



THE WASHINGTON BURGLAR AND FIRE ALARM ASSOCIATION

A Corporation organized under the Washington Nonprofit Corporation Law

BYLAWS

ARTICLE I

Name

The official name of this corporation shall hereafter be “The Washington Burglar and Fire Alarm Association” as set forth in its revised Articles of Incorporation, and shall retain the rights in its former name, The Washington Alarm and Security Association, the name of original incorporation, as a tradesman.

ARTICLE II

Purpose

The members of the Association shall associate together in order that they may, through mutual aid and cooperation, better advance the welfare of all and promote the highest standards of performance, conduct and ethics in the burglar and fire alarm industry. The Association shall not engage in any activities which would serve to facilitate the private interest of any member nor shall it engage in any activity which would constitute a regular business of a kind ordinarily carried on for profit. Funds necessary to carry out the purposes of the Association shall be derived exclusively from dues and assessments as hereinafter provided. The Association does not contemplate nor will it permit pecuniary gain or profit, incidental or otherwise to inure to the benefit of any individual member. This Association may, at the discretion of the Association and as directed by the membership, associate itself as a statewide chapter of a larger national trade association.

ARTICLE III

Structure

Section 1. (General) The Association shall consist of Regional Chapters and their Chapter Officers and members, coordinated by a State Board of Directors who may employ an Executive Director.

Section 2. (Officers)

- (a) There shall be a State Association and State Officers who shall have general supervision of the affairs of this association. The State Board shall be composed of representatives of the chapters as hereinafter directed by Article. IX, Section 2, paragraph (g).
- (b) A Nominating Committee appointed by the State Board representatives shall nominate persons from among the State Board representatives to fill the State Board positions of State President, Vice President, Secretary, Treasurer, Sergeant At Arms, and such other offices as the Board may from time to time establish. The election for these positions shall be by written ballot by all voting members in good standing from all active chapters of the Association. The Chair of the Nominating committee shall supervise the mailing, collection, and tallying of all votes and certify to the State Board the results of such balloting. The Chair shall also notify the Executive Director of the results of the balloting, who in turn shall report such certification to the general membership. If the post of Executive Director were vacant, this responsibility shall fall to the Secretary. The newly elected (or re-elected) President shall call a State Board meeting within 30 days of the certification and begin formal administration of the State Association.
- (c) The term “President” as used in this Association shall be reserved for the person elected to the position of chief executive officer of the State Association by the State Board. The chief executive officer of each individual chapter hereof shall be identified as the Chapter Chair.

Section 3. (Chapters) A new chapter may be formed subject to the directions and approval of the State Board and in conformity with the requirements of these bylaws. Any new chapter must be organized by not less than five (5) current members in good standing from the same geographic region who desire to form a new chapter. They may petition the State Board for consideration stating their reasons why they feel such a new chapter to be necessary. The State Board shall consider and weigh the options and impact of such an action, and render a decision on the petition for charter, and such decision of the State Board shall govern.

Section 4. Where not specifically directed otherwise, the conduct of the State Board shall be in compliance with these bylaws, and where the term “Chair” is used it shall be interpreted to apply also to the State President and where the terms relating to other officers and to Boards is used, it shall be interpreted to apply to the State positions as well, unless another section specifically applies to the State level posts.

ARTICLE IV
Membership

Section 1 (Membership) The membership of the Association shall consist of:

- (a) Regular Members (Voting). Primary membership in the Association shall be open to any individual, partnership, firm or corporation primarily and currently in the business of design, installation, maintenance and monitoring of burglar or fire alarm systems and in the possession of appropriate and current licenses and/or certificates as required by law.
- (b) Associate Members (Voting). An associate member shall be an individual, partnership, firm or corporation who is engaged in supplying services or products to the industry or who is acceptable to the association but is not otherwise qualified for regular membership. This membership will enjoy the same privileges & voting rights as a regular membership.
- (c) Honorary Members (Non-Voting). An honorary members is a person who has performed distinguished service for the nation, community, industry or Association and who is elected by unanimous vote of the Board of Directors. Honorary membership does not constitute membership for this person's firm or corporation.
- (d) Complimentary Members (Non Voting). A complimentary membership may be granted by vote of the Board of Directors to any person whose service or activities are of assistance to the Association. Complimentary membership shall also be open to other individuals from any partnership, firm or corporation which already has an active voting membership as defined above. Complimentary memberships are subject to annual renewal by the board.
- (e) DBA Listing (Non-Voting). Any regular member wishing a DBA ("doing business as" tradename) listing shall provide through the Secretary of State, a document stating such a DBA is in effect. This listing does not include voting rights and attendance requirements. Scheduled DBA annual dues shall apply. The parent organization's regular membership in good standing must remain in effect.

Section 2. (Procedure) All candidates for membership shall submit an application to the Association and a non-refundable application fee as established by the State Board of Directors. The application shall be made on such form as the state Board of Directors shall prescribe. The application and fee shall be forwarded immediately to the Chapter membership committee chair, who shall present the name of the prospective member to the Chapter. The applicant shall be voted on by the chapter membership and shall be accepted by a simple majority vote at any chapter general meeting at which a quorum of voting members in good standing is present.

ARTICLE V
Voting Rights

Section 1. (Voting) Each voting membership shall be entitled to cast one vote if in good standing. A regular member may designate a proxy in that member's absence.

Section 2. (Limitations) No Honorary or complimentary member may be entitled to vote, unless elected by general membership to an office.

Section 3. (Transfer and Representations)

- (a) A member in good standing who retires or resigns from the industry may retain membership in the Association as a complimentary member.
- (b) If a company changes majority ownership, it shall submit a letter of resignation and take out a new application form, paying full fees therefor, but with a credit allowed for the prior fee paid. Membership status of this new business shall be at the discretion of the chapter as outlined herein for approval of new members.

Section 4. (Good Standing) Good standing shall be defined as a member current in dues and assessments, and meeting all other requirements of the bylaws of the association.

ARTICLE VI
Membership Fees, Dues and Assessments

Section 1. Purpose) The Association is formed as a non-profit organization for the purposes set forth in these by-laws. In order that these purposes may be fairly accomplished, members shall pay certain service fees and assessments to the Association chapter within 30 days of the presentation of an invoice therefor.

Section 2. (Determination of Fees) All dues, fees and assessment schedules for the chapters and state association levels shall be submitted for approval to the respective membership constituencies in the form of recommendations from the respective Boards. Approval shall be by a majority vote of a quorum of voting members in good standing in any association general membership meeting. A State Budget and schedules for the coming fiscal year shall be submitted to the State Board no later than November 15th of the year previous, and shall be subject to ratification by the State Board.

Section 3. (Payment) Each member shall be responsible for the prompt and timely payment of its respective service fees, dues and assessments.

Section 4. (Classification)

- (a) Honorary and complimentary members shall pay no assessments, fees or dues
- (b) Annual dues shall be based on the current schedule as approved by Chapter, State and National Boards as provided herein.

ARTICLE VII

Payment of Membership Fees, Dues & Assessments

Section 1. (Obligation)

- (a) The fiscal year of this Association is January 1st to December 31st.
- (b) The service fees for all members are due and payable annually in advance on December 31st for the fiscal year beginning the following January 1st.

Section 2. (Delinquency)

- (a) Delinquency and termination for non-payment shall be in accordance with the bylaws of the National Burglar and Fire alarm Association or such other national organization with which the State Board may choose to associate as delineated in Article II hereof, or such regulations as the Board may from time to time enact by resolution and publish.
- (b) No member while recorded delinquent shall be privileged to vote, claim the benefits of membership or be entitled to publications, listings or services from the Association or Association Chapter.

ARTICLE VIII

Board of Directors

Section 1. (Chapter Board Members)

- (a) Chapter Board members shall be the Chair, Vice Chair, Secretary, Treasurer, Sergeant At Arms, and Past Chair. The majority of the board members shall be regular members as defined in Article IV.
- (b) Each board member shall have one (1) vote.
- (c) Term of Office:
 - (1) The term of office of each Board member shall begin June 1st of each election year. In the case of mid-term appointment to fill a vacancy the appointed Board Member shall be permitted to serve if nominated and elected at the following year's election.
 - (2) In the event of death, resignation, or other vacancy or absence of a member of the Board of Directors, the vacancy shall be filled by a member in good standing appointed by the Chair, with agreement of the Board. In the case of a vacancy in the office of chair, the Vice Chair shall become Chair and fill that office as an appointee for the remainder of the current term.

Section 2. (Board Rules) These rules shall govern the Board of both the chapters and the State association:

- (a) The Board may establish rules governing its own conduct and procedures and have express or implied authority if not inconsistent with the laws of the State of Washington or the by-laws of the State Association. The Boards shall have full supervision of the business management of their Association Chapters and the State Association respectively and report thereon annually.
- (b) A quorum for the transaction of all business at any chapter meeting shall be one third of the voting members in good standing in attendance at a general membership meeting of that chapter. A quorum for a Board meeting for conducting business at a chapter or state board shall be two thirds of the Board members.
- (c) An officer shall receive reimbursement from the Association or Chapter only for such expenses as are approved by the Board of Directors.
- (d) The Board may make and enforce rules for suspension and expulsion of Board members from the Board for non-attention to duties. A $\frac{3}{4}$ affirmative vote of the voting membership present shall be required for the ratification of any expulsion recommended by the Board. At least twenty (20) days advance written notice to all voting members in good standing, including the officer proposed to be expelled shall be required prior to any such expulsion vote. The officer proposed to be expelled shall be notified of the reasons for the proposed expulsion, and such reasons shall also be shared with the voting membership prior to any such vote at the meeting at which the vote is to be taken. Any member in good standing as well as the officer in question shall have the opportunity to make any statement in their defense. The voting shall be conducted by written secret ballot, and the results of the vote, both for and against, shall be announced immediately. Due to the sensitive nature of such proceedings, any meeting where such a vote is to occur shall be declared a special closed meeting, to be attended only by those eligible to vote and shall not coincide with any regular meeting. All members shall respect the sensitivity of such proceedings and shall maintain a confidence regarding what may be said by others in such a meeting. Only the Board in a manner chosen by it will announce the ultimate result of expulsion.
- (e) The Association Chapter's approval or endorsement of policies, activities, practices, commercial standards or other matters of importance to the Association Chapter shall be given only by resolutions passed by the Chapter Board and reviewed by the Chapter membership. Only Chapter officers may speak for the Chapter.

Section 3. (Board Powers)

- (a) All management of the affairs of the Chapter and the State Association are vested in the Chapter Boards and the State Board respectively.
- (b) The Boards shall operate pursuant to such budgets, rules and directives as may be adopted by the Chapters and the association.
- (c) No contract or other obligation of the Chapter or State Board shall be binding unless ratified by the Chapter or State Board, respectively. No chapter may incur any financial obligation in excess of \$250.00 that is not in the current approved budget without first obtaining the approval of the State Board.

Section 4. (Board Committees) The Chair and/or Board of Directors may appoint such Standing and/or ad hoc committees as are deemed necessary to conduct the affairs of the Chapter or State Association respectively.

ARTICLE IX
Officers

Section 1. (Election)

- (a) Each year there shall be created Chapter Nominating Committees composed of one Chapter Board Member appointed by the Board, who shall act as Chair, and two (2) regular members selected by the chapter board.
- (b) The Nomination Committee shall meet in advance of, but not less than one week prior to the annual meeting of the Chapter, which shall be the chapter's May meeting. The Nominating Committee shall meet at a time and place selected by the Committee Chair, who shall notify committee members prior to the meeting.
- (c) The Nominating Committee, at its meeting shall, by majority vote, select a slate of Nominees for the Officers of the Chapter.
- (d) The Chair of the Nominating Committee shall present the nominations so selected to the membership at the annual meeting.
- (e) The general membership at the annual meeting shall meet and elect its Chapter officers. The outgoing Chapter Chair will act as the Chair at this meeting. The Chair will present the slate of nominees selected by the Nominating Committee, and will then accept nominations from the floor. When nominations are duly closed, the General membership shall elect its officers by mail by a majority sealed written vote, to serve until their successors are elected and seated. At the next ensuing general membership meeting, ballots shall be opened, tallied and the result read publicly.

Section 2. (Duties)

- (a) The Chair, or in their absence the Vice Chair, shall preside over all meetings of the Chapter and the Board. In the absence of both, a temporary presiding officer shall be selected from among the members present.
- (b) The Chair shall exercise general supervision over all the affairs of the Chapter.
- (c) The Vice Chair shall be a member, ex-officio, of all committees and so shall advise the Chair of all committee activities.
- (d) The Secretary shall keep a record of all proceedings and correspondence of the Chapter and board and shall send notices of meetings by mail to the members of the Chapter as may be required. The Secretary shall keep a roll of the members of the Association and shall perform all other duties usually pertaining to the office of Secretary.
- (e) The Treasurer shall perform the duties usually assigned to this officer, and shall give bond, if required by the Board of Directors.
- (f) The Sergeant at Arms at the direction of the Chair shall be responsible for maintaining the decorum of each meeting including general meetings, board meetings and special meetings.
- (g) State Board Members shall conduct the affairs of the Association, which are statewide in scope and shall establish statewide policy. The State Board of Directors membership shall consist of a total of not less than two representatives from each active chartered chapter, and additional representatives to allow for a total of one representative for each seven members in good standing of an active chapter. These representatives shall be drawn from the chapter officers from each Association Chapter: Chair, immediate past Chair, Vice Chair, and the State Association past President. If impractical for the designated officers of a chapter to serve, the selection shall be made from among the other chapter officers and members in the following orders of preference: Chapter Chair; Past Chair; Vice Chair; Secretary, Treasurer; Sergeant At Arms; Designated Member; Standing Committee Chair (s); Regular Members, in that order.
- (h) The State Association Executive Director shall serve at the pleasure of the State Board. The Executive Director shall receive such compensation as is determined annually by the State Board. Among other duties and responsibilities assigned by the Board or President, the Executive Director shall be responsible for the publishing of a newsletter and maintaining a current mailing list of all association members.

ARTICLE X
Funds and Finances

Section 1. (Funds) The State Association shall have the following accounts in a federally insured financial institution of its choosing, and shall advise the State Board of the name and address of the institution, and the number of such accounts.

- (a) A General fund Account into which shall be deposited all funds of the Chapter or State Association other than special funds prescribed under sub-section (b) hereof.
- (b) Such special fund, or funds, as the Board shall from time to time prescribe.

Section 2. (Finances) The Executive Director shall be the custodian of the general Fund Account, and of all special fund accounts and shall make payment therefrom only for items approved by the Board of Directors.

- (a) All revenues and receipts of any Chapter or the State Association shall be immediately deposited in the appropriate Chapter or State Association General Fund account.
- (b) All checks in excess of \$500.00 shall bear two signatures, one signature by the Executive Director and one by either the President, State Treasurer, Chapter Chairs or State Secretary. In the absence or incapacity of the Executive Director, the State Treasurer and a Chair may sign in the stead with prior Board approval. All other drafts may bear a single signature of either of the designated officers. No payment from any Chapter or State Association funds shall be made without the prior approval of the appropriate Board. Routine budgeted monthly bills and other administrative items may be paid without prior Board action, provided, however, the same shall be presented for ratification in a general financial statement at the next Board meeting.

ARTICLE XI Meetings

Section 1. (Association Membership Meetings)

- (a) An annual meeting of all chapters shall be held each year as herein directed.
- (b) The Chapter shall hold a minimum of six (6) general meetings per year, dates to be established by the Chapter Boards.
- (c) Special meetings of the Chapter may be called by a majority of the Board provided that notice of the time, place and proposed agenda thereof be mailed to all members at least fifteen (15) days unless otherwise herein stated, but not more than thirty (30) days in advance thereof. Only matters listed in said notice may be considered at special meetings.

Section 2. (Board Meetings)

- (a) Regular – The Board of Directors shall hold regular meetings at a time and place set at the preceding Board meetings or in the absence thereof, as selected by the Chair. Notice thereof-stating time and place shall be provided to all board members in advance of the meeting. No notice of proposed agenda need be given and the Board may act on any and all matters.
- (b) Special meetings of the State Board or any Chapter Board may be called by the President, Chair, or by 2/3 of any Board membership. Notice of time, place and proposed agenda shall be provided in advance to all members of any Board called to any such meeting.

Section 3. (Attendance Requirements) Any regular member missing five consecutive general membership meetings will automatically be terminated from regular membership and forfeit all moneys paid. In order to regain membership, the member must reapply through the prescribed membership application procedure as contained in these bylaws.

ARTICLE XII Peer Review Committee

Section 1 (Appointment) The Chair shall appoint from time to time as shall be necessary, a peer review committee consisting of five (5) members, at least three (3) of whom shall be regular voting members in good standing. Remaining committee members may be of any other class of association membership but must be in good standing.

Section 2 (Procedure)

- (a) Any member in good standing who shall have a grievance against another member shall submit same, in writing, to the Chair setting forth with particularity the grievance involved. The Chair shall notify the parties in writing the date of the scheduled meeting, requesting their presence for review of the grievance.
- (b) For the guidance of the Peer Review Committee, the Board may establish and promulgate rules for suspension and/or expulsion of members from the Chapter or Association for any conduct which is deemed detrimental to the purposes of the Chapter or Association. All findings of the Peer Review Committee shall be submitted to the general membership through the Board of Directors for final decision. A $\frac{3}{4}$ affirmative vote of the voting members at a chapter meeting shall be required for the ratification of any expulsion recommended by the Peer Review Committee of the Board. At least twenty (20) days of advance written notice to all voting members in good standing, including the member proposed to be expelled, shall be required prior to any such expulsion vote. The member proposed to be expelled shall be notified of the reasons for the proposed expulsion, and such reasons shall also be shared with the voting membership prior to any such vote at the meeting at which the vote is to be taken. Any member in good standing as well as the member in question shall have the opportunity to make any statement in their defense. The voting shall be conducted by written secret ballot, and the results of the vote, both for and against, shall be announced immediately. Due to the sensitive nature of such proceedings, any meeting where such a vote is to occur shall be declared a special closed meeting, to be attended only by those eligible to vote, and shall not coincide with any regular meeting. All members shall respect the sensitivity of such proceedings and shall maintain a confidence regarding what may be said by others in such a meeting. Only the Board in a manner chosen by it will announce the ultimate result of expulsion.

Section 3. (Disqualification) Any member of the Peer Review Committee who is involved as a principal or material party in a grievance will be excused from the Committee for that grievance by the Chapter Chair or President, who shall fill the temporary vacancy on the committee by appointment.

ARTICLE XIII
Retention of Counsel

The Chapters shall be authorized to retain Legal Counsel to advise the Chapter and to protect Chapter interests. The Chapter shall pay all expenses, costs and fees, which may be required for the benefit of the Chapter. The State Board likewise may retain Legal Counsel to advise the Association to protect its interests, whose fees shall be paid from the State Association's general accounts.

ARTICLE XIV
Miscellaneous

Section 1. (Parliamentary Guide) Robert's Rules of Order shall prevail at all meetings of the Chapter and of the Board of Directors unless specifically provided otherwise in these by-laws.

Section 2. (Voting) All voting shall be by voice vote except where otherwise directed in the bylaws, or in the event that 20% or more of the eligible voting members present and voting at a specific meeting request a written ballot.

Section 3 (Use of Association Trademarks) Only members in good standing may, with the approval of the Chapter or State Board, use the trademark or emblem of the Washington or National Associations. The uses are restricted to those uses that in the opinion of the Chapter or State Boards are not detrimental to the Association.

Section 4 (Representation) At no time shall any member represent the Washington or affiliated National Association in any media, meeting or any other representation without expressed permission of the Board of Directors. Their expressed views shall not necessarily represent the view of the Washington Burglar and Fire Alarm Association or any affiliated National Association.

ARTICLE XV
Amendments

These by-laws or any part thereof may be amended only by action of 2/3 of the eligible voting members by written ballot. Proposed amendments to the Association by-laws shall be presented in written form to each Chapter member a minimum of fifteen (15) days and not more than seventy-five (75) days before being voted on by written ballot by mail. Balloting shall be closed and tallied by the State Board twenty days following the stated mailing date for ballots. All proposed amendments to these bylaws must be approved by 2/3 vote of the State Board members prior to formal proposal and can only be presented to the general membership for ratification as a recommendation from the State Board, and no amendments shall be considered unless recommended through the State Board through this procedure.

ARTICLE XVI
Dissolution

Section 1 (Association) In the event three fourth (3/4ths) of all voting members in good standing of this Association shall vote by written ballot to dissolve and liquidate this Association, then in that event, the Association shall be forthwith dissolved and liquidated and its assets disposed of in the manner specified in the Articles of Incorporation.

Section 2 (Chapters) In the event three fourths (3/4ths) of all the voting members in good standing of any Chapter of this Association shall vote by written ballot to dissolve and liquidate the Chapter, than in that event, The chapter shall be forthwith dissolved and liquidated and it's assets transferred to the State Association and dispossessed of in a manner not inconsistent with the bylaws and articles of Incorporation as determined by the State Board.

ARTICLE XVII
Effective Date

These by-laws shall become effective upon acceptance through majority vote of the membership.

ARTICLE XVIII
Inconsistency and Severability

Should any provision herein be inconsistent with any provision in the Articles of Incorporation of the Association, the provisions contained in the Articles of Incorporation and the bylaws of the state shall control.

(End of Bylaws-----April 1, 1999)