership, corporation or any other entity engaged in the business of (1) manufacturing machines for the vending of merchandise or service, or equipment for the operation of office coffee service; (2) selling machines for the vending of merchandise or service, or equipment for the operation of office coffee service; (3) selling merchandise, supplies, parts, or services to the vending or office coffee service industry; or (4) any combination of the above activities.

Section 5. Application of membership shall be in writing on a form approved by the Board of Governors, signed by the applicant or his duly authorized representative agreeing to abide by the charter and bylaws of the council. Upon payment of the proper fees and approval by the majority of the Board of Governors the applicant shall become a member of the Texas Merchandise Vending Association.

Section 6. The membership of any member may be terminated by a two-thirds vote of the members of the Board of Governors present at any duly called meeting of the Board: Provided, that by a similar vote the Board shall first find that such membership is prejudicial to the best interest of the

Council; provided further, that such action shall not be taken until the procedure outlined below has been followed:

Charges against a member must be preferred in a sworn statement by a member in good standing and filed with the Recording Secretary. The Recording Secretary shall notify the accused member of such charges, and the accused member shall have the opportunity to resign from the Council.

After the accused member has been notified of the charges, the Recording Secretary shall refer the charges to the Inquiry Committee, a sub-committee of the Board of Governors.

The Inquiry Committee shall inform the member of the nature of the charges filed against it, and shall conduct such confidential investigation of the charges as it deems necessary. No recommendation shall be made until the member against whom the charges have been filed has been given adequate opportunity to be heard by the Inquiry Committee.

When the Inquiry Committee has determined upon a recommendation, it shall make such recommendation to the Board of Governors at the next meeting of the Board. Termination of membership shall require a two-thirds vote of the members of the Board of Governors in attendance when the vote is taken, but such action shall not be taken until the member has been given an opportunity to be heard by the Board of Governors. Upon termination of membership, the dues paid for the current year shall be returned.

Section 7. Each member, firm or corporation shall appoint and certify to the Recording Secretary of the Council an official representative who shall represent, vote and act for the member in all affairs of the Council. A member may change its official representative at will upon giving notice thereof to the Recording Secretary, or may when necessary appoint by written notice to the Recording Secretary an alternate for its official representative. For the purpose of these Bylaws the term "member" shall mean the member company or the official representative or the alternate.

Section 8. Resignation of a member shall be in writing addressed to the Recording Secretary. No member of this Council shall be permitted to withdraw from the Council unless he shall have given one month's written notice in advance to the Recording Secretary of the Council and shall have paid in full to the Council, to the effective date of the resignation, all membership dues and other obligations to the Council. The resignation of a member company shall include the resignation of the official representative and of any alternate, or of any other person connected with the member company. Membership in the TMVA shall terminate upon failure to pay current dues.

Section 9. The annual meeting of the Council shall be held at such time and at such place as shall be designated by the Board of Governors. Notice of the time and place of such meeting shall be delivered to all members in good standing not less than 10 nor more than 60 days before such meeting.

Section 10. The Board of Governors shall from time to time determine the number of members that shall constitute a quorum for the transaction of business at any annual or any special meeting. Where Governors are to be elected by members, the Board of Governors may prescribe conditions under which a vote by mail, e-mail, telephone or fax, may be taken and the condition for the determining the results of such vote.

Section 11. Governors shall be members of NAMA and shall be elected from the active membership of the Council at each annual meeting and shall serve until newly elected Governors are elected and qualified. The tenure of any governor, who has two consecutive unexcused absences from the Board meetings, automatically terminates.

Section 12. Immediately following the election of Governors, they shall annually organize themselves as a Board and elect from their own membership a President, Vice President, Second Vice President, and Secretary/Treasurer. Officers of the Council shall serve for a period of two (2) years or until new officers are elected at the next Annual Meeting. Provided that at the end of a President's term he shall automatically become an ex-officio voting member of the Board for a period of 6 years, provided further that there always will be three past presidents serving in an ex-officio capacity. The Executive Committee of the Board shall be comprised of the four current officers and the immediate past President and the current President shall act as chairman of same.

Section 13. The Executive Secretary of the Council shall be either a member of the NAMA staff who shall serve without compensation from the Council, or a part-time or full-time Executive Secretary employed by the Board of Governors, whose duties and salary shall be fixed by the Board of Governors. The salary of such Executive Secretary shall be paid by the Council out of Council funds.

Section 14. All officers and members of the Board of Governors shall serve without remuneration.

Section 15. At any meeting of the Council each member shall be entitled to one vote on each question put to a vote. Any action required to be taken at a meeting of the members or Governors of the Council, or any action which may be taken at a meeting of the members or Governors or of any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof, or all of the Governors, or all of the members of the committee, as the case may be.

Members of a the Council, members of the board of governors, or members of any committee designated by the board may participate in and hold a meeting of such members, board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant.

Section 16. Presence at or waiver of notice of any meeting shall constitute proper and adequate notice of such meeting.

Section 17. Voting shall be by official representative or alternate as certified in accordance with Section 7.

Section 18. Any member's obligation to the Council or its creditors shall be limited to any sums due or owing the Council by such member. Members shall not be personally liable for the debts or obligations of the Council.

Section 19. The Council shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the member(s) of the Council.

A Finance Committee shall be appointed by the President each year and it will be the duty of this Committee to prepare a budget for the ensuing year for submission to the Board for their approval. On dissolution of the Council any funds remaining shall be distributed to one or more

regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Governors.

Section 20. These Bylaws or any part thereof may be amended, enlarged or repealed by an affirmative vote of a majority of members of the Council, or by a majority of the Board of Governors, either at a meeting called for such purpose or by procedures established by the Board of Governors.

Section 21. The Board of Governors shall consist of 18 members.

Section 22. Governors shall be elected for three (3) year terms. Provided, however, Governors elected from the Associate class of membership shall be elected to two (2) year terms. Governors may be reelected to consecutive terms. Six (6) or more Governors shall be elected at each annual meeting, with the terms of all Governors staggered over a three (3) year period.

Section 23. In the event that any officer or Governor of the Council shall terminate his membership in NAMA, the official connection of such officer or Governors in the Council shall automatically terminate.

Section 24. Vacancies on the Board of Governors that occur for any cause between annual meetings may be filled by the remaining Governors. Governors so elected shall serve only until the next annual meeting when a new Governor shall be elected for the unexpired term.

Section 25. A meeting of the Board of Governors shall be held immediately after the annual meeting for the purpose of electing officers of the Council. The Board of Governors shall hold such other meetings as it chooses or deems necessary.

Section 26. A majority of the elected members of the Board shall constitute a quorum for the transaction of business at any meeting.

Section 27. In accordance with applicable Texas statutes, the Council may indemnify any and all of its current or former Governors or officers against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with any threatened, pending, or completed legal proceeding; provided the person: (1) conducted himself in good faith; (2) reasonably believed: (a) in the case of conduct in his official capacity as a Governor of the corporation, that his conduct was in the corporation's best interests; and (b) in all other cases, that his conduct was at least not opposed to the corporation's best interests; and (3) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 28. Board of Governors meetings shall be held on the call of the President or Secretary.

Section 29. The President may appoint, with approval of the Governors, an executive committee with such powers as the Governors shall grant to act for the Governors between meetings of the Board.

Section 30. All checks shall be signed by the Treasurer or one other officer as directed by the Board of Governors.

Section 31. Fiscal year shall be a calendar year.

Section 32. Dues and fees for membership and participation in special activities of the Council shall be determined by the Board of Governors and shall be collected, held and disbursed by the Treasurer on authorization of the Board of Governors.

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