



NATIONAL ALARM ASSOCIATION OF AMERICA

Constitution and Bylaws

ARTICLE I: NAME

This Association shall officially be named National Alarm Association of America (NAAA).

ARTICLE II: PURPOSE

To better advance the welfare of members through the free exchange, among members, of ideas and the dissemination of information concerning trade practices, business conditions, technical developments within the industry, and any related subject of concern to the security industry. The Association is to be non-profit and does not contemplate financial gain or profit, incidental or otherwise.

ARTICLE III: MEMBERSHIP

Section A. There shall be five (5) classes of membership in the Association:

(1) Regular Membership Regular membership in the NAAA shall be open to any individual, partnership, firm or corporation engaged in the business of selling, installing and providing alarm service or maintenance under contract for a period of one (1) year prior to the date of membership application.

(2) Associate Membership Associate Membership shall be open to alarm related manufacturing firms or corporations that do not qualify under section (1) Regular Membership, but who supply services and equipment to regular members.

(3) Life Membership A Life Membership may be awarded to a person who has rendered outstanding service to the Association, provided the Life Membership is recommended by the Board of Directors which receives a majority vote of Association Members. Members awarded Life Membership shall be exempted from payment of all dues and assessments and have the privilege to attend all meeting.

(4) ESA Membership Electronic Security Association Membership is reserved to local or state associations that choose to belong as that entity. Not requiring any or all of their membership to be individual Regular Members of the NAAA.

(5) Affiliate Membership Affiliate Membership is reserved for AHJs and governmental entities.

Section B. Candidates for membership must be willing and agree to conduct their firms business in accordance with the Code of Ethics adopted by the Association and be duly and properly licensed as an alarm company within the candidates' jurisdiction, wherever such licensing laws apply.

Section C Membership candidates shall make application to the Association. Application and appropriate membership fees shall be forwarded immediately to the Membership Committee Chairperson who shall present the application to the Board of Directors for approval. Upon approval by the Board of Directors, the application shall be submitted to the general membership at the next regular meeting for their approval.

Section D. Any candidate who complies with Sections A, B and C above shall become a member immediately upon receiving approval of the majority of members at a regular meeting.

Section E. Membership in the NAAA shall not be transferable or assignable except upon the approval of the majority of members at the next regular meeting.

ARTICLE IV: VOTING RIGHTS

Section A. Each regular member shall be entitled to cast one vote, either in person or by proxy.

Section B. Only regular members in good standing shall be entitled to vote or serve on the Board of Directors, with the exception of the Vice-President of Associate Affairs, who shall have one vote on the Board.

ARTICLE V: GOOD STANDING

Section A. A member in good standing is one who is not in arrears in the payment of any indebtedness to the Association.

A member is in arrears thirty (30) days from the date when dues are first due.

Section B. A member may be suspended from the Association for:

- (1) not in good standing;
- (2) failure to uphold the principles of the Code of Ethics of the Association;
- (3) making false reports to the Association;
- (4) Failure to fulfill all of the standards and requirements for membership adopted by the Association

Section C. Persons who are not voting members and in good standing may not be officers or directors of the Association, nor may they service on the Board of Directors or on any committee. This is with the exception of the office of Vice-President Associate Affairs.

Section D. Any Association membership may be suspended for good cause as detailed in Section B of this Article by action of the Board of Directors. The period of suspension shall not exceed three (3) months. Notice of suspension stating the reason for same and the terms and conditions of suspension shall be sent to the said member promptly by Certified Mail.

At the next regular meeting of the Board of Directors following the end of the suspension period the Board shall consider reinstatement or further suspension or expulsion of said member. If the Board recommends expulsion, such recommendation shall be presented to the general membership for a vote. An affirmative vote of two-thirds of the voting members in attendance at the next regular meeting of the general membership shall be required for expulsion.

Section E. If an expelled Association member reapplies for membership in the Association, he shall submit a new application accompanied by a check for payment of all dues and assessments covering the period of time during which he was under suspension. Said applicant shall also submit evidence showing that the terms and conditions of the original suspension have been satisfied.

ARTICLE VI: BOARD OF DIRECTORS

Section A. The Board of Directors of the Association shall include:

- (1) Each of the elected Association officers
- (2) Four (4) elected directors, one each from the Central region, the Southern region, the Eastern region and the Western region.
- (3) All past presidents of the Association, however, only the last three (3) most immediate past presidents in attendance maintaining a regular membership shall have voting rights.
- (4) One director-at-large to be appointed by the president, subject to approval by a majority of the Board of Directors.
- (5) One associate member, to be selected by a majority of the Associate members, shall be permitted to sit upon the Board of Directors, and shall have voting rights.

Section B. Association officers shall include:

- (1) President
- (2) Vice-President, Northern Central Region
- (3) Vice-President, Southern Region
- (4) Vice-President, Eastern Region
- (5) Vice-President, Western Region
- (6) Vice-President, Associate Affairs
- (7) Secretary
- (8) Treasurer

Section C. Terms of Service: Each officer and director shall be elected to serve for two years commencing January 1st and terminating December 31st of the following year. Elections for officers and directors shall be conducted at the last regular meeting of the year. The officers listed in Section B, above shall be elected for terms starting on even numbered years if their listing is an even number, or an odd number years, if their listing is an odd number. Should a vacancy exist in any of the elected offices, the Board of Directors shall fill the vacated officer for the remainder of the term.

Section D. Vote.

- (1) Each officer shall be elected by a majority of the voting members present for that section, and in the case of the non-regional officers by a majority of all votes cast by position.
- (2) Election for each office shall be held by ballot at the last regular meeting of the year. Each regular member in good standing shall be entitled to vote in accordance with the appropriate provisions of these By-laws. A majority of votes cast shall elect.

Section E. Paid Secretary and/or Executive Director. The Association may hire a paid Secretary and/or Executive Director at a fee determined by the Board of Directors and approved by the general membership. The paid Secretary and/or Executive Director shall not be an elected officer of the Association.

Section F. Association Sergeant-at-Arms. The President may appoint an Association Sergeant-at-Arms provided the appointment is confirmed by a majority of the Board of Directors. The term shall coincide with the term of the President.

Section G. Nominating Committee. The Board of Directors shall, at least sixty (60) days prior to the last regular meeting of the year, appoint a Nomination Committee and its Chairperson, consisting of at least three (3) regular members and a maximum of five (5).

- (1) At least thirty (30) days prior to the voting meeting, the Nominating Committee shall propose and submit to the regular membership a nomination for each office up for election. Such nominations must include the prior consent of any person nominated for a given office.
- (2) Other nomination for each office up for election may be made from the floor at the time of election, provided there is a second to the nomination and provided the nominee has give his prior consent to the nomination.

ARTICLE VII: DUTIES OF OFFICERS

Section A. President. The President of the NAAA shall be the Chief Executive Officer and shall have supervision, direction and control of the business and affairs of the Association. The President shall preside at all meetings and shall be a member of all committees, except the Nominating and Grievance Committees and shall have such other powers and duties as may be prescribed by the Board of Directors or by these By-Laws.

Section B. Regional Vice Presidents. Each regional Vice President shall preside over all meetings in their respective regions where the President shall not be present. Regional Vice Presidents shall perform all the duties of the President and when so acting, shall have the powers and be subject to all restrictions upon the President. Regional Vice Presidents shall actively recruit new active members for the association, with special emphasis on new memberships for their region.

Section C. Secretary. The secretary shall keep or cause to be kept all Association records, including minutes of all Board of Directors' meetings and all general meetings of the Association. The Secretary shall also keep or cause to be kept the Membership Book containing the names and addresses of each member; shall give notice of all Regular or Special meetings of the Association; and shall generally perform all such duties as pertain to the office and as may be required by the President or the Board of Directors.

Section D. Treasurer. The Treasurer shall keep or cause to be kept and maintain adequate and correct accounts of the Association and shall collect all membership fees, dues and assessments owed the Association. All such fees shall be deposited in an account in the name of the Association with said depository as the Board of Directors may designate. The Treasurer shall further distribute such monies as is necessary to meet the proper expenses necessary to carry on the activities of the Association as prescribed by the Board of Directors: shall maintain proper books and records reflecting the financial condition of the Association, and shall perform such other duties as may be required or prescribed by the President or the Board of Directors.

Section E. Sergeant-at-Arms. The Sergeant-at-Arms, at the direction of the President, shall be responsible for maintaining the decorum of each Association meeting, including general meetings, Board meetings and special meetings. The Sergeant-at-Arms shall maintain a record of all persons who enter and exit from each meeting.

Section F. Vice President Associate Affairs. The Vice President Associate Affairs shall forward all business from associate, ESA, and affiliate members, as deemed proper, to the Board of Directors for action. The Vice President Associate Affairs shall actively recruit new associate, ESA, and affiliate members to join the Association: promote special programs for and by the associate members and active members and shall preside at Associate Member Meetings.

ARTICLE VIII: REMOVAL OF OFFICERS OR DIRECTORS

Any officer or director may be removed from office by a vote of three-fourths of the voting members at the general meeting.

ARTICLE IX: MEETINGS

Section A. General Meetings. The Association will hold at least one Annual Meeting yearly. The board of Directors or the President shall be authorized to call Special Meetings when necessary. General Meetings may be alternated between the regions.

Section B. Regional Meetings. Regional meetings may be held and may be called by the President or Regional Vice President. Such meetings shall not pass on any policy or obligate the Association but all recommendations and other such business shall be submitted to the Board of Directors.

Section C. Board Meetings. The Board of Directors shall meet prior to each General Meeting. All Board meetings shall be open to regular members in good standing, but not to associate members. Regular members attending Board meetings may be invited to participate in discussions of agenda items but shall not vote on matters before the Board. The President or the majority of the Board of Directors may call special Board of Directors meetings.

Section D. Associate Meetings. Associate meetings may be held in any region as may be called by the Vice President Associate Affairs. Such meetings shall not conflict, in time and location with either a Board of Directors meeting or a General Membership meeting. Such meetings shall not pass on any policy or obligate the Association, but all recommendations and other such business shall be submitted to the Board of Directors for review.

Section E. Limitations.

- (1) Neither the Association nor any of its officers or committees shall insure any obligation announce any policy in the name of the Association unless the action or obligation or policy has been formally approved by a majority vote of the Board of Directors.
- (2) All meetings shall be conducted in accordance with Roberts Rules of Order unless otherwise specified by these By-Laws.

Section F. Notice of Meetings. The Secretary shall have the duty of informing the members in writing of the time and place of all meetings. This can also be accomplished by email when the member's electronic mail address is known.

ARTICLE X: QUORUM

Section A Whenever fifty-one percent (51%) of the regular members in good standing are present at any meeting, it should constitute a quorum.

Section B. Should any General Meeting lack a quorum, any proposal offered for consideration may, with approval of a majority of those present, be referred in writing to all members in good standing, and if approved within thirty (30) days after referral by the required affirmative vote of those members, such proposal shall be effective. Referral of business and voting on

said business can be done by email as long as the Secretary keep record of the emailed votes as they would proxy and meeting present votes.

ARTICLE XI: COMMITTEES

The President shall appoint a Grievance Committee and a Membership Committee, and may also appoint any other committee as may be required.

ARTICLE XII: RETENTION OF LEGAL COUNSEL

The Association shall be authorized to retain an attorney to protect Association interests. The Association shall pay a monthly retainer plus all reasonable expenses, costs, and any additional fees approved by the Board of Directors.

ARTICLE XIII: MEMBERSHIP FEES & DUES

Section A. The membership fees and annual dues for each regular and associate member shall be determined by a vote of a majority of the members of the Association and shall be published in the membership application and in the minutes of the Association at least once yearly. (Currently membership fees are \$100.00 (one hundred dollars) per year).

Section B. The membership fee must accompany each application for membership before being acted upon by the Board of Directors.

Section C. Membership dues shall become due and payable one month preceding membership anniversary date.

Section D. Membership dues for ESA members shall be as set forth in the ESA Membership rules. Affiliate member dues shall be one half of the regular member's dues.

ARTICLE XIV: GRIEVANCE COMMITTEE

Section A. The president shall appoint a Grievance Committee consisting of five (5) regular members. One of these members will be from the each of the regions respectively. The President shall appoint a fifth member from any region.

Section B. Any regular member in good standing having a grievance shall submit the grievance in writing to the President, setting forth the grievance involved. The President shall submit the same to the Grievance Committee for investigation and action if required.

Section C. All findings of the Grievance Committee shall be submitted to the Board of Directors. Any matter not resolved by the Board of Directors shall be presented to the membership present at a regular meeting of the Association within six (6) months of the first filing of the grievance.

Section D. The recommendations of the Board of Directors shall be passed upon by an affirmative vote of two-thirds of the voting membership present at a regular meeting.

Section E. If a grievance is presented to the general membership without recommendation from the Board of Directors, a two-thirds vote from the regular members attending the meeting must be obtained before any action is taken.

ARTICLE XV: ASSESSMENTS

Should it become necessary to raise any additional funds for the benefit or welfare of the Association, the Board of Directors shall propose an assessment for each Association member. Such assessment shall become effective upon a vote of a majority of the voting members at the next regular meeting.

ARTICLE XVI: REGIONS

Section A. The Western Region shall consist of the states of Alaska, California, Hawaii, Idaho, Nevada, North Dakota, Montana, Oregon, South Dakota, Utah, Washington, Wyoming. Internationally: British Columbia, Alberta, Saskatchewan, Taiwan, Guam, Hong Kong, New Zealand.

Section B. The Central Region shall consist of the states of Arkansas, Colorado, Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, Oklahoma, Wisconsin, Internationally: Manitoba, Ontario

Section C. The Southern Region shall consist of the states of Alabama, Arizona, District of Columbia, Florida, Georgia, Louisiana, Maryland, Mississippi, New Mexico, North Carolina, South Carolina, Tennessee, Texas, Virginia. Internationally: Mexico and the Caribbean.

Section D. The Eastern Region shall consist of the states of Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Vermont, West Virginia. Internationally: Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland.

ARTICLE XVII: AMENDMENTS

The Bylaws may be amended as follows: a written notice setting forth the proposed amendment verbatim shall be sent to each regular member at least two (2) weeks before the next meeting of the Association at which time such amendment will be voted upon. A two-thirds majority of the votes cast at the meeting shall be necessary for adoption.

ARTICLE XVIII: DISSOLUTION

Section A. In the event that 3/4s (three quarters) of the voting members in good standing shall vote to dissolve this Association followed by a 3/4 (three quarters) affirmative vote to uphold the dissolution by the Board of Directors, then and in that event the Association shall be dissolved forthwith.

Section B. In the event of dissolution the assets of the Association shall be liquidated by the Treasurer or such other person as may be appointed by the President, with the funds from such liquidation to be dispersed to the then existing members in good standing; each member shall receive that portion of the funds as the amount of money paid in by him in dues or fees as his membership bears to the total paid in by all members during their membership.

ARTICLE XIX:

The effective date of these Bylaws shall become effective is the 11th day of June 1984, as amended in May 1987, May 1988, July 1990, and March 2004.