

TENNESSEE BURGLAR AND FIRE ALARM ASSOCIATION

BYLAWS

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**ARTICLE I
NAME & LOCATION**

Section 1. The name of this organization is the Tennessee Burglar and Fire Alarm Association and its location and principal office shall be at 420 Stable Drive, Franklin, Tennessee 37069, or at such place as may be fixed by the Board of Directors.

Section 2. The Association is a nationally chartered state association of the National Burglar and Fire Alarm Association.

**ARTICLE II
OBJECTIVES AND PURPOSES**

Section 1. The objectives or purposes for which the Association is organized are:

- A. To promote mutual interests of the electrical protection industry.
- B. To foster cordial relations among the members.
- C. To stimulate wider and more extensive use of burglar alarms, fire alarms and supervisory systems.
- D. To educate members and the public by serving as a medium for exchange and dissemination of information applicable to the security industry.
- E. To cooperate with others on matters affecting the business and common interest of the members of the Association.
- F. To promote the concepts that the Tennessee Burglar and Fire Alarm Association members be guided by a spirit of justice and honor in all their business activities and that they observe the Association's Code of Ethics at all times.

**ARTICLE III
LIMITATIONS**

Section 1. The activities of the Association shall not be such as will result in any agreement, understanding, combination or any other form of concerted action to limit production, fix prices, suppress competition, or in any other manner restrain trade or commerce, or to monopolize or attempt to monopolize trade or commerce, or any other act or acts which might be in contravention of law or ethical business practice.

Section 2. The Association shall not be conducted for profit.

Section 3. Neither the Association nor any of its officers nor any of its committees shall incur any obligation or announce any policy in the name of the Association unless the action or obligation or policy shall have been formally approved by a majority vote of the Board of Directors.

Section 4. The Association or membership therein shall not be used for the promotion of individual interests. No officer or director shall use his office or title on his personal business stationary.

Section 5. Association membership rosters, directories, and mailing lists shall not be used for any purpose not specifically authorized by the Board of Directors.

Section 6. At meetings of the Association, discussions and considerations shall be limited to such questions as are of mutual interest to the majority of the representatives present.

Section 7. The Association shall not act contrary to the National Burglar and Fire Alarm Association Bylaws and will conform to the National Anti-Trust Statement and the National Code of Ethics.

**ARTICLE IV
MEMBERSHIP**

Section 1.

There shall be nine (9) classes of membership in this Association: Regular, Associate, Individual, Affiliate, Public Safety, Life, Alumni, Honorary and Probationary.

- A. **Regular Membership:** Regular Membership shall be open to any business entity except a public utility or a subsidiary thereof which shall meet the following requirements:

- (1) Be certified as an alarm systems contractor as defined by Tennessee Code Annotated, Chapter 32, Part 3.

- (2) Have been in the activity described above for a period of not less than one (1) year. Waiver of this one year requirement may be permitted by the Board of Directors for applicants whose designated representatives have previously served as representative of a Regular Member in the Association for at least one (1) year. Reason for such waiver will be stated in writing available to all interested parties.
- (3) Be willing and agree to conduct their business in accordance with the Code of Ethics of the Association.
- (4) Be sponsored by one (1) member in good standing.

A Regular Member will be entitled to all benefits of the Association and will be given due notice, fair representation and the right to participate in all elections.

- B. **Associate Membership:** Associate membership shall consist of any business entity which is engaged in the business of manufacturing, distributing, supplying, dealing in or selling products or services relating and necessary to the members of the Tennessee Burglar and Fire Alarm Association.

Associate Members may nominate and vote only for the Associate Members representatives to the Board of Directors and may not serve as an officer of the association. However, representatives of Associate members, under the restrictions of ARTICLE VI, are eligible to serve on the Board of Directors and may vote therein.

- C. **Individual Membership:** Individual membership shall be open to any individual meeting the following requirements:

- (1) Be currently licensed as a "Qualifying Agent" as defined by Tennessee Code Annotated, Chapter 32, Part 3.
- (2) Be independent of any business entity eligible for Regular Membership in the Association.
- (3) Be willing and agree to conduct his or her activities in accordance with the Code of Ethics of the Association.
- (4) Be sponsored by one (1) member in good standing.

An Individual Member will be entitled to all benefits of the Association equivalent to any Regular Member. Dues shall be the same as that of a Regular Member.

- D. **Affiliate Membership:** Affiliate membership shall consist of any business entity using burglar and/or fire alarm services who has the capability and desire to contribute to the advancement of the Association's objectives and purposes. Affiliate members shall not have voting status and may not hold office in the association. Affiliate members may be appointed to and serve as ex officio members of committees other than the nominating committee.

Companies meeting all of the requirements for Regular Membership except for the one year business time requirement in Article IV, Section A, Paragraph 1.b. may become Affiliate Members upon approval of the Board of Directors. Such companies shall pay the same dues and fees as a Regular member. Upon fulfillment of the necessary time in business, companies in this status shall be elevated to Regular membership at the next regular Board of Directors meeting without additional cost.

- E. **Public Safety Membership:** Public Safety Membership shall consist of any governmental employee involved with public safety who has the capability and desire to contribute to the advancement of the Association's objectives and purposes. Public Safety members shall not have voting status and may not hold office in the association. Affiliate members may be appointed to and serve as ex officio members of committees other than the nominating committee.
- F. **Life Membership:** Life membership may be conferred on a person who formerly served as a designated representative of a Regular Member and who has rendered meritorious service to the Association, provided that such membership shall be recommended by the Board of Directors and shall receive a majority vote of the members present at any regularly called meeting of the Association. Such members shall be exempt from payment of all dues and assessments and may attend all conventions and meetings and shall have the right to vote.
- G. **Alumni Membership:** Alumni membership may be conferred by the Board of Directors upon a person who wishes to continue membership in the Association but who is no longer associated with a Regular Member company, and therefore, ineligible to represent said member. Alumni members shall receive Association publications and shall be eligible to attend such meetings that are open to Regular Members. To qualify for Alumni membership, an individual must have previously served as the designated representative of a Regular Member. Alumni membership shall be subject to all rules and regulations pertaining to a Regular membership but shall not have the right to vote or hold any office except that of Immediate Past President. Dues shall be half of Regular membership dues.
- H. **Honorary Membership:** Honorary membership may be conferred by recommendation of the Board of Directors and with a majority vote of the members present at any regularly called meeting of the Association upon a person who has performed meritorious service to the Association or upon others who cannot fulfill the requirements of Regular or Associate memberships. Honorary members shall receive Association publications and may attend conventions and meetings but shall not have the right to vote or to hold office. Such members shall be exempt from payment of all dues and assessments.

- I. **Probationary Membership:** Probationary membership shall be a reduction of membership status imposed by majority vote of the Board of Directors after full hearing and due consideration for failure to fulfill all the standards and requirements of membership. Such members shall not have the right to vote or to hold office and shall be subject to further action by the Board of Directors in accordance with the Bylaws of the Association.

Section 2. Election of Members:

- A. All applications for membership shall be made in writing with a check for the initiation fee *and first year dues* to the Secretary of the Association on application blanks furnished for that purpose. The Secretary shall submit all such applications to the Membership Committee for review and then to the Board of Directors for action.
- B. The Membership Committee shall investigate the applicant to determine the applicant's worthiness and appropriate class of membership.
- C. Upon satisfactory completion of the investigation and upon recommendation of the Membership Committee, the applicant may then be approved for the appropriate class of membership by majority vote of those members of the Board of Directors present and voting.
- D. It shall be the duty of the Secretary to notify the applicant of the Board of Directors' decision. Each application is subject to either election, rejection, or being placed on a waiting list for future Board action. If elected to membership, the members's dues for the first renewal period shall be prorated based upon the membership time in the first fiscal year. If a applicant is rejected, all fees and dues shall be refunded.

Section 3. Transfer of Membership: The memberships conferred herein are vested in the business entities and are not transferrable with the individual, except in the case of Life, Individual, Alumni or Honorary memberships which are vested in the individual.

Section 4. Regions: For administrative purposes, the Association shall have five separate regional divisions, each with a representative Vice President. The regions shall be called Western, Midstate, North Eastern, South Eastern, and Upper East regions of the Tennessee Burglar & Fire Alarm Association.

The territorial limits of these regions shall be such as shall be delineated from time to time by the Board of Directors.

**ARTICLE V
BOARD OF DIRECTORS**

Section 1. The management of the Association shall be vested in the Board of Directors subject to the limitations expressed by the Bylaws.

Section 2. The Board of Directors shall consist of the President, President-Elect, five regional Vice-Presidents, Secretary, Treasurer, Immediate Past President, Director-at-large, Fire Alarm Director-at-Large, two (2) Associate Directors, and a National Liaison Director.

Section 3. The Board shall meet at least quarterly at a time and place to be determined by the chairman. Appropriate advance notice as indicated in Article XVIII shall be given to each member of the Board of Directors.

Section 4. Any Board Member or officer who misses two (2) consecutive meetings without having submitted a written request to be excused which is approved by the Board may be removed from office.

Section 5. The President shall serve as Chairman of the Board of Directors.

Section 6. All Past Presidents of the Association holding a current, voting, membership in the Association shall be ex officio members of the Board of Directors.

Section 7. The Executive Director and Counsel, if any, shall be ex officio members of the Board of Directors.

Section 8. The Board of Directors may transact business by electronic media or by voting upon any proposal mailed to the members thereof by the Secretary with the approval of the President. Fifteen (15) days from the date of mailing shall be allotted for the return of the votes thereon to the Secretary. The voting shall be considered closed at the end of fifteen (15) days or any time prior thereto when all members have returned their votes. Any proposal not receiving an affirmative vote of a majority of the Board of Directors within fifteen (15) days, or when required, a two thirds (2/3) affirmative vote under the provisions of the Bylaws of the Association, shall be deemed to be lost.

Section 9. The Board of directors for cause duly shown, may remove any officer or director from office by a two-thirds (2/3) vote of the members of the Board of Directors present and voting at any meeting for which advance notice of not less than fifteen (15) days shall be given; provided, further, that written notice stating the grounds for removal from office shall have been delivered or mailed, and a full and complete hearing afforded the officer or director, if not waived.

**ARTICLE VI
NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

Section 1. The elected offices of the Association shall be the President, President-Elect, five regional Vice-Presidents, Secretary, Treasurer, two Associate Board Members and a Directors-at-large, a Fire Alarm Director-at-Large, and a National Liaison Director.

Section 2. Election Procedure.

- A. The President-Elect shall automatically succeed to the office of President.
- B. Immediate Past President is not an elective office but is filled by ascension of the President upon election and installation of his successor. To fill the office as Immediate Past President and continue to serve in that capacity, the individual shall either be representative of a Regular Member of the Association or shall hold Life, Individual, or Alumni Membership in the Association.

Section 3. Specific qualifications of persons nominated for the elective offices of the Association shall be as follows:

- A. The President-Elect shall have previously served on the Board of Directors provided a willing candidates exists.
- B. One regional Vice-President shall be elected from each regional division of the state provided a willing and duly qualified candidate exists.
- C. Officers and Directors-at-large must be selected from, and authorized to represent, a Regular Member in good standing or be an Individual Member in good standing..
- D. Associate Board Members must be selected from, and authorized to represent, an Associate Member in good standing.
- E. The Fire Alarm Director-at-Large must be selected from, and authorized to represent a Regular Member in good standing or be an Individual Member in good standing that is certified or Licensed in the "fire alarm systems" classification by the Tennessee Alarm Contractors Licensing Board.
- F. The Treasurer shall have previously served for a period of not less that two full years on the Board of Directors.

Section 4. Elections for each office shall be held by ballot, except when those nominated are unopposed when only a voice vote is needed, at the annual meeting of the Association. Each Regular, Individual or Life Member in good standing shall be entitled to vote in accordance with the appropriate provisions of the Bylaws. Associate Members, in addition to regular voting members, may vote for Associate Directors on the Board of Directors. A majority of the votes cast shall elect.

Section 5. Election Procedure.

- A. The Nominating Committee shall officially report at the Annual Meeting of the Association its list of Nominations for each elective position.
- B. After the Nominating Committee has submitted its nominations, and prior to election, other nominations for each office may be made from the floor, provided the nominee shall have given prior consent to nomination and election as an officer. If the nominee is not present at time of nomination, consent must be in writing and presented to the presiding officer with the nomination.
- C. Each position, starting with the first opposed position, shall be elected separately in the order listed in Section 1, above.

Section 6. Vacancies in elective offices shall be filled by an election of the Board of Directors. In the event of the death of or resignation of the President, the President-Elect shall succeed to the office and fill the unexpired term in addition to the subsequent term which would normally have been served. In the event the President-elect is unable or unwilling to assume the office President, the Board of Directors shall elect a new President, who shall serve until the next regular election, from among its current membership provided a willing and qualified candidate can be found.

Section 7. Vacancy in the office of Immediate Past President shall be filled by an election of the Board of Directors from selecting from among Previous Past Presidents provided a willing and duly qualified candidate is available.

**ARTICLE VII
EXECUTIVE DIRECTOR**

Section 1. The Executive Director and/or Association Management Organization may be either an employee or contracted position of the Association and shall be selected by the Board of Directors. The Executive Director is not required to be a member of the Association and may be compensated in such manner and in such amounts as the Board of Directors determines.

Section 2. The Executive Director shall perform such duties as may be assigned by the Board of Directors and the President, and shall report directly to them.

ARTICLE VIII DUTIES AND TERMS OF OFFICE

Section 1. Terms of Office.

- A. All officers shall serve for one (1) calendar year, from January 1st until December 31st, or until their successor shall have been duly elected and assume office.
 - (1) No president nor Regional Vice-President shall serve more than two (2) full or partial consecutive terms in that office.
- B. Associate Board Members, Directors-at-Large and the National Liaison Director shall serve two (2) calendar years from January 1st of the year in which they are elected until December 31st of the next subsequent year, or until their successor shall have been duly elected and assume office.
- C. Associate Board Members and Directors elected for two year terms of office shall alternate election years. One Director-at-Large and one Associate Board Member shall be elected on odd-numbered years and the other Associate Board Member, other Director-at-Large, and the National Liaison Director shall be elected on even-numbered years.

Section 2. President. The President:

- A. Shall preside at all meetings of the Association.
- B. Shall be the chief executive officer with power to delegate his authority.
- C. Shall call meetings in accordance with the provisions of these Bylaws.
- D. Shall appoint all committees, subject to the approval of the Board of Directors.
- E. Shall be a member of the Long Range Planning committee.
- F. Shall be member ex-officio of all committees not specifically itemized.

Section 3. President-Elect. The President-Elect:

- A. Shall prepare to succeed to the office of President.
- B. Shall preside at meetings of the Association and Board of Directors in the absence of the President.
- C. Shall be a member of the Long Range Planning committee.
- D. Shall be member ex-officio of all committees not specifically itemized.
- E. Perform such other duties as may be assigned by the President or the Board of Directors.

Section 4. Regional Vice-Presidents.

- A. The regional Vice-Presidents shall be responsible for the scheduling of and arranging of programs for quarterly regional meetings of the Association. The dates and location of the regional meetings shall be at the discretion of the regional Vice-President except for the Fall meeting which shall coincide with the time and place of the Annual meeting of the Association. Dates, times, locations, and programs of regional meetings shall be planned sufficiently in advance to allow publication in the Association Newsletter.
- B. In the absence of the President, the regional Vice-President shall preside over his regional meeting.
- C. Each Regional Vice-President shall, at the last regional meeting prior to the annual membership meeting, call for a recommendation to the Nominating Committee for the Regional Vice-President for the next calendar year. This recommendation shall be submitted to the Nominating Committee for its consideration and guidance.

Section 5. Secretary. The Secretary:

- A. Shall keep a permanent record of all meetings of the Association and the Board of Directors.
- B. Shall issue notices of all regular and special meetings as herein provided.

- C. Shall have charge of all correspondence of the Association and of the Board of Directors.
- D. Shall file an annual report to the Internal Revenue Service and to the Tennessee Secretary of State as required by these Bylaws.
- E. Shall give bond in such sums as is required and with such sureties as are approved by the Board of Directors, the same to be filed with the President and paid for out of the funds of this Association. At the expiration of the term of office, the Secretary shall deliver over to a successor or to the President all records and any other Association property in his possession.
- F. Shall perform such other duties as may be assigned from time to time by the President and Board of Directors.
- G. The Secretary may be assisted in the duties of office by the Executive Director (if any) or by others. This assistance shall not relieve the Secretary of the responsibility for the accuracy and timeliness of these records, reports and/or notices.

Section 6. **Treasurer.** The Treasurer:

- A. Shall receive or collect all fees, dues, and other monies constituting the revenue of this Association and deposit them in such location and manner as designated by the Board of Directors. The Treasurer shall disburse these funds in the manner authorized by the Board of Directors and in accordance with ARTICLE XI, FINANCE, of these Bylaws.
- B. Shall keep current the accounts and fiscal records of the Association which shall at all times be open to the inspection of the Board of Directors and any auditor authorized by the Board of Directors.
- C. Shall prepare and submit to the Board of Directors for their approval an operating budget for the fiscal year.
- D. Shall make an annual report to the Association and at such other times as the Board of Directors may require.
- E. Shall give bond in such sums as is required and with such sureties as are approved by the Board of Directors, the same to be filed with the President and paid for out of the funds of this Association. At the expiration of the term of office, the Treasurer shall deliver over to a successor or to the President all funds, books of account, and any other Association property in his possession.
- F. Shall only authorize expenditures that are covered by the current approved Association budget. Other expenditures must be submitted to the President for approval and presented in detail to the Board of Directors at their next meeting.

Section 7. **Immediate Past President.** The Immediate Past President shall:

- A. Serve as chairman of the Long Range Planning Committee.
- B. Act in an advisory capacity and assist the President and the Board of Directors in all matters which may come before them.
- C. Perform such other duties as may be assigned by the President or the Board of Directors.

Section 8. **Directors-at-large and Associate Directors.** The Directors-at-large and Associate Directors are members of the Board of Directors who with the Association officers shall deal with all matters which may come before the board. Each Director shall also perform such other duties as may be assigned to him by the President or the Board of Directors collectively.

Section 9. **National Liaison Director.** The National Liaison Director may serve as the Association's representative on the National Burglar and Fire Alarm Association Board of Directors. As Liaison between the two Associations, the National Liaison Director shall represent the interests of the Tennessee Burglar and Fire Alarm Association and endeavor to keep both Associations apprised of items of mutual interest.

ARTICLE IX COMMITTEES AND THEIR DUTIES

Section 1. There shall be the following standing committees:

- A. **Executive Committee.**
 - (1) The Executive Committee shall consist of five (5) voting members and one (1) nonvoting member: the Association President, as chairman, the President-Elect, the Immediate Past President, two members selected by ballot from among the Board of Directors at its first meeting of each calendar year, and the Executive Director who shall be non-voting. A majority of the voting members shall constitute a quorum at any duly called meeting of the Executive Committee. The President shall call meetings of the Executive Committee as the business of Association

may require, or a meeting shall be called by the Executive Director upon request of three (3) voting members of the Executive Committee.

(2) The Executive Committee may act in place and stead of the Board of Directors, between meetings of the Board of Directors, on all matters except those specifically reserved to the Board of Directors by the Bylaws. Within sixty (60) days thereafter, at a meeting of the Board of Directors or by mail, actions of the Executive Committee shall be reported to each member of the Board of Directors for ratification.

(3) The Executive Committee shall appoint the Executive Director and fix his/her term of office and compensation with the approval of the Board of Directors.

B. Nominating Committee.

(1) The Immediate Past President, the President-Elect, one (1) prior Past President, one (1) Regular Member in good standing and one (1) Associate Member in good standing shall be members of a Nominating Committee for the purpose of nominating officers and directors for the Association. The President may appoint other members to serve on this nominating committee, if either of the indicated officers are unable to serve.

(2) Members of this committee shall be appointed by the president not less than ninety (90) days prior to the annual meeting.

(3) The Immediate Past President shall serve as chairman of the Nominating Committee and shall schedule all necessary meetings.

(4) At least sixty (60) days prior to the annual meeting, the Nominating Committee shall propose and submit to the President, the Secretary, and the Executive Director, if any, a nomination for each of the elective offices of the Association to be elected for the coming year. These nominations shall be listed in the notices sent accordance with Article X of these Bylaws.

- a. The Nominating Committee shall be guided in nominations for the offices of the Regional Vice-Presidents by recommendations from each respective Region.
- b. The Nominating Committee shall obtain the prior consent of any person nominated for a given office.

C. Membership Committee. The Membership Committee shall advise and suggest ways and means of promoting membership building and retention. The Membership shall investigate prospective members to determine the appropriate classification and suitability for membership and make appropriate recommendations to the Board of Directors.

D. Education Committee. The Education Committee shall cooperate with the Board of Directors and the NBF AA in developing training and certification programs, educational conferences and seminars, and the educational phase of the annual Association meeting. All efforts of this committee shall be directed towards the goal of improving and developing the capabilities and professionalism of the members of the Association.

E. Legislative Committee.

(1) The Legislative Committee shall advise the Association and the Board of Directors on legislative matters that may be of interest or have impact upon the Association and its members.

(2) The Legislative Committee, subject to the limitations of ARTICLE III of these Bylaws and under the direct supervision of the Board of Directors, shall act as a liaison between the Association and governmental bodies and individuals involved within the legislative and/or regulatory process affecting the Association. Members of the Legislative Committee shall voice only those opinions and policies approved by the Board of Directors when representing the Association.

F. Convention Committee. The Convention Committee shall assist the Board of Directors in formulating the official program and order of business for the Annual Meeting of the Association. The Chairman of the is committee shall be appointed by the Association President.

G. Audit Committee. The Audit Committee shall audit or cause to be audited all of the Associations financial policies and records. This shall be done on not less than an annual basis and a suitable report made to the Board of Directors. Within 90 days after the end of the calendar year.

H. Bylaws Committee. The Bylaws Committee shall review the Association Bylaws along with any proposed updates, changes and/or amendments and make appropriate recommendations to the Board of Directors. The Chairman of the Bylaws Committee or representative thereof shall, at the meeting where such changes shall be voted upon, present to the Association the proposed changes along with the recommendations of the Board of Directors.

I. **Long Range Planning Committee.** The Long Range Planning Committee shall review the Objectives, existing long range plans of the Association. Subsequent to this review, this committee shall make appropriate recommendations for a plan of action to the Board of Directors.

Section 2. Each standing committee shall serve for a term of one (1) calendar year or until its successor is appointed.

Section 3. Special committees, authorized by the Board of Directors, shall be appointed by the President and shall perform such duties as may be defined in their creation.

Section 4. All committees shall consist of at least three (3) members. Each committee shall be responsible to the President and shall make such reports as may be directed. All chairpersons and the members of committees shall be subject to removal by the President.

ARTICLE X MEETINGS

Section 1. The annual meeting of the Association shall be scheduled for not later than December 31st of each year. The time and place of such meetings to be determined by the Convention Committee subject to the approval of the Board of Directors.

Section 2. Special meetings for the purpose of conducting the Association's business shall be called by the President whenever:

- A. He shall deem the same necessary.
- B. He shall be called upon to do so by a majority of the members of the Board of Directors.
- C. He shall receive written request of one-third (1/3) of the Regular Members.

Section 3. Not less than 30 days before the date of the annual or any special general meeting of the Association, the Secretary shall give written notice of the meeting to all members. Written notice shall include notice of the day, time and place of the meeting, any known resolutions or items of business to be presented, and the agenda and/or order of business. Included with the Notice shall be advance registration forms and a schedule of fees, if any.

Section 4. Voting members present at a properly called meeting shall constitute a quorum for the transaction of business at any regular or Board Meeting of the Association.

Section 5. Each member authorized to vote shall have one (1) vote on any question and may vote only in person. There shall be no voting by proxy. Unless otherwise specifically provided by these Bylaws a majority vote of those members present and voting shall govern.

Section 6. Whenever a question arises which requires a membership vote and in the judgement of the Board of Directors it is not expedient to call a special meeting of the members for the specific purpose, the Board of Directors is hereby vested with authority to submit the issue by mail ballot to the voting membership for decision. Questions and issues presented in this manner shall require a response of not less than thirty (30%) percent of the Association Membership whereupon a majority of the members casting votes shall have the same force and effect as if the issue had been voted upon at a meeting of the Association. However, Bylaws may only be amended as prescribed in Article XXIV1, XXV, XXV.

ARTICLE XI FINANCE

Section 1. The fiscal year shall begin January 1st and terminates December 31st, annually.

Section 2. Trust or surety bonds shall be furnished by the Secretary, Treasurer, Executive Director (if any), and such other officers of the Association as the Board of Directors shall direct. The amount of such bonds shall be determined by the Board of Directors and the cost paid by the Association.

Section 3. The Board of Directors shall at their first regular meeting, approve and adopt a balanced budget concerning the total anticipated income and expenses for the ensuing year. The officers or Board of Directors shall not obligate the Association in excess of the anticipated budget without the approval of the membership.

Section 4. All fees, dues, and other monies constituting the revenue of this Association shall be deposited in the name of the Association in such location and manner as designated by the Board of Directors.

Section 5. All checks, drafts, notes or other obligations of the corporation shall be issued under the direction of the Treasurer. The Board of Directors shall designate the official or officials who shall sign checks and/or other negotiable instruments. All negotiable instruments exceeding Two Hundred (\$200.00) Dollars shall require two (2) signatures one of which shall be that of the Treasurer.

Section 6. The necessary expenses of all Association officers and/or Directors (including the Executive Director) when engaged in business of this Association may be paid by the Association in accordance with the provisions of the budget.

ARTICLE XII INDEMNIFICATION

Section 1. The Association shall indemnify any and all of its Directors, Officers and Employees or former Directors, Officers or any person who may have served at its request as a Director or Officer of another entity, from any suit or proceeding, by reason of the fact that he or she was or is a Director, Officer, Employee or Agent of the Association or is or was serving at the request of the Association as a Director, or Officer of another entity, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, if said person acted in good faith, in a manner he or she believed to be in the best interest of the association and had no reason to his or her conduct was unlawful. Provided, however, no indemnification shall be made in respect to any suit or proceedings as to which such Director, Officer or Employee shall be judged to have committed an act including wanton or willful misconduct in the performance of his or her duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any agreement, vote of members of the Association or otherwise.

ARTICLE XIII DUES, INITIATION AND ASSESSMENTS

Section 1. Initiation fees and annual dues for all classes of membership shall be determined from time to time by a majority vote of the Board of Directors subject to the approval of a majority of the members present and voting at a specially or regularly called meeting of the Association.

Section 2. Dues shall be paid annually in advance, on the first day of each Calendar year.

Section 3. The Board of Directors may, when they deem it advisable, assess the cost of any contemplated program of the Association against the members, in addition to their dues, provided that such assessment be approved by a two-thirds vote at any regular meeting (or special meeting called for that purpose) of the membership of the Association.

Section 4. All members shall have dues and assessments paid in full to be considered in good standing. Any member over sixty (60) days delinquent in payment of dues or assessments shall be notified by the Treasurer that continued delinquency could result in suspension of membership. Any member over ninety (90) days delinquent in payment of dues or assessments may be suspended from membership by action of the Board of Directors.

ARTICLE XIV REPORTS

Section 1. An annual report, as required by the Internal Revenue Service, shall be submitted by the Secretary to the Internal Revenue Service on an official form furnished by the Internal Revenue Service.

Section 2. An annual report, shall be filed by the Secretary with the Tennessee Secretary of State on forms or in a format such as that office may require.

ARTICLE XV USE OF NAME AND EMBLEM

Section 1. Members of the Association shall be entitled to wear the emblem and/or other insignia, as may be from time to time be adopted by the Board of Directors. Members may also designate their membership by using the name and/or logo of the Association on the letterheads, advertising or business cards.

Section 2. The titles of Tennessee Burglar and Fire Alarm Association, TBFAA, and any emblem, seal or insignia of the Association shall not be used for purposes other than those authorized by the Board of Directors.

ARTICLE XVI GRIEVANCE PROCEDURE

Section 1. Upon receiving written report of a grievance against any Member of the Association, the President shall promptly appoint a Grievance Committee to begin investigation of the matter.

Section 2. The Grievance Committee shall consist of three (3) disinterested and impartial members; one (1) who shall be from the region wherein the complaint originated and the remaining two (2) shall be from other regions. One (1) of the members shall be a Regional Vice-President who shall serve as the Committee Chairman. All grievances must be sent to the three (3) members of the Grievance Committee at least thirty (30) days prior to the regularly called meeting of the Board of Directors. The procedure is as follows:

- A. The Complainant shall submit the grievance in writing setting forth:
 - (1) Complainant's name and address.
 - (2) The Trade name, personal name and address of the accused party.
 - (3) The nature of the complaint with any pertinent documents and/or information. Attach supporting data, places, pictures, advertising clips and/or other applicable items.
- B. Preliminary investigation will be made by the Committee Chairman. A report the results of this preliminary investigation shall be submitted to the other members of the Grievance Committee for a decision whether or not to proceed with a full hearing. In any case, a full report shall be made to the Board of Directors.
- C. If the preliminary investigation indicates that the grievance may be substantiated, a mutually agreeable time shall be set for a meeting of the accused and his accusers. Hearing shall be Presided over by the Vice-President and the two (2) members of the Grievance Committee.
- D. The Chairman of the Grievance Committee is to make a report of the Committee's findings to the Board of Directors in writing. If not resolved, complainant and defendant must be notified to appear before the Board of Directors.

Section 3. In the event the Board of Directors shall find a member responsible or guilty of the accusation, the Board may upon majority vote impose one of the following sanctions:

- A. Warning
- B. Remanded to Probationary Member status.
- C. Dismissal from the Association.

Section 4. Involved parties shall be notified within two (2) weeks from the hearing of Board of Directors' decision.

Section 5. Matters not resolved by the Board of Directors shall be presented at the annual meeting of the Association provided a minimum of thirty (30) days notice has been given to all parties concerned.

ARTICLE XVII BOARD OF DIRECTORS ORDER OF BUSINESS

Section 1. The order of business at any regular meeting of the Board of Directors shall be:

- A. Reading of Minutes
- B. Report of Officers
- C. Report of Committees
- D. Unfinished Business
- E. New Business
- F. Adjournment

Section 2. The Agenda and Order of Business at any meeting of the Board of Directors may be amended or changed by a majority vote of the Board.

ARTICLE XVIII NOTICE AND WAIVER OF NOTICE

Section 1. Any notice required by statute or by these Bylaws to be given to the members or to any officer of the Association, shall be deemed to be sufficient to be given by depositing the same in a post office box, in a sealed, postpaid wrapper, addressed to such member or officer at their last known address and such notice shall be deemed to have been given at the time of such mailing. Notice of meetings whether of the membership or the Board of Directors shall be given at least thirty (30) days prior to the scheduled meeting except as agreed by waiver of notice.

Section 2. Whenever any notice is required to be given under the provisions of any statute, or of the Certificate of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the date stated thereon, shall be deemed equivalent thereto.

**ARTICLE XIX
PARLIAMENTARY AUTHORITY**

Section 1. ROBERT'S RULES OF ORDER (Latest Revision) shall be the parliamentary authority for matters of procedure not specifically covered by the Constitution and Bylaws of this Association.

**ARTICLE XX
SUSPENSION AND EXPULSION OF MEMBERS**

Section 1. The Board of Directors may recommend for expulsion any member it may decide has been guilty of making false reports to the Association, or to have violated any agreement, lawfully and formally entered into with the Association, or who fails to continue to fulfill all the standards and requirements for membership, or has been convicted of a felony.

Section 2. Dues invoices shall be mailed no later than November 15th and due on January 1st. Members will receive a second notice on February 1st. If dues are not received by March 1st, the member will be suspended from the Association and so notified by the Secretary. If dues are not paid by April 1st, the member will be removed from membership and so notified by the Secretary.

**ARTICLE XXI
RESIGNATION**

Section 1. Members in good standing may resign at any time, upon filing a written statement to this effect with the secretary, provided all obligations as to dues for the current year have been met.

**ARTICLE XXII
LEGAL COUNSEL**

Section 1. Such legal Counsel as may be considered necessary shall be selected by the Board of Directors, which shall also designate contract terms, specific matter or matters to be handled by Counsel, and whenever possible, fees and/or retainers.

**ARTICLE XXIII
OFFICIAL PUBLICATIONS**

Section 1. The Board of Directors shall publish, or cause to be published, under its direct supervision and control, an official publication for the Association. This publication shall be mailed to each member of the Association on a periodic basis.

Section 2. The Board of Directors shall annually publish or cause to be published under its direct supervision and control, an official Directory listing all officers and members of the Association,

**ARTICLE XXIV
MASCULINE AND FEMININE GENDERS**

Section 1. Wherever in these Bylaws reference is made to the words "him," "he," "his," and similar references shall be deemed to include, as appropriate, "her," "she," "hers," and similar references, to the end that all distinction between the male and female sexes, for the purposes of these Bylaws, shall be deemed eliminated.

**ARTICLE XXV
AMENDMENTS**

Section 1. The Bylaws may be amended by a two-thirds majority of those present and voting at a regularly called Association meeting under the following conditions:

- A. Proposed amendments submitted by voting members shall be received by the Secretary at least ninety (90) days prior to meeting of the Association at which they will be voted upon.
- B. Within thirty (30) days of receipt by the Secretary, the proposed amendment(s) shall be submitted to the Bylaws Committee for review and recommendations.
- C. A written notice setting forth the proposed amendment verbatim shall be sent to each voting Member at least thirty (30) days before the meeting of the Association at which the amendment will be voted upon.

Section 2. The form and language of all proposed amendments must have the approval of the Bylaws Committee before being reviewed by the Board of Directors or presented to the Association.

- A. All proposed amendments must be submitted by the Bylaws Committee to the Board of Directors, which shall consider and recommend the action to be taken by the Association. That report, however, shall be regarded only as an opinion or recommendation.

Section 3. Amendments shall become effective upon adjournment of the Association Meeting at which they are adopted, unless otherwise stated.

ARTICLE XXVI DISSOLUTION

Section 1. In the event of dissolution of the Association and after payment of all debts and other obligations, the assets of this Association shall be dedicated or transferred only in accordance with the objectives set forth in Article II of these Bylaws as a vote of two-thirds (2/3) of all members shall decide.

Notes:

Amendments creating the office of President-Elect adopted at 1991 annual convention in Chattanooga, Tennessee. General revision creating office of National Liaison Director, Fire Alarm Director and requiring State license for Regular Membership adopted at 1993 annual convention in Fairfield Glade, Tennessee. Amendments creating a fifth (Upper East) regional division, requiring two-thirds vote for Bylaws amendment, requiring two-thirds vote for assessments, and prohibiting proxy voting were passed at the 1994 annual convention in Memphis, Tennessee. The amendment allowing Associate members to vote on Associate Members on the Board of Directors will be voted upon at the 1996 Annual Convention in Nashville.

In 2008, amendments were approved that required the President-Elect to have previously served on the Board of Directors and that the Treasurer have served on the Board of Directors for not less than two full years.

In 2009, amendments were approved that:

1. Changed the official address of the Association
2. Allowed the Board to vote by electronic media
3. Provided a mechanism for removing officers and directors from office
4. Amended slightly the procedure for Bylaws changes
5. Created an Executive Committee

Sections with the most recent amendments are marked with a vertical bar in the margins.