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Minnesota Automatic Fire Alarm Association Bylaws

ARTICLE 1 – NAME AND PURPOSE

Section 1 – Name

The name of this organization shall be the “Minnesota Automatic Fire Alarm Association, Incorporated” (MNAFAA), hereinafter referred to as the “Association.”

Section 2 – Purpose

The purpose of the organization is to foster and improve the understanding of the codes, standards, and best practices related to fire alarm systems. To enhance relationships both within the fire alarm industry and among associated industries including manufacturers, installers, distributors, end-users, authorities having jurisdiction, specifying engineers, and others through education and participating in the development of codes and standards.

Section 3 – Fiscal Year

The fiscal year of the Association shall be from January 1 to December 31.

ARTICLE II – MEMBERS

Section 1 – Classifications

There shall be several classifications of membership. Such classifications are to be designated by the MNAFAA board of directors.

Section 2 – Dues

The Dues structure for each classification of membership shall be determined by resolution of the MNAFAA board of directors. Dues are collected by MNAFAA.

Section 3 – Membership

Application for membership shall be in a format acceptable to the MNAFAA board of directors. Applications shall be reviewed by the board and approved by a majority vote.

Section 4 – Transfer of Membership

Membership in the Association is not transferable or assignable.

Section 5 – Voting Rights

Each voting member shall have one (1) vote in any election of the Association.

Section 6 – Termination of Membership

The membership of any member may be terminated for any of the following reasons:

- (a) Written resignation sent to the MNAFAA board of directors to be effective not sooner than ten (10) days after receipt and upon payment of any delinquent dues, assessments, or other obligations to the association.
- (b) Non-payment of dues, assessments, or other obligations to the Association for a period of thirty (30) days from the date upon which payment was due.
- (c) By the vote of two-thirds (2/3) of the members of the MNAFAA board of directors present at a board of directors meeting for actions detrimental to the Association. A member so charged shall be given the opportunity to be heard by the board of directors and may appeal the Board's decision to the full membership.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – General

The board of directors shall consist of seven (7) directors. Each shall be elected for a two (2) year term. The board of directors is herein referred to as the "Board."

Section 1.1 – Board of Directors Term Limits

Board members shall serve no more than ten (10) consecutive terms; term is defined as 2 years.

Section 1.2. – Board Representation

To ensure effective representation, the board of directors shall adhere to the following minimum guidelines. If there is no eligible individual nominated or existing on the board, then the vacant position may be filled by another entity.

- (a) One (1) manufacturing member: any corporation, company, partnership, or proprietorship engaged in the manufacturing of fire detection and alarm systems including branch offices of manufacturers.
- (b) One (1) distribution or installing member: any corporation, company, partnership, or proprietorship engaged as a distributor, dealer, contractor, installer, or maintenance provider of fire detection and alarm systems.
- (c) One (1) government member: government agency officials and authorities having jurisdiction (AHJs.)
- (d) One (1) Engineer/Designer Member: consulting engineer, specifying engineer, or system designer of fire detection and alarm systems.

Section 1.3 – Individual Representation

All members of the board and all officers serve as individuals, not as representatives of their employers or otherwise.

Section 2 – Removal for Cause

An officer or director may be removed by a two-thirds (2/3) vote of the board of directors and notice to such officer or director for failure to attend meetings, inadequate participation in the Association affairs, or whenever, in the judgment of the Board of Directors, the best interests of the Association will be served thereby. A member so charged shall be given the opportunity to be heard by the Board of Directors and may appeal the Board's decision to the full membership.

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Section 3 – Election of Directors and Officers

Applicants interested in open board of director positions shall notify the board of directors in writing thirty days prior to the annual membership meeting. Application submitted less than thirty days prior to the annual meeting will be considered at the discretion of the Board of Directors. Applicants shall be in good standing. Elections shall take place during the annual membership meeting in a manner acceptable to the Board of Directors.

Section 3.1 – Vacancies

A vacancy in any office because of death, resignation, removal or otherwise, shall be filled by a nomination from a Board member and voted on by a majority vote of the board of directors for the remainder of their unexpired term.

Section 4 – Compensation of Directors

All directors and officers shall serve without compensation.

Section 5 – Attendance at board meetings

The attendance of officers and directors at all meetings is necessary for the welfare of the organization. If for any reason it becomes necessary for an Officer or Director to miss two (2) regular meetings or three (3) meetings in total (both regular and special) during a fiscal year, he or she may be removed for cause.

Section 6 – Officers

Board of directors shall be elected as required by Section 3 above. At the board of directors meeting following the election, the new board will vote and elect officer positions. Directors with expiring terms will attend this meeting for transition of officer duties to the new board. Candidates for officer positions shall be selected from board members only. Officers serve in their position until the time that they have resigned, board votes to reassign positions, or a replacement officer has been elected. Specific responsibilities of officer positions not listed shall be as per resolution of the board of directors.

Section 7 – President

The duties of the president shall be to provide financial oversight, vision, mission, and long-term goals. Preside over board and membership meetings.

Section 8 – Vice President

The duties of the vice-president shall be to serve as interim president in the absence of the president. In addition, the vice president shall be responsible for other duties as assigned by the president. The vice president shall automatically be appointed president until the next board meeting where an office election will take place.

Section 9 – Secretary

The duties of the secretary shall be to maintain and publish minutes of all meetings. Maintain a list of the terms of the board of directors, maintain the associations documentation including but not limited to meeting minutes, agendas, historical records, and membership lists. File and maintain documentation required by the State and Federal Government. In addition, the Secretary shall be responsible for other duties as assigned by the President.

Section 10 – Treasurer

The duties of the treasurer shall be as follows: Submit written reports at each regular meeting. Ensure that a member of the board, or other qualified individual approved by the board, conduct a yearly internal audit to verify activities and the accuracy of the financial records and reports, and submit a report to the board and association. Perform other duties as assigned by the President. In addition, the treasurer shall work with the board to facilitate the following:

- (a) Be custodian of all association funds
- (b) Receive all monies and disburse funds only upon the sanction of the board of directors or the membership.
- (c) Be responsible for maintaining accurate records.
- (d) Submit books and records for audit when required.
- (e) File any and all tax forms required.

Section 11 – Committees

The board of directors may appoint committees with specific objectives. Committees shall serve as directed by the board. Each committee shall have a board member appointed as chair.

ARTICLE IV – MEETINGS AND VOTING

Section 1 – Annual Association Meeting

The location and dates of the annual meeting shall be determined by the board of directors. Notice shall be made to the members at least two (2) weeks in advance of the meeting. Agenda items shall be made available to the members at least two (2) weeks in advance of the meeting.

Section 2 – Board of directors meetings

Meetings of the board of directors shall be called at least four (4) times per year, at times and places to be determined by the board of directors. Board meetings may be physical meetings or electronic meetings, as determined by the board of directors. Board meetings shall be open to all members of the association unless the board votes to go into a closed session. Closed sessions are appropriate for personnel issues and other sensitive issues at the board of directors' discretion.

Section 3 – Quorums

The quorum at any membership meeting shall be the members present and in good standing. The quorum at a board of directors shall be a simple majority of the board of directors.

Section 4 – Meeting administration

Unless otherwise specified in these bylaws, all meetings shall be administered in accordance with Robers Rules of Order and policies adopted by the board of directors.

Section 5 – Voting

The means and method of voting shall be approved by the board. The method of voting shall be communicated to the membership at least ten (10) days prior to the vote.

Section 6 – Voting at meetings of the board of directors

Any vote at any board of directors meeting shall require a simple majority of members present unless otherwise specified in these bylaws.

ARTICLE V – MEMBER ASSOCIATION RELATIONSHIPS

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Section 1 – Relationships

Relationships between the MNAFAA and any other organizations shall be governed by board resolutions as appropriate to such relationships.

ARTICLE VI – AMENDMENTS AND ADMINISTRATION

Section 1 – Amendments

These bylaws may be amended, altered, or repealed only by a majority vote of the eligible voters present at a membership meeting duly called in accordance with these bylaws.

Section 2 – Waiver of notice

Whenever any notice is required to be given under the provisions of the non-profit corporation requirements of the state of incorporation or under the provisions of these bylaws or of 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, it shall be deemed equivalent to the giving of such notice.

Approved by the board of directors on **10/11/2024**

Approved by the membership on **5/8/2025**