COATING SOCIETY OF THE HOUSTON AREA

(Revised & Adopted by the Board of Directors February 2026)

This group shall be known as the Coating Society of the Houston Area, originally chartered in 1956.

OBJECTIVE:

- To further the knowledge of surface preparation, selection of coatings and coating systems, and application of protective coatings for all concerned through discussions and planned programs.
- To facilitate the interchange of ideas, experience, and state-of-the-art practices in preventing corrosion.
- To promote a better understanding among users, suppliers, and contractors regarding their mutual challenges.

BY-LAWS

ARTICLE I - MEMBERSHIP

Section 1: The members of this corporation may consist of any person or company involved in the Corrosion industry (such as users, applicators, inspectors, manufacturers and associated material suppliers).

Section 2: Membership is open to any member currently engaged in coatings activities or the support of the industry. Membership is based on a flat fee established by CSHA's Board of Directors. Payment can be made at any regular meeting or via the website between normal meetings.

Section 3: Each member shall renew their membership annually by paying the annual donation as required for active membership. Failure to renew Membership by active members prior to the January 31 meeting will result in a reminder notice giving the Member till March 31st to correct such laps. If not corrected by March 31st, Active Membership may be suspended until correct or re-activated.

Section 4: Members in good standing have paid their annual dues and participated in a minimum of 4 of the last 9 regular monthly meetings. Only individual members in good standing are eligible to be nominated to the Board of Directors and/or Executive Board.

ARTICLE II- MEETINGS OF MEMBERS

Section 1: Regular meetings of the corporation shall be held on the first Thursday of each month, except for June, July, and August. The Executive Board members may propose an alternate meeting date when holidays or other events conflict with the first Thursday of the month.

Section 2: The annual meeting of the corporation shall be held on the regular meeting night in November of each year. This meeting will also be considered the last regular meeting of the membership year for the purposes of conducting CSHA business. Voting of new officers will be conducted at the November meeting.

Section 3: The President and executive committee, at their discretion, may call special meetings of the members (and shall be compelled to do so upon the written request of five (5) members). Notice of special meetings shall specify the purpose for which the meeting is called. Notice of such meetings shall be given in writing via email to the membership at least forty-eight (48) hours before the scheduled meeting time. If the notice is given in person or by telephone, it need not be given in advance but must allow sufficient time for attendance.

Section 4: For both regular and special meetings of the Board, 50% = +1 members of the Board of Directors, plus the officers of the corporation or their designated representatives, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5: Meetings of the Board of Directors may be held in person or by means of conference telephone, video conference, or other electronic communications technology by which all directors participating in the meeting may simultaneously hear one another or otherwise communicate concurrently. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting for purposes of quorum and voting.

Section 6: The Board of Directors may authorize directors to vote by electronic means, including electronic ballot or other electronic communication, either during a meeting or outside of a meeting, provided that:

- The identity of the director casting the vote is verified.
- The electronic voting method creates a record of the vote cast.
- Votes cast electronically are not anonymous and are attributable to the individual director.
- All directors are provided reasonable notice of the matter to be voted upon and a reasonable opportunity to vote; and
- The electronic voting process complies with the Texas Business Organizations Code and any procedures adopted by the Board.

Any action taken by electronic vote shall be recorded in the minutes of the Board meeting or maintained by the Secretary.

Section 7: To continue meeting the objectives of the corporation, the Program Committee shall plan and submit a list of seven potential programs for the year no later than the January meeting. A list of four (4) programs should be submitted by January for the Spring meetings, and a list of three (3) programs should be submitted no later than September for the Fall meetings.

ARTICLE III - MEETINGS OF DIRECTORS

Section 1: Regular meetings of the Directors shall be held immediately prior to the regular meetings of the members, or between regular meetings, at the discretion of the Executive Board. All Board meetings are closed, and the Board reserves the right to go into Executive Session should sensitive matters or other confidential discussions be needed.

Section 2: The President, at his or her discretion, may call special meetings of the Members of the Board (and upon the written request of five (5) members shall be compelled to call such meetings). Notice of special meetings shall specify the purpose for which the meeting is called. Notice of such meetings shall be given in writing at least forty-eight (48) hours before the scheduled time. If the notice is given in person or by telephone, it need not be given in advance, but sufficient time must be allowed for attendance.

Section 3: For both regular and special meetings of the Board, 50% = +1 members of the Board of Directors, plus the officers of the corporation or their designated representatives, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

ARTICLE IV - COST OF OPERATION

Section 1: The President shall appoint a standard Finance/Budget Committee Chair, whose responsibility will be to oversee funds raised and expenses utilized to operate the Society. The committee shall consist of the Chairs for the Tradeshow, Golf, Clay Shoot, Painters Competition, Past President Event, Scholarship and Christmas Party Chairs. At his discretion, the Finance Committee Chair or President of the Association may appoint up to two (2) at large members to the Finance Committee.

Section 2: To avoid incurring costs for a meeting room, all regular meetings will either be lunch or dinner meetings at the discretion of the Executive Board. Members attending these meetings shall pay the established monthly stipend set forth by the Executive Board.

Section 3: Committee Chairs (Tradeshow, Golf, Clay Shoot, Painters Competition, Past President Event, Scholarship and Christmas Party Chairs) shall submit a budget for the upcoming year's event to the Finance Committee Chair 10 days prior to the November Annual Meeting. Committee chairs will be appointed in time to prepare their budget submissions adequately.

Section 4: Members of the Board of Directors shall serve without compensation. Any revenue received by the corporation shall be paid via designated payment method authorized (eg – Paypal or Square) by the Board of Directors, but in no way shall be directed to any account not under the purview and control of the Executive Board. Any funds received via cash shall be delivered to the Treasurer for deposit in the Association Bank Funds.

Section 5: Members may be reimbursed only for reasonable and necessary expenses incurred on behalf of the Corporation in the performance of their official duties, subject to the following conditions:

- Receipts Required. No expense shall be reimbursed unless the Committee Chairman or his delegate submits original, itemized receipts or equivalent documentation evidencing the expense. Expenses submitted later than 60 days following an event or meeting shall be reimbursed only with the consent of the Board of Directors. Expenses submitted without required documentation shall be deemed personal expenses and not reimbursed.
- Approval Required. All reimbursement requests must be reviewed and approved in writing by the Chair of the applicable committee or, if no committee applies, by an officer or individual designated by the Board. Directors shall not approve their own reimbursement requests. Any expenses exceeding $1,500 USD shall require approval not only of the Committee Chair, but also a member of the Executive Committee.
- Sales Tax Not Reimbursable. Any sales tax incurred on purchases made by a Director shall not be reimbursed by the Corporation. Directors are expected to utilize the Corporation’s tax-exempt status where applicable.
- Reimbursements shall be made only in accordance with any reimbursement policies adopted by the Board of Directors and in compliance with the Texas Business Organizations Code and applicable federal tax regulations.

Section 6: Cash withdrawals or electronic transfers from Coating Society accounts must be done only in the event that no other available means exist to settle a transaction. They shall be subjected to the following conditions:

- Any cash withdrawal from the Coating Society accounts shall be made with a written withdrawal request delivered to the treasurer clearly outlining the purpose of the funds, and signatures of two members of the Board.

- Any cash disbursements to members or contestants shall require a W9 and signature from that individual attesting to receipt of the funds. If the individual fails to provide this, funds will not be disbursed.
- Following the distribution of any cash awards proper documentation, including the amount given each participant, date disbursed, signature of board member and any cash remaining will be delivered to the society Treasurer no later than 30 days following such disbursement.
- Zelle, ACH or any transfers from Coating Society bank accounts will require the same receipt and authorization requirements as normal disbursements. The treasurer will maintain those records.
- Documentation and Recordkeeping. All approved reimbursement documentation shall be maintained by the Treasurer and Secretary.

ARTICLE V - OFFICERS AND DIRECTORS

Section 1: The officers of this corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be members of the Society in good standing. Any member of the Society in good standing, who has served at least one year as a Board of Director, shall be eligible for election to any office. Members of the Executive Board must attend at least six meetings per year, which are held on the first Thursday of every month unless an alternative date is approved by the Executive Board for a valid reason.

Section 2: The President shall preside at all meetings of the members and of the Directors and shall have general supervision of the affairs of the corporation, serving as its chief executive officer. The President shall enforce the provisions of these By-Laws, direct matters of procedure, and appoint all committees whose membership is not otherwise specified. The President may call special meetings of the members and of the Directors as noted in the bylaws, shall be an ex-officio member of all committees, and shall perform all duties customarily exercised by the President of a corporation. At meetings of the members, the President shall vote only in the event of a tie.

Section 3: In the absence or disability of the President, the Vice-President shall perform the President's duties during such absence or disability.

Section 4: The Secretary shall function as Secretary for all meetings of the members and the Board of Directors, keeping accurate minutes of such meetings and maintaining custody of all papers and correspondence of the corporation. The Secretary shall maintain an accurate register of all members and their addresses. The Secretary shall be responsible for coordinating announcements via mail, email, social media, and the CSHA website as needed through the marketing committee if there is one.

Section 5: The Treasurer shall receive all monies belonging to the corporation, keep an accurate account thereof, and deposit all funds of the corporation in its name in such bank or banks as may be designated from time to time by the Board of Directors. He or she shall pay all bills against the corporation by checks drawn from such funds. At all regular meetings of the members and the Board of Directors, the Treasurer shall submit a detailed transactional statement of all receipts and expenditures since the prior statement, including the balance on hand. Regular reports shall also show all committee budgets, forecasts, and comparison to prior year financials. Before assuming the duties of office, the Treasurer shall be covered by a surety bond or insurance policy payable to the corporation, in an amount set by the Board of Directors. The cost of said bond/insurance shall be paid from Society funds. The Treasurer shall also be a member of the Finance/Budget Committee.

The treasurer is responsible for all financial reports, maintaining those in regular and good order, keeping those for a minimum of 3 years.

The treasurer will collaborate with the Executive Board to reconcile all financial transactions and present those findings to the Finance Committee annually.

Section 6: Only the current executive committee will have transactional authority to the Coating Society financial accounts (i.e.,debit cards, account, and password numbers). The treasurer is responsible for updating signing authority, issuing of new cards and changing passwords to online banking, and should be reviewed annually.

ARTICLE VI - DIRECTORS

Section 1: To the maximum extent possible, the Board of Directors shall consist of thirty (30) elected members, with a minimum of twenty-one (21) members, and up to three (3) ex-officio members. The ex-officio members do not have voting rights and do not count towards quorum. The following ex-officio member shall be appointed annually by the President.

- The outgoing President of the Society

To be eligible for a position on the Board of Directors, a member must be in good standing.

Committee participation in events such as The Past Presidents' Meeting, Clay Shoot event, Annual Tradeshow, Golf Tournament, Painters Competition, and Christmas party count toward the four (4) annual meetings required to maintain eligibility on the Board and in good standing.

In compliance with the Texas Business Organizations Code, Section 22.235, The Board of Directors assumes responsibility for overseeing the organizations financial records and controls. Every director on the Board of Directors has the responsibility for financial accountability when they have a question or concern about specific financial issues. The Treasurer will respond to requests from any Board Member within 30 days of the inquiry or before the next regularly scheduled meeting, whichever comes first.

ARTICLE VII - ELECTION OF OFFICERS AND DIRECTORS

Section 1: To promote continuity of leadership and organizational stability, the offices of Secretary, Treasurer, Vice President, and President shall follow a progressive succession structure.

- A member elected or appointed to the office of Secretary who successfully completes one (1) full term in good standing shall automatically advance to the office of Treasurer at the expiration of the Secretary term, unless otherwise declined by the officer or prohibited by action of the Board.
- A member serving as Treasurer who successfully completes one (1) full term in good standing shall automatically advance to the office of Vice President at the expiration of the Treasurer term, unless otherwise declined by the officer or prohibited by action of the Board.
- A member serving as Vice President who successfully completes one (1) full term in good standing shall automatically advance to the office of President at the expiration of the Vice President term, unless otherwise declined by the officer or prohibited by action of the Board.

Advancement under this section shall be contingent upon:

- Membership in good standing
- Satisfactory fulfillment of duties;
- Compliance with these Bylaws and organizational policies;
- Affirmation by a majority vote of the Board of Directors.

In the event an officer declines advancement, becomes ineligible, resigns, or is removed from office, the Board of Directors may fill the vacancy by a majority vote at the next regularly scheduled meeting.

Nothing in this section shall prevent the Board from removing an officer for cause.

For cause: Any officer or director may be removed by 2/3 vote of the board for failure to perform duties, unlawful misconduct, repeated absences, or actions contrary to the best interest of the society.

Section 2: The officers and directors of the Society shall be elected at the annual meeting in November of each year and shall take office for one year, beginning on the first day of January

Section 3: In case of a vacancy occurring at any time in any office, such vacancy shall be filled for the unexpired term by the Board. However, pending such election, the President may, at his discretion, appoint a suitable person to fill the vacated office.

Section 4: The President shall appoint a Nominating Committee composed least two (2) Board members and two (1) Executive Board members. The nominating committee will be appointed no later than the September member in order to submit nominations for office by the annual meeting in November.

Section 4: The Nominating Committee shall make nominations for all offices, including the officers and the Board of Directors, following the succession planning in these bylaws. The ballot shall be prepared, and sufficient copies shall be available for the annual meeting.

Section 5: The membership shall have the opportunity to make additional nominations for any or all offices.

Section 6: The Nominating Committee shall assist the President in conducting the election and shall count the ballots immediately after the election.

Section 7: Any member in good standing who is present at the annual meeting is eligible to vote. Absentee voting is permitted if submitted prior to the meeting. Ex-officio members do not hold voting rights..

Section 8: The Secretary of the corporation shall take custody of the ballots after they are counted and shall preserve them in a safe place for a period of one year following the election.

ARTICLE VIII - COMMITTEES

Section 1: The President shall appoint all standing committees and ad hoc committees as he deems necessary. All appointments of and formation of ad hoc committees shall be reported in the minutes of the Corporation and shared with the Directors at the next regularly scheduled meeting.

Section 2: There shall be three (3) standing committees:

- Program Committee: Composed of five (5) members, including the Vice-President. It shall be the duty of this committee to oversee all commercialism or sales promotion in programs presented to the association.
- Finance/Budget Committee: Composed of three (3) or more members, including the Treasurer and the Secretary. The Finance committee will be responsible for overseeing all records of the treasurer, outside accountants (if they exist) and ensure regular audits are performed of the Coating Society financial records. Those audit results shall be distributed to the board no later than March 31st of the new year for review and examination.
- Events Committee: This committee consists of the Tradeshow, Golf, Clay Shoot, Painters Competition, Past Presidents, and Christmas Party Chairs, with the Treasurer presiding over the Events Committee.

Members of the Executive Committee should not serve as a chairman of Coating Society events (i.e., Trade Show, Clay Shoot, Golf Tournament, Christmas Party, Painters Competition, and Monthly Meetings). They may of course serve on those committees but have no higher authority than a "vice-chairman" which does not have authority to initiate or approve expenditures.

ARTICLE IX – Events

Section 1: The Coating Society of the Houston Area (CSHA) shall conduct special events such as Painters Competitions, Trade Shows, Golf Tournaments, and other activities deemed beneficial to the operation of the Society by the executive board and the board of directors. The purpose of these functions is to provide opportunities for industry networking, and to foster the advancement of commerce, training, and technology in the coating industry. Additionally, these events will generate revenue for the annual operations of the CSHA, including vocational training in the industry, as well as academic and benevolent support for active members in good standing.

ARTICLE X– Programs

Section 1: The Coating Society of the Houston Area (CSHA) may authorize specific programs for vocational training within the industry, as well as for academic and benevolent support of active members in good standing. The following programs are permitted by these by-laws and will be overseen by the executive board, supported by committee chairs for each ad hoc committee.

- Academic Scholarship
- Vocational Scholarship
- Benevolence Committee

Section 2: The administrators, scope, and budgets of these programs shall be approved annually by majority consensus of the executive board. Each approved program shall have scope and purpose statements that include the rules and guidelines for qualifying for CSHA scholarships and gifts. These purpose statements will also include eligibility guidelines, and they must be approved by the CSHA executive board and the board of directors. The statements shall be kept on file by the CSHA Secretary and made available for public review. The spending authority for each program will be limited by the documented program rules or set formulary as approved annually by the executive board and the board of directors.

ARTICLE XI - PARLIAMENTARY PROCEDURE

Except as otherwise provided in these By-Laws, the proceedings of the regular meetings and the Directors' meetings shall be governed by the latest edition of **Roberts' Rules of Order**.

ARTICLE XII - AMENDMENTS

These By-Laws may be amended from time to time by a two-thirds vote of the Board of Directors and by the officers of the corporation.

ARTICLE XIII - DISSOLUTION

In the event that this corporation must be dissolved, the following actions shall be taken:

After all expenses have been paid, any remaining funds will be donated to the following organizations:

1. Shriners Burn Institute, Galveston, Texas
2. Shriners Children's Hospital, Houston, Texas