

BY-LAWS
OF THE

AUTOMATIC FIRE ALARM ASSOCIATION OF NEW JERSEY
A general Non-Profit Corporation

Article I

NAME: AUTOMATIC FIRE ALARM ASSOCIATION OF NEW JERSEY
(Hereinafter referred to as **AFAA-NJ**)

Article II

PURPOSE: LIFE SAFETY FOR NEW JERSEY

A cooperative effort of concerned organizations and individuals to meet the public need for LIFE Safety in New Jersey through early warning fire detection and alarm systems.

To foster and improve the standards in the industry and the relationships among manufacturers, sellers, installers, and users of the products, and the Bureaus and other Agencies 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 Association and its activities as delineated herein.

APPROACH:

Make cost-effective use of the communication resources of such groups as Distributor Associations and the information resources of such groups as Associations of systems and devices manufacturers, in a unified manner with other concerned groups and individuals, in a variety of ways, such as the following:

1. Influence codes and standards at all levels to make buildings safer through the proper application of automatic fire alarm systems. Encourage knowledgeable representation on all major building codes panels as well as state and local code making bodies.
2. Assist in educating 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; Distributor / Installers: Applications: UL Field Certification program; System Designers. Distribution members to disseminate material and conduct training sessions through individual, state and regional organizations.

3. Promote the role of our industry in meeting the public need for LIFE Safety in New Jersey. Collect, Maintain and distribute factual information on national trends, codes and research to support valid industry positions. Assist members in formulating positions, presenting testimony at legislative or regulatory hearings, and publicly addressing 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 Associations goal of LIFE Safety for New Jersey by maintaining familiarity with the policies and procedures of NFPA, UL, Building Codes, NEMA, AFAA and other organizations helpful to the industry, and conduct all activities within the spirit as well as the letter of all anti-trust laws.

ARTICLE III

OFFICES

The Association shall have and continuously maintain a registered office and a registered agent, and in addition may have other offices as the Board of Directors may from time to time determine.

ARTICLE IV

Section 1 – Classes of Membership and Eligibility

- A. Class M – Manufacturing Members – Any Corporation, Company, Partnership or Proprietorship engaged in the manufacture of automatic fire alarm systems or component parts or of equipment or parts utilized directly or indirectly in the automatic fire alarm industry.
- B. Class B – Distribution Member – Any Corporation, Company, Partnership or Proprietorship engaged as a distributor, dealer contractor, installer, or maintainer of automatic fire alarm systems or component parts
- C. Class X – Auxiliary Members – All others who have an interest in the purposes of the Association and who cannot qualify for any other class of membership. Includes users, government representatives, architects, engineers or other individuals.

Section 2 – Election of Members

Applications shall be in writing. Each applicant shall be sponsored by 2 members in good standing. Election 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 election shall be by a two thirds 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, and to hold office if elected as hereinafter provided. Additional representatives of a member are welcome to participate in the Association's activities, but only the designated representative shall have the privilege of voting and holding office.
- 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

The executive Committee, through the Secretary, shall provide a Membership Certificate to each member in good standing. Each Certificate shall designate the classification of membership and shall have any 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 Officers.

Section 5 – Transfer of Membership

Membership in this Association is not transferable or assignable.

Section 6 – Voting Rights

Each member of every class will have one vote in the election of Directors. Each member of Classes M and D will have one vote on all other matters subject to vote by the membership including any changes of by-laws. When a letter ballot is authorized by the Executive Committee on any matter it shall require that the results be agreed to by a majority of those responding and in the case of changes to the by-laws by a majority of the entire membership.

Section 7 – Meeting of Members

Annual Meetings – The Association shall have an Annual Meeting during the month of June in each year. The place and date shall be set by the Board of Directors. Notice shall be by the President through the Secretary, at least four weeks in advance of the meeting date.

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 weeks in advance of the meeting date.

Quorum – At any Annual or Special Meeting duly called a quorum shall consist of the 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.

Minutes – The legal importance of minutes of AFAA-NJ meetings 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 types 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 justification for those actions.

For the benefit of members, it should be noted there is no such thing as a conversation "off the record" at an AFAA-NJ 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 an AFAA-NJ meeting and should not be made.

Discussion Topics – It is a practical impossibility to delineate in a set of guide lines the permissible limits of discussion at an AFAA-NJ meeting, because so much is dependent upon the content in which any particular subject is to be raised. Nevertheless, a prudent rule, which is to be followed at all AFAA-NJ 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 AFAA-NJ meetings:

- (a) Price or any elements of price or pricing policies, including cost, discounts, 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 arrangements;
- (f) Or anything dealing with "Arm-twisting" 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 nine member Board of Directors. The board will decide among its members who will carry out the duties of:

1. President
2. Vice President
3. Treasurer
4. Corresponding Secretary
5. Recording Secretary
6. 4 Additional Directors

The President and Vice President shall comprise the Executive Committee.

Any officer shall not serve in the same capacity for more than two successive terms.

- 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 Annual Meeting or by petition supported by the signatures of at least five members and submitted to the Board of Directors Meeting preceding the Annual Meeting. The nominees of the Nominating Committee and those nominated by petition shall be presented to the membership with the Agenda for the Annual Meeting and voting will take place at the Annual Meeting.
- C. To provide continuity within the Board of Directors, directors shall be elected to a term of three years. Three classes shall be established, each consisting of three members. Initially one class must serve for year, another class for two years and the final class for three years. In every year following the formation year one class of three members retires (positions to be filled by elections) providing an annual directorship carryover of six seasoned members into the next year.
- D. All directors serve without compensation.
- E. **Meetings** – During months when no general membership meeting is held, the Board of Directors shall schedule at least five regular meetings over the course of the year, at times and places most convenient for a majority of its membership. Notice of such meetings shall be by the President through the Secretary, at least four weeks in advance of the meeting date. In months when a general meeting is scheduled the board shall convene one hour prior to the start of the general meeting at the same meeting site.
- F. **Special Meetings** – Special Meetings may be called by the 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 days in advance of the meeting date. Notice shall include an agenda of the items to be considered and the reason for their urgency.
- G. **Quorum** – At any regular or special meeting properly convened, a quorum shall consist of those members of the Board of Directors present. Any vote will require a simple majority of such members.

Section 2 – Removal

An Officer or Director may be removed by a majority vote of the Board of Directors and notice to such Officer or Director, for failure to attend meetings, inadequate participation in Association affairs, or whenever, in the judgment of the Board of Directors, the best interests of the Association will be served thereby. Attendance at board meetings is mandatory. A total of three (3) unexcused absences can mean removal at the discretion of the board.

Section 3 – Vacancy

A vacancy in any office because of death, resignation, removal or otherwise, may 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 Automatic Fire Alarm Association of New Jersey 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 – The fiscal year of the Association shall be from January 1 to December 31.

Section 2 – Dues

- A. Annual dues are payable within 45 days of the start of each fiscal year. Notice of non-payment will be sent after 60 days. Non payment within 30 days after such notice will constitute automatic termination of membership. Memberships so terminated may be reinstated by payment of all monies due.
- B. Annual dues shall be \$350.00 for regular members and \$150.00 for Government members to include four meeting meals or \$25.00 excluding meals. Up to \$50.00 of annual dues shall be allocated to Association Membership in the Automatic Fire

Alarm Association. Government membership dues shall include the cost of all dinner meetings for the year for one attendee per regular member.

- C. The Board of Directors shall have the authority to assess each member 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 – Calculating from the date of acceptance of a new member by the Board of Directors, the Treasurer shall determine the amount of dues to be collected from said new member for the balance of the current billing period prorated to the nearest month, and shall promptly render a bill for the amount determined, which shall be payable within forty-five days of the billing date.

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 10 days after receipt and upon payment of any delinquent dues, assessments or other obligations to the Association.
- c. Non-payment of dues, assessments on other obligations to the Association for a period of ninety days from the date upon which payment was due.
- d. By the vote of 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 by-laws may be amended, altered or repealed only by a majority vote of the members present at any 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 By-laws 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 New Jersey, under the provisions of these By-laws, 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, shall be deemed equivalent to the giving of such notice.

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