

**BYLAWS
Of the
MINNESOTA AUTOMATIC FIRE ALARM ASSOCIATION**

A general non-profit corporation under the
Laws of the State of Minnesota

Article I

Name: Minnesota Automatic Fire Alarm Association
(Hereinafter referred to as MN AFAA)

Article II

Purpose: Life Safety for Minnesota

A cooperative effort of concerned organizations and individuals to meet the public need for Life Safety in Minnesota through early warning fire detection and alarm systems. To foster and improve the Standards in the industry and the relationships among manufactures, sellers, installers, users of the products, government bureaus and other agencies/ bodies regulating the Standards of the automatic fire alarm industry and the public through education, research and cooperative effort at all levels. To provide a unified voice for the automatic fire alarm industry in the pursuit of these objectives.

Any revenue generated through the collection of dues, assessments, stipends for seminars, or fees for educational materials, or revenues from other sources shall be used solely to offset the costs of operation of the MN AFAA and it activities as delineated herein.

Approach:

The MN AFAA will act in a cost effective, unified manner with other concerned and involved groups and individuals to accomplish the following goals:

1. Influence codes and standard at all levels to make buildings safer through proper application of automatic fire alarm systems. Encourage knowledgeable representation on all major building and fire code panels as well as state and local code making bodies.
2. Assist in education all levels of the industry and authorities having jurisdiction (AHJ's) to properly apply, install, use and maintain automatic fire alarm systems. Manufacturing members to provide up-to-date training manuals and materials for such groups and subjects as: AHJ's: Plan Inspection, On Site Inspection, and Check-out; Distributors/Installers: Application, UL Field Certification Program, and System Designers. Distribution members are to disseminate material and conduct training sessions through the MN AFAA.

3. Promote the role of our industry in meeting the public need for Fire and Life Safety in Minnesota. Collect, maintain and distribute factual industry positions. Assist member in formulating positions, presenting testimony at legislative or regulatory hearings and publicly addressing fire and life safety issues of concern to the members and the public.
4. Provide a communication network to quickly and accurately identify industry problems, exchange ideas and information for solutions, and organize corrective programs. Further the Association's goal of Fire and Life Safety for Minnesota by maintaining familiarity with the policies and procedures of NFPA, UL, the Building and Fire Codes and other organizations helpful to the industry. Conduct all activities within the spirit as well as the letter of all antitrust laws.
5. Promote technical competence of the industry through the NICET Certification process as well as through continuing education.

Article III - Offices

The Association shall and continuously maintain a registered office and in addition may have other offices within or without the State of Incorporation as the Board of Directs may, from time to time, determine.

Article IV

Section I Classes of Membership and Eligibility

A. Class M – Manufacturing Member:

Any Corporation, Company, Partnership or Proprietorship engaged in the manufacturer of early warning fire detection and alarm systems including branch offices of manufacturers.

B. Class D – Distribution Member:

Any Corporation, Company, Partnership or Proprietorship engaged as a distributor, dealer, contractor, installer or maintainer of early warning fire detection and alarm systems.

C. Class A – Associate Member:

All others having interest and involvement not qualifying from Classes M or D. For example, architects, engineers, users, government agency officials and authorities having jurisdiction.

D. Class R – Retired Members:

All Retired fire alarm professionals

Section 2 – Membership

Application shall be in writing. Membership shall be by a majority vote of the Board of Directors. Applicants not approved may appeal to the membership at any annual or special meeting properly convened in which case approval shall be by two-thirds (2/3) vote of the members eligible to vote and present or voting by proxy at such meeting.

Section 3 – Representation

- A. Each member shall designate, in writing to the Secretary, a specific person to whom all correspondence shall be addressed, and who shall be empowered to act officially for said member in the conduct of the affairs of this Association. Additional representatives of a member are welcome to participate in the Association's activities in accordance with Article IV, Section 6.
- B. Change of Representation – A member may, by written notice to the Secretary, withdraw his designated representative and appoint a new representative at any time. In such case, if the original representative is holding an elective office at the time of his withdrawal, he shall automatically be deemed to have resigned and the office shall be declared vacant.

Section 4 – Membership Certificate

- A. The MN AFAA shall provide a membership certificate to each member in good standing. Each certificate shall have an expiration date prominently displayed, with provision for either renewal or replacement if membership in good standing is maintained by continued payment of dues. Each certificate shall bear the signature of at least two (2) officers.
- B. The MN AFAA shall provide a membership certificate to each member in good standing. Each certificate shall have an expiration date prominently displayed, with provision for either renewal or replacement if membership in good standing is maintained by continued payment of dues. Each certificate shall bear the signature of at least two (2) officers.

Section 5 – Transfer of Membership

Membership in this Association is not transferable or assignable.

Section 6 – Voting Rights

Each member of every class (with exception of R Members) will have one vote with a maximum of three (3) votes per company on all matters subject to vote. When a letter ballot is authorized by the Executive Committee on any matter it shall require that the results be agreed to be a majority of those responding and, in the case of changes to the Bylaws, by a majority of the entire voting membership.

Section 7 – Meetings of the Members

Regular Meetings – The Association shall have four regular meeting per year, one per quarter. The March Quarter Meeting shall be designated as the Annual Meeting. Notice shall be sent by the President through the Secretary/Treasurer at least four (4) weeks in advance of the meeting dates.

Special Meetings – May be called by a majority vote of the Board of Directors who shall also set the place and date. Notice shall be by the President through the Secretary at least two (2) weeks in advance of the meeting date.

Quorum – At any Annual or Special Meeting duly called, a quorum shall consist of the voting members present and in good standing. Any vote will require a simple majority of such members.

Proxies – Shall be accepted but must be in writing by the designated representative of the member.

Minutes – The legal importance of minutes of MN AFAA meeting must not be underestimated. They are the official record of the Association and represent the only contemporaneous evidence of what transpired at the meeting. They are one of the first type of documents that litigants and investigators will ask for. It is the Secretary's responsibility to see that the minutes are clear, complete and accurate with regard to the discussion which transpired, the actions which were taken and the justifications for those actions.

For the benefit of the members, it should be noted that there is no such thing as a conversation “off the record” at any MN AFAA meeting. The Secretary is obligated to record accurately all matters discussed. If you feel that your comments are not appropriate for recording, they probably are not proper for a MN AFAA meeting and should not be made.

Discussion Topics – It is a practical impossibility to delineate in a set of guidelines the permissible limits of discussion at an MN AFAA meeting, because so much is dependent upon the context in which any particular subject is to be raised. Nevertheless, a prudent rule, which is to be followed at all MN AFAA meetings, is that no commercial topics should be acted upon or even considered. To avoid the more sensitive areas, there should never be a discussion of the following at MN AFAA meetings:

- (a) Price or any elements or price or pricing policies, including cost, discount, etc
- (b) Sales or production quotas, territories, allocations, boycotts, or market shares;
- (c) Identified individual company statistics, inventories or merchandising methods;
- (d) Particular competitors or customers;
- (e) Commercial liabilities, warranties, guarantees, or the particular terms or conditions of sales, including credit, shipping and transportation arrangement;
- (f) Or anything dealing with coercive trade uses, or excluding or controlling competition.

Article V

Officers

Section 1

- A. Board of Directors – The affairs of the Association shall be directed by a seven or eight member Board of Directors consisting of:

President
Vice President
Program Chair
Secretary
Treasurer
2-3 Directors

To ensure effective representation, the Board of Directors should adhere to the following minimum guidelines:

- a. At least two (2) Board members each from Class M & Class D
- b. At least one (1) Board member from Class A

The three elected officers shall not serve in the same capacity for more than 2 terms. A term shall be defined as one (1) calendar year commencing at the regular meeting in which the election of officers is held.

- B. Election of Directors – Directors shall be elected from among those members presented by a Nominating Committee and those nominated from the floor at the meeting or by petition supported by the signatures of at least five (5) voting members and submitted to the Board of Directors Meeting preceding the Meeting. The nominees of the Nominating Committee and those nominated by petition shall be presented to the membership with the Agenda for the Meeting and voting will take place at the Meeting.
- C. All Directors serve without compensation.
- D. Meetings – The Board of Directors shall schedule quarterly meetings. Notice of such meetings shall be by the President through the secretary, at least one (1) week in advance of the

meeting date. All meetings of the Board of Directors shall be open to all members of the Association.

E. Special Meetings – Special Meetings may be called the by President at his discretion to consider matters of urgency if they arise. The time and place shall be determined by the President, who shall notify all Board Members at least ten (10) days in advance of the meeting date. Notice shall include an agenda of the items to be considered and the reason for their urgency. Emergency meetings shall require minimum advance written notice by FAX or other means.

E. Quorum – At any regular or special meeting properly convened, a quorum shall consist of five (5) members of the Board of Directors present. Any vote will require a simple majority of such members.

Section 2 – Attendance

The attendance of Board Members at all meetings is necessary for the welfare of the organization. It is specifically recognized that valid reasons may result in failure to attend. Nevertheless, if for any reason it becomes necessary for a Board member to miss two (2) regular Board Meetings or three (3) meetings in total (both regular and special) during a fiscal year, the member will automatically and immediately be considered to have resigned from the Board and the position shall be filled in accordance with Article V, Section 3 of the Bylaws.

Exception: The Board has the authority to make an exception for special circumstances.

Section 3 – Vacancy

A vacancy in any office due to death, resignation, removal or otherwise, shall be filled by the Board of Directors for the unexpired term.

Article VI

COMMITTEES

Section 1 – The president shall have the power to appoint whatever committees he shall deem necessary for the purpose of carrying out any duties that will aid in accomplishing the objectives of the Association.

Section 2 – Participation in committee activities shall be open to and expected of all members of the Association, regardless of classification.

Section 3 – Appointments to represent the MN AFAA on the committees or Boards of other organizations shall be made and reviewed annually by the President with the advice and consent of the Board of Directors.

Article VII

DUES, FEES AND FISCAL YEAR

Section 1 – Fiscal year

The fiscal year of the Association shall be from Jan 1 to Dec 31, with election of the board members to be scheduled in March of every fiscal year.

Section 2 – Dues

- A. Annual Dues are payable within thirty (30) days of the start of each fiscal year .
Notice of non-payment will be sent after sixty (60) days. Non-payment within thirty (30) days of such notice will constitute automatic termination of membership.
Membership so terminated may be reinstated by payment of all monies due.
- B. Annual dues shall be
Class M Membership: \$300.00
Class D Membership: \$250.00
Class A Membership: \$150.00
Class A Membership: \$50.00 (Government Agency)
Class R Membership: \$0.00
- C. The Board of Directors, upon approval of the majority of the voting membership, shall have the authority to assess each members an additional amount per year, not to exceed the amount of the annual dues, as the financial condition of the Association may require.
- D. New Members – Dues Prorated
Dues shall be prorated at the rate of 1/12 the annual amount for each month remaining in the fiscal year.
- E. National Association Dues will be paid from MN AFAA per the AFAA requirements.

Article VIII

TERMINATION OF MEMBERSHIP

The membership of any member may be terminated by reason of any of the following:

- (a) Cessation of industry related business activity.

- (b) Written resignation sent to the Board of Directors to be effective not sooner than ten (10) days after receipt.
- (c) Non-payment of dues, assessments or other obligations to the Association for a period of 120 days from the date upon which payment was due. Membership so terminated may be reinstated by payment of all monies due.
- (d) By the vote of two-thirds (2/3) of the members of the Board of Directors present at a regular or special meeting for actions detrimental to the Association. A member so charged shall be given an opportunity to be heard by the Board of Directors and may appeal the Board's decision to the full membership.

Article IX

AMENDMENTS

These Bylaws may be amended, altered or repealed only by a majority vote of the eligible voters present at a regular or special meeting duly called in accordance with Article IV provided that the notice of the meeting shall have included notice that a change in the Bylaws will be considered along with a general statement of the intent and, if possible, a text of the changes proposed.

Article X

RULES OF ORDER

All meetings shall be conducted under Robert's Rules of Order.

Article XI

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-profit Corporation requirements of the State of Minnesota under the provisions of these Bylaws or the Articles of Incorporation of this Association, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.