



AUTOMATIC FIRE ALARM ASSOCIATION BYLAWS

ARTICLE I – NAME AND PURPOSE

➤ Section 1 – Name

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

➤ Section 2 – Purpose

To help save lives by empowering the fire alarm and emergency communications industry through code development, education, advancements in technology, and leveraging research.

➤ Section 3 -- Fiscal Year

The fiscal year of the Association shall be from June 1 to May 31.

ARTICLE II – MEMBERS

➤ Section 1 – Classes

There shall be several classifications of membership. Such classifications are to be designated by resolution of the Board of Directors from time to time.

➤ Section 2 - Dues

The dues structure for each classification of membership shall be determined by resolution of the Board of Directors from time to time. Prior to taking effect, dues resolutions shall be ratified by the membership at an annual meeting.

➤ Section 3 – Election of Members

Application for membership shall be in a format acceptable to the Board of Directors. Applications shall be reviewed for completeness by staff, processed by the Membership Committee, and reported to the Board of Directors by the Membership Committee.

➤ 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 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 one hundred twenty (120) days from the date upon which payment was due.
- (c) By the vote of two-thirds (2/3) of the members of the Board of Directors present at a Board of Directors 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.

- (d) Reciprocal Memberships may be terminated without cause by a majority vote of the Board of Directors.

ARTICLE III – BOARD OF DIRECTORS

➤ Section 1 – General

The Board of Directors shall consist of ten (10) directors, five (5) of which shall be elected each year for two (2) year terms. In addition, the President, Vice President, Secretary and Treasurer shall be included as members of the Board of Directors.

➤ Section 1.1 – Board of Directors Term Limits

Board members shall serve for no more than 3 consecutive terms; term is defined as 2 years. When a board member's term is expired, they can reapply to the board after 1 year of being off the board. Terms for officer positions (President, Vice-President, Treasurer, and Immediate Past President) will serve for no longer than one term; term is defined as 2 years.

Secretary does not have term limits.

➤ Section 1.5 – 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 an opportunity to be heard by the Board of Directors and may appeal the Board's decision to the full membership.

➤ Section 3 – Election of Directors and Officers

The Directors and Officers shall be elected by members in good standing from among the slate presented to the Board of Directors. Nominations for Directors and Officers shall be presented to the membership with the agenda for the Annual Meeting. Applicants for all positions shall be members of AFAA for a minimum of one year prior to applying for a position and in good standing at the time of submitting their application. They are also required to maintain active with their membership throughout their term of office. All candidates shall be required to be present at the annual meeting, in person, for their election.

➤ 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**

Officers shall be elected as required by Section 3 above. Officers are to be elected for two-year terms. Candidates for officer positions shall be selected from existing board members only.

➤ **Section 7 – President**

The duties of the President shall be to preside at all meetings of the association and the Board of Directors; appoint all standing committee chairmen and other committees as authorized by the association or Board of Directors; be an ex-officio member of all committees except the Nominating Committee; and perform other duties pertaining to the office of President. The President may not serve consecutive terms.

➤ **Section 8 – Vice President**

The duties of the Vice-President shall be to serve as President C Pro Term in the absence of the President. In addition, the Vice-President shall be responsible for other duties as may be assigned by the President from time to time. The Vice- President may not serve consecutive terms. In addition, the Vice President shall automatically be appointed President in the next two-year term unless he or she opts out.

➤ **Section 9 – Secretary**

The duties of the Secretary shall be to maintain and publish minutes of all meetings. In addition, the Secretary shall be responsible for other duties as may be assigned by the President from time to time. The Secretary may be elected to consecutive terms.

➤ **Section 10 – Treasurer**

The duties of the Treasurer shall be as follows:

- (a) Submit written reports at each regular meeting;
- (b) 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 financial records and reports, with a report to the Board and the Association; and
- (c) Perform other duties as may be assigned by the President from time to time. In addition, the Treasurer shall work with staff 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 – Operations Manager**

The Operations Manager of the Association shall be selected by the Board of Directors and shall be hired by a vote of the Board of Directors. The Operations Manager shall have no vote. The Operations Manager shall report to the Board of Directors through the President. The duties of the Operations Manager shall be enumerated in a Job Description approved by the Board of Directors.



➤ **Section 11A – Training Manager**

The Training Manager shall be selected by the Board of Directors and shall be hired by a vote of the Board of Directors. The Training Manager shall have no vote. The Manager shall report to the Board of Directors through the President. The duties of the Training Manager shall be enumerated in a Job Description approved by the Board of Directors.

➤ **Section 12 – Vacancies**

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

➤ **Section 13 – Reserved**

➤ **Section 14 – Reserved**

➤ **Section 14.1 Executive Committee**

The President, Vice-President, Secretary, Treasurer, and Immediate Past President shall serve as the Executive Committee. The Executive Committee will be responsible for the day to day operation of the Association through the Operations Manager and will meet bi-monthly or as the needs of the Association require. In addition, the Executive Committee shall serve as the Annual Meeting Committee.

➤ **Section 14.2 By-Laws Committee**

The By-Laws Committee shall consist of at least three members appointed by the Board of Directors. The Chair of the By-Laws Committee shall be a member of the Board of Directors. The duties of the By-Laws Committee are to maintain the By Laws and Board Resolutions up to date. The Chair of the By-Laws Committee shall serve as Parliamentarian to the Board and the Association.

➤ **Section 14.3 Codes and Standards Committee**

The Codes and Standards Committee shall be organized as a steering committee and a plenary committee. The steering committee shall consist of a chair and at least two members appointed by the Board of Directors. The duties of the steering committee are to oversee association involvement in codes and standards making processes and provide periodic reports to the Board of Directors and the association on codes and standards issues of importance. In addition, the steering committee shall monitor all relevant research projects and report to the Board of Directors on these research projects as necessary. The plenary committee shall consist of all AFAA representatives on all code making panels, committees, or other subdivisions, and other interested members. The duties of the plenary committee members are to advise the steering committee on activities on their standards and to receive direction from the steering committee regarding directed votes and other issues.

➤ **Section 14.4 Nominating Committee**

The Nominating Committee shall consist of five members. The Immediate Past President shall chair the committee, one member shall be appointed by the President, and the other three members shall be elected by the membership at the annual meeting. The duties of the Nominating Committee are to develop a slate of nominees for election as specified in these By Laws. In addition, the Nominating



Committee shall serve as the Recognition Committee, and is responsible for review of and recommendation for the Member Association of the Year, the Person of the Year, and any recognition awards. The Member Association of the Year and any special recognition awards shall be recommended to the Board of Directors no later than 45 days prior to the annual meeting. The Person of the Year recommendation, if any, shall be presented to the Board of Directors no later than 45 days prior to the annual breakfast.

➤ **Section 14.5 Membership Committee**

The Membership Committee shall consist of a chair and at least two additional members who shall be appointed by the President. The duties of the Membership Committee include, but are not limited to, the following:

- (a) Development of member benefits and services; and
- (b) Review and maintenance of membership rosters and reporting to the Board of Directors at each regular meeting of the Board of Directors.

The following information shall be included at a minimum:

- (a) New members with category and location;
- (b) Renewing members; and
- (c) Cancelled and/or lapsed memberships.

➤ **Section 14.6 Training Committee**

The Training Committee shall consist of a chair who shall be appointed by the President. The Training Committee Chair is responsible for appointing additional knowledgeable team members of the Training Committee to recommend individual specific areas of training: (a) webinars; (b) on-site seminars; and (c) curriculum development.

- (a) Webinars includes topic selection, presenter selection, and potential sponsorship participation.
- (b) On-Site Seminars includes course selection, general geographic location, and general date scheduling.
- (c) Curriculum Development includes review of existing courses and recommendations for new courses to be reported to staff and the Executive Committee along with recommendations for curriculum developers.

➤ **Section 15 – Ad Hoc Committees**

The Board of Directors may appoint ad hoc committees from time to time with specific work assignments. All ad hoc committees will be dissolved at the end of their specific work assignment.

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 eight (8) weeks in advance of the meeting. Agenda items shall be made available to the members at least four (4) weeks in advance of the meeting.



➤ **Section 2 – Special Association Meetings**

A Special Meeting of the Association may be called by a majority vote of the Board of Directors. The location and dates shall be determined by the Board of Directors. Notice shall be made to the members at least four (4) weeks in advance of the meeting. Agenda items shall be made available to the members at least four (4) weeks in advance of the meeting.

➤ **Section 3 – 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. Notice of Board Meetings shall be made to members of the board at least four (4) weeks in advance of the meeting. 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 closed session. Closed sessions are appropriate for personnel issues and other sensitive issues at the Board of Directors' discretion.

➤ **Section 3.5 – Board of Directors Special Meetings**

Special Meetings of the Board of Directors shall be called at the discretion of the Executive Committee. Special Meetings shall have a single agenda item. Notice of Special Board Meetings shall be made to members of the board at least one week in advance of the meeting. Special Meetings may be physical meetings or electronic meetings, as determined by the Executive Committee. Special Board meetings be considered closed session meetings.

➤ **Section 4 – Absentee Ballots**

Absentee Ballots shall not be accepted for voting at any meeting.

➤ **Section 5 – Quorums**

The quorum at any Annual or Special Meeting shall be the members present and in good standing. The quorum at a Board of Directors meeting shall be a simple majority of the members or the Board of Directors.

➤ **Section 6 – Meeting Administration**

Unless otherwise specified in these Bylaws, all meetings shall be administered in accordance with Roberts Rules of Order and policies adopted by the Board of Directors.

➤ **Section 7 – Voting at Membership Meetings**

Any vote at an Annual or Special Meeting shall require a simple majority of members present.

➤ **Section 8 – 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 By Laws.



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ARTICLE V - Member Association Relationships

➤ Section 1 – Relationships

Relationships between the AFAA and any member associations of the AFAA 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 regular or special 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 25 January 2018 in Orlando, Florida.
- Approved by the Membership on 22 May 2018 in Philadelphia, Pennsylvania.
- Approved by the Membership on 5 May 2020 via Virtual Meeting.
- Approved by the Membership on 4 May 2021 via Virtual Meeting.



BOARD OF DIRECTORS RESOLUTION ON MEMBERSHIP CLASSIFICATIONS (Resolution #1)

A. Individual Membership Classification:

Individual: All active annual memberships including those granted complementary as part of a training program.

Individual 3-Year: A 3-year active membership at a 10% discount over the individual (annual) membership price.

Government: Includes non-AHJ Federal, State, and Local Agencies/Government and Public and Private higher education (colleges and universities), K-12 and other similar institutions.

AHJ (Authority Having Jurisdiction): Includes all code officials responsible for code compliance or with AHJ discretionary powers in Federal, State, or local governmental agencies.

Student: Includes any full-time student enrolled in a high school, technical school, community college, or university in a certificate or degree program with an interest in AFAA.

International: Any active individual member located outside of the United States or its territories.

Retiree: Any active individual member who transitions into retired status and who wishes to remain connections with AFAA.

B. Specialty Memberships as approved by the Board of Directors:

Member Emeritus: Individuals who have shown exemplary dedication over several years to the goals and aims of the Automatic Fire Alarm Association, upon a majority vote of the Board of Directors may be elected to Member Emeritus status.

- Members Emeritus shall be voting members.
- Members Emeritus shall not be required to pay national dues (Members Emeritus may be required to pay Member Association dues, depending on local policies).
- Members Emeritus shall receive complimentary registration at all National AFAA events, including, but not limited to, seminars and the annual Codes Conference.

Reciprocal Memberships: Selected individual within an association or organization in a cooperative relationship with AFAA.

- Approved by the Board of Directors January 25, 2018
- Revision 1 - Approved by the Board of Directors March 8, 2005
- Revision 2 - Approved by the Board of Directors May 10, 2005
- Revision 3 - Approved by the Board of Directors March 14, 2006
- Revision 4 - Approved by the Board of Directors January 24, 2007
- Revision 5 - Approved by the Board of Directors April 14, 2009
- Revision 6 - Approved by the Board of Directors January 25, 2018



BOARD OF DIRECTORS RESOLUTION ON MEMBERSHIP DUES STRUCTURE (Resolution #2)

1. Invoicing:

New Members: An invoice for the applicable dues will be sent to each member on the day they join unless they provide payment at the time the application is submitted.

Renewals: An invoice for the applicable dues will be sent to each member on the anniversary date of their membership payment.

2. Terms:

Payment is due within thirty (30) days of invoicing. Notice of non-payment will be sent within ten (10) days following the due date. Non-payment within one-hundred and twenty (120) days of such notice will constitute an automatic termination of membership.

3. Membership Pricing:

- Active 1-year \$195.00
- Active 3-year \$525.00
- AHJ \$25.00
- Student \$25.00
- Government employee \$100.00
- International \$195.00
- Retiree \$25.00

- Approved by Board of Directors April 15, 2005, Rev #1 and 2 approved 10/13/2006| Approved by the Membership April 16, 2005
- Revision 3 approved by the Board of Directors January 24, 2007| Approved by the Membership April 19, 2007
- Rev 4 approved by the Board of Directors January 21, 2009| Approved by the Membership April 16, 2009
- Rev 5 approved by the Board of Directors February 5, 2014| Approved by the Membership April 23, 2014
- Rev 6 approved by the Board of Directors January 25, 2018| Approved by the Membership May 22, 2018



RESOLUTION OF THE BOARD OF DIRECTORS ON CERTIFICATES OF MEMBERSHIP (Resolution #4)

1. Certificates of Membership:

Certificates of Membership shall be issued to each member in good standing.

2. Validity:

Certificates of Membership shall have an expiration date with provision for renewal or replacement if membership in good standing is maintained by continued payment of dues.

3. Signatures:

Certificates of Membership shall be signed by the Operations Manager and the President.

- Revised April 2006
- Revised May 2021



RESOLUTION OF THE BOARD OF DIRECTORS ON APPROPRIATE AND ETHICAL DISCUSSION (Resolution #5)

1. General:

At all meetings of the AFAA, including meetings of the Board of Directors, telephone conference call meetings, and general membership meetings, the practice of good taste and correctness is strongly urged. Since all meetings are “on-the-record”, consider whether your comments are appropriate for recording. If they are not, they are probably not proper for an AFAA meeting and should not be made.

2. Discussion topics:

No commercial topics should be discussed, including, but not limited to, the following:

- 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. Discussion of coercive trade uses or the exclusion or controlling of competition.

➤ APPROVED BY THE BOARD OF DIRECTORS: October 14, 2004. The Board voted to approve Resolution 5 (Appropriate and Ethical Discussion) with the addition of a statement to be included that indicates “This resolution shall be read by the Chair at the beginning of all meetings.”

➤ Updated 8/2/2005



Board of Directors Membership - Resolution to Eliminate Conflicts of Interest (Resolution #6)

1. General:

To eliminate potential conflicts of interest, members of the National AFAA Board of Directors shall not serve as board or executive board member for any member associations. Information shared with the AFAA National BOD is confidential and membership on a member association creates a potential conflict of interest when policies and procedures of the member associations is discussed.

To eliminate this potential conflict of interest AFAA National BOD members shall not serve on the executive board or board of directors of any member associations.

Any AFAA National BOD member currently conflicted by this resolution will be allowed to complete their current term but will be ineligible to run for re-election to the This association's BOD.

Executive and Board members shall consist of the following titles listed as examples, but any position determined by the Executive Board may be applicable to this resolution.

- o President
- o Vice President
- o Secretary
- o Treasurer
- o Board Member
- o Past President (Immediately sequential to their term as President)
- o Executive Director
- o Administrative staff of a Member Association

➤ Approved by the AFAA National Board of Directors at the November 3, 2021, Meeting.



RESOLUTION OF THE BOARD OF DIRECTORS ON THE AFFILIATION OF MEMBER ASSOCIATIONS (Resolution #7)

1. Affiliation:

A state or regional association will become an AFAA Member Association upon the following actions:

- a. Incorporation as a not-for-profit corporation.
- b. Filing for not-for-profit status (501-C6) with the IRS.
- c. Submitting bylaws to National for review and approval. Bylaws must be consistent with national bylaws.
- d. Submit a list of Officers and Directors.
- e. Submit list of members to National. A minimum of 10 dues paying members must be submitted before an association becomes a Member Association.
- f. Sign a Member Association Agreement.
- g. Be approved by the AFAA Board of Directors.

2. Voting rights:

Since each dues paying member have a vote in National AFAA elections, Member Associations will not have a separate vote.

3. Membership Reporting:

Member Associations will submit new members to National as they join. National will invoice Member Associations on a pro-rated quarterly basis for new members per Resolution #2.

4. Document Updates:

Member Associations are to submit any changes to bylaws or resolutions to National AFAA for review.

5. Termination of Affiliation:

Member Association affiliations may be terminated by the AFAA Board of Directors for violations of the Member Association Agreement, non- payment of dues, actions in conflict with AFAA bylaws or ethics policies, or upon mutual agreement with the Member Association.

➤ Approved by the Board of Directors: January 21, 2009



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RESOLUTION OF THE BOARD OF DIRECTORS REGARDING VOTING RIGHTS (Resolution #8)

1. **Voting Rights:** All AFAA members shall have all rights and powers to vote on all matters properly before the Association and to participate in the business and affairs of the association exclusive of closed session meetings. Voting shall, however, be limited to those who have been members of the association in good standing for one hundred eighty (180) days prior to the first day of the meeting where the vote is taken.

➤ Approved by the Board of Directors on November 4, 2020



Automatic Fire Alarm Association Copyright and Trademark Policy

INTRODUCTION:

In policy and in practice, the Automatic Fire Alarm Association follows U.S. copyright law incorporated in Title 17 of the U.S. Code, and Trademark law incorporated in Title 15 of the U.S. Code well as all subsequent legislation pertaining to copyright and other issues of intellectual property. This policy is not comprehensive in scope; it merely provides guidance for dealing with AFAA copyright and trademark issues.

As defined, Copyright is legal protection for creators of original work(s) and a Trademark is a word, phrase, symbol, and/or design that identifies and distinguishes the source of the goods of one party from those of others.

ORIGINAL WORKS BY AFAA:

Although the general rule is that the person who creates a work is the author of that work, an exception is “works made for hire.” In general, a “work made for hire” is a work prepared by an employee/contractor within the scope of her/his employment, or a work specifically ordered or commissioned by the employer. If a work is “made for hire,” AFAA and not the employee/contractor, is considered the creator and AFAA therefore holds the copyright.

WRITTEN PERMISSION FOR USE:

The following steps should be taken to obtain written permission for using AFAA copyrighted materials and logos.

1. Request permission from AFAA as soon as you know you might need the material. Include the reason for the request (example: AFAA logo on a banner or use on a website).
2. Provide your complete address, a contact name, and a telephone number and/or email address, in case there are any questions.