

**BYLAWS
of the
MARYLAND, D.C., VIRGINIA AUTOMATIC FIRE ALARM ASSOCIATION**

Rev Date 3/6/20

Article I – Name and Purpose

Section 1. Name

1.1 Maryland, D.C., Virginia Automatic Fire Alarm Association (Hereinafter referred to as MD-DC-VA AFAA)

It shall be a general non-profit association under the Laws of the State of Maryland. The address of the association shall be the treasurer's address provided they are a Maryland resident, otherwise it will be the highest-ranking member on the Board of Directors that is a Maryland resident.

Section 2. Purpose

- 2.1 Promote the advancement of fire and life safety in the Maryland, D.C., and Virginia area by:
- 2.1.1 Fostering and improving the codes and standards of the fire alarm industry and the relationships among various individuals and groups with a vested interest in the automatic fire alarm industry through open discussion forums, training, and similar events.
 - 2.1.2 Making buildings safer through proper application of automatic fire alarm and related system codes and standards and encouraging knowledgeable representation on all major building and fire code panels as well as state and local code making bodies.
 - 2.1.3 Assisting in educating all levels of the industry to properly apply, design, install, use, and maintain automatic fire alarm systems
 - 2.1.4 Promoting technical competence within the industry through the NICET Certification process as well as through continuing education.
 - 2.1.5 To exercise all the powers of a non-profit corporation formed under the general laws of the State of Maryland which are necessary or convenient in order to accomplish the above-described purposes

Article II Membership

Section 1. Eligibility for Membership

- 1.1 Members must be paid in full and registered with Automatic Fire Alarm Association (AFAA) National and have selected the MD-DC-VA Chapter as their local chapter
- 1.2 To be a member in good standing and receive a Local Chapter Membership Certificate with voting privileges they must attend at least one of the four general meetings during the annual cycle.
- 1.3 Membership may be revoked by a majority vote of the Board of Directors and or general membership.

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Section 2: Annual Dues

- 2.1 The Board of Directors will have the authority to impose dues and or other fees as needed to maintain the financial stability of the association.

Section 3: Rights of Members

- 3.1 Each member in good standing shall have a vote in the election of the Board of Directors.
- 3.2 When a letter ballot is authorized by the Executive Committee on any matter it shall require that the results be agreed to by a majority of those responding but, not less than half of the Executive Committee and, in the case of changes to the bylaws, majority vote of the eligible voters present.

Section 4: Non-voting Membership

- 1.1 The Board of Directors shall have the authority to establish and define non-voting categories of membership.

Section 5: Transfer of Membership

- 5.1 Membership in this association is not transferable or assignable.

Article III Meetings of Members

Section 1. Regular Meetings

- 1.1 Regular meetings of the members shall be held quarterly, at a time and place designated by the Board of Directors.

Section 2. Annual Meetings

- 2.1 An annual meeting of the members shall take place in the month of June, the specific date, time and location of which will be designated by the Board of Directors.

Section 3. Special Meetings

- 3.1 Special meetings may be called by the President, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

Section 4 Notice of Meetings

- 4.1 Notice of each meeting shall be provided to the membership by email or other acceptable means not less than four weeks prior to the meeting.

Section 5. Quorum

- 5.1 A quorum for a meeting of the members shall consist of at least twenty percent (20%) of the active membership.

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Section 6. Voting

6.1 All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Section 7. Minutes

7.1 The Secretary shall maintain the minutes of each meeting and shall be reviewed and approved at each subsequent meeting.

Section 8. Topics of Discussion

8.1 There is no limit to the range of topics that may be presented however it shall never be a platform for a “sales pitch” for a specific product or procedure.

8.2 No presentation shall endorse, represent for the purposes of collecting, advocating and/or campaigning for, any political candidate, office holder, political position or stance at any association sponsored or required meeting.

Article IV - Board of Directors

Section 1. General Powers

1.1 The affairs of the association shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the association.

Section 2. Number, Tenure, Requirements, and Qualifications

2.1 The number of directors shall be decided by the directors but shall consist of no less than five (5) nor more than ten (10) including the following officers: President, Vice-President, Secretary, and Treasurer and shall comprise the Executive Committee. Other directors will be Membership Chair, Event Chair, Website Chair, and Director of AHJ (Authority Having Jurisdiction) Communications.

2.1.1 The Director of AHJ Communications shall be, at the time of election to the Board, an active employee of a governmental or quasi-governmental authority having jurisdiction

2.2 The elected officers, except for the Director of AHJ Communications, shall not serve in the same capacity for more than one term. A term shall be defined as two (2) calendar years commencing at the regular meeting in which the election of officers is held.

2.3 All directors must have and maintain an active member status as outlined in Article II.

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2.4 Election of Directors-

Election of Directors - Directors shall be elected from among those members presented by a Nominating Committee, selected by the incumbent Board whose purpose is to accept nominations for Board positions, create the ballot being put forth to the membership and count the votes at the election, and those nominated from the floor at the annual meeting or by petition supported by the signatures of at least five (5) voting members and submitted to the Board of Directors meeting preceding the annual meeting. The nominees of the Nominating Committee and those nominated by petition shall be presented to the membership with the agenda for the annual meeting and voting will take place at the annual meeting. To ensure diversity of the board, only 1 representative from any group, company, or organization shall be allowed on the ballot.

2.5 No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

2.6 The outgoing Directors shall attend, in a non-voting capacity, the first meeting of the new Board. The official records of the Association shall be transferred to the new Board at this meeting.

2.7 At the first meeting of the Board following an election it shall be decided which position each individual will be assigned by nomination and election amongst the Board. Previously holding a position on the Board shall not be the qualifying factor for any new or resumed position. The executive committee positions will be decided first starting with the president, vice president, secretary, and then treasurer.

2.8 All Board Members shall serve without compensation.

2.9 Meetings - The Board of Directors shall schedule at least four (4) regular meetings during each year. Locations are as determined by the Board of Directors. Notice of such meetings shall be by the President through the Secretary, at least four (4) weeks in advance of the meeting date. The annual meeting will be held in June, Election of the board of directors will be held every 2 years at the annual meeting.

2.10 Special Meetings - Special Meetings may be called by the President at his discretion to consider matters of urgency if they arise. The time and place shall be determined by the President, who shall notify all Board Members at least ten (10) days in advance of the meeting date. Notice shall include an agenda of the item(s) to be considered and the reason for their urgency. Emergency meetings shall require minimum advance written notice by email or other means.

2.11 Quorum- At any regular or special meeting properly convened, a quorum shall consist of at least half of the Board of Directors, excluding those positions which are vacant. Any vote will require a simple majority of such members.

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Section 2 - Attendance

2.1 The attendance of board members at all meetings is necessary for the welfare of the organization. If for any reason it becomes necessary for a board member to miss more than one quarter of the organization's meetings (both regular and special) during a fiscal year, the member may be considered to be removed and replaced from the board and the position shall be filled at the discretion of the board of directors

Section 3 – Vacancy

3.1 A vacancy in any office due to death, resignation, removal or otherwise shall be filled at the discretion the Board of Directors for the unexpired term where deemed necessary by the board.

Section 4 – Continuity of Operations

4.1 The Board of Directors shall maintain a continuity of operations plan for ease of transition and to provide for an accurate list of duties each member is responsible to perform or oversee.

Article V - COMMITTEES

Section 1 – Committees

- 1.1 The President shall have the power to appoint any committee(s) they shall deem necessary for the purpose of carrying out any duties that will aid in accomplishing the objectives of the Association.
- 2.1 Participation in committee activities shall be open to and expected of all members of the Association, regardless of classification.
- 3.1 Appointments to represent the MD-DC-VA AFAA on the committees or boards of other organizations shall be made and reviewed annually by the President with the advice and consent of the Board of Directors.

Article VI - DUES, FEES AND FISCAL YEAR

Section 1 - Fiscal Year

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

Section 2 – Dues

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- 2.1 All membership dues are paid to and managed by the National AFAA
- 2.2 Dues and fees required for general membership meetings and/or local chapter membership shall be determined at the discretion of the Board of Directors as necessary.
- 2.3 The Board of Directors, upon approval of the majority of the voting membership, shall have the authority to assess each member an additional amount per year, as the financial condition of the Association may require.
- 2.4 The Board of Directors shall have the authority to increase the dues structure, not to exceed 25 percent per annum.

Article VII - TERMINATION OF MEMBERSHIP

Section 1- Termination

- 1.1 The membership of any member may be terminated by reason of any of the following:
 - 1.1.1 Written resignation sent to the Board of Directors.
 - 1.1.2 Non-payment of dues, assessments or other obligations to the Association.
 - 1.1.3 By the vote of two-thirds (2/3) of the members of the Board of Directors present at a regular or special meeting for actions detrimental to the Association.
- 1.2 A member so charged shall be given an opportunity to be heard by the Board of Directors and may appeal the board's decision to the full membership.

Article VIII – Conflict of Interest and Compensation

Section 1: Purpose

- 1.1 The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Association) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

- 2.1 Interested Person:
Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- 2.2 Financial Interest
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

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- 2.2.1 An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - 2.2.2 A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
 - 2.2.3 A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.
- 2.3 Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- 2.4 All investigations, disputes and/or allegations of a conflict of interest shall be submitted to and addressed by the Board of Directors.

Section 3. Procedures

- 3.1 Duty to Disclose- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors considering the proposed transaction or arrangement.
- 3.2 Determining Whether a Conflict of Interest Exists- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- 3.3 Procedures for Addressing the Conflict of Interest-
 - 3.3.1 An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - 3.3.2 The President of the Board of Directors shall, where appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - 3.3.3 After exercising due diligence, the Board of Directors shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - 3.3.4 If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- 3.4 Violations of the Conflicts of Interest Policy-

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- 3.4.1 If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- 3.4.2 If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

- 4.1 The minutes of the Board of Directors meeting involving conflict of interest matters shall, at a minimum, contain the following information:
 - 4.1.1 The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors decision as to whether a conflict of interest in fact existed.
 - 4.1.2 The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- 5.1 A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
- 5.2 A voting member of any committee or the General Membership whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
- 5.3 No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article IX- AMENDMENTS

Section 1. Amendments

- 1.1 These bylaws may be amended, altered or repealed only by a majority vote of the eligible voters present at a regular or special meeting duly called in accordance with the aforementioned Articles provided that the notice of the meeting shall have included notice that a change in the bylaws will be considered along with a general statement of the intent, and if possible, a text of the changes proposed.

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Article X- INDEMNIFICATION

Section 1. General

1.1 To the full extent authorized under the laws of the State of Maryland, the Association shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Association, or any person who may have served at the Association's request as a director or officer of another Association (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnatee"), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnatee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnatee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

2.1 Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnatee to repay such amount if it shall ultimately be determined that such indemnatee is not entitled to be indemnified hereunder.

Section 3. Insurance

3.1 The Association may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Association would have the power or obligation to indemnify such person against such liability under this Article.

Section 4. Notice

4.1 All announcements and web pages of the association shall include the standard liability clause as noted here: "This website was prepared as a service to the MD-DC-VA AFAA community. Neither the MD-DC-VA AFAA nor any of its board members makes any warranty, expressed or implied, or assumes any legal liability or responsibility for the accuracy, completeness, or usefulness of any information, product, or process disclosed, or represents that its use would not infringe on privately owned rights. Reference herein to any specific commercial products, process, or service by trade name, trademark manufacturer, or otherwise, does not necessarily constitute or imply its

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endorsement, recommendation, or favoring by the MD-DC-VA AFAA. The opinions of the authors expressed herein do not necessarily state or reflect those of the MD-DC-VA AFAA and shall not be used for advertising or product endorsement purposes.”
and/or:

“MD DC VA AFAA Board of Directors and any guest speaker shall not be held legally liable for any commentary while presenting topic material for any meeting presented to the general membership. All information presented to the MD DC VA AFAA membership is for general information purpose only. If any issues are on the floor for general discussion these issues cannot be construed as the resolutions to any problem. The MD DC VA AFAA is format for general discussion only.”

Article XI - RULES OF ORDER

Section 1. Meetings-

1.1 All meetings shall be conducted under Robert’s Rules of Order.

Article XII - WAIVER OF NOTICE

Section 1. Waiver-

1.1 Whenever any notice is required to be given under the provisions of the Non-profit Association requirements of the State of Maryland under the provisions of these bylaws or the Articles of Association of this Association, a waiver thereof, in writing, signed by the persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

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ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this Association, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 9 preceding pages, as the Bylaws of this Association.

ADOPTED AND APPROVED by the Membership and/or the Board of Directors on this ____ day of _____, 20__.

Ken Mazza, President - MD-DC-VA AFAA Assoc.

ATTEST: Lisa Sheriff, Secretary - MD-DC-VA AFAA Assoc.

ATTEST: Dave Steury, Vice President/Treasurer - MD-DC-VA AFAA Assoc.

