



Kentucky Automatic Fire Alarm Association, Inc.
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ASSOCIATION BYLAWS

ARTICLE I – NAME AND PURPOSE

Section 1 – Name

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

Section 2 – Purpose

The purpose of the Association is to foster and improve relationships within the fire alarm industry among manufacturers, distributors, users, authorities having jurisdiction, and others through education, research, and development of codes and standards.

Section 3 -- Fiscal Year

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

ARTICLE II – MEMBERS

Section 1 – Classes

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

Section 2 - Dues

The dues structure for each classification of membership shall be determined by resolution of the Board of Directors from time to time. Prior to taking effect, dues resolutions shall be ratified by the membership at an annual meeting. A member in good standing with the Association will have a portion of their dues appropriated in such a manor as to provide membership in the “national” Automatic Fire Alarm Association.

Section 3 – Election of Members

Application for membership shall be in writing. Applications shall be reviewed by staff and voted on by the Board of Directors.

Section 4 – Transfer of Membership

Membership in the Association is not transferable or assignable.

Section 5 – Voting Rights

Each member shall have one (1) vote in any election of the Association except Associate Member which is a non voting member.

Section 6 – Termination of Membership

The membership of any member may be terminated for any of the following reasons:

- (a) Cessation of industry related business activity.
- (b) Written resignation sent to the Board of Directors to be effective not sooner than ten (10) days after receipt and upon payment of any delinquent dues, assessments or other obligations to the Association.

- (c) Non-payment of dues, assessments or other obligations to the Association for a period of forty-five (45) days from the date upon which payment was due.
- (d) By the vote of two-thirds (2/3) of the members of the Board of Directors present at a Board of Directors meeting for actions detrimental to the Association. A member so charged shall be given an opportunity to be heard by the Board of Directors and may appeal the Board's decision to the full membership.
- (e) Class R Members may be terminated without cause by a majority vote of the Board of Directors.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – General

The Board of Directors shall consist of seven (7) directors, three (3) of which shall be elected each year for two (2) year terms. The Chairman, Secretary/Treasurer and the first Director at Large will serve only one year. The Secretary/Treasurer and the first Director at Large will be immediately eligible for reelection.

Section 2 – Removal for Cause

An Officer or Director may be removed by a two-thirds (2/3) vote of the Board of Directors and notice to such Officer or Director for failure to attend meetings, inadequate participation in the Association affairs, or whenever, in the judgment of the Board of Directors, the best interests of the Association will be served thereby.

Section 3 – Election of Directors

Directors shall be elected from among those presented to the Board of Directors at their meeting preceding the Annual Meeting by the Nominating Committee or by petition supported by the signatures of at least ten (10) members. Nominations for the Board of Directors shall be presented to the membership with the agenda for the Annual Meeting. Vote tallies shall include proxy votes received in accordance with these By Laws.

Section 4 – Compensation of Directors

All Directors serve without compensation.

Section 5 – Attendance at Board Meetings

The attendance of Board Members at all meetings is necessary for the welfare of the organization. It is specifically recognized that valid reasons may result in failure to attend. Nevertheless, if for any reason it becomes necessary for a Board member to miss two (2) regular meetings or three (3) meetings in total (both regular and special) during a fiscal year, the member may be removed for cause.

Section 6 - Officers

Officers shall be elected from among the members of the board of directors. Officers are to be elected for two-year terms.

Section 7 – Chairman

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

Section 8 – Vice Chairman

The Vice-Chairman of the Association shall be elected from among the members of the Board of Directors. The duties of the Vice-Chairman shall be to serve as Chairman Pro Tem in the absence of the Chairman. In addition, the Vice-Chairman shall be responsible for other duties as may be assigned by the Chairman from time to time. The Vice-Chairman may not serve consecutive terms.

Section 9 – Secretary

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

Section 10 – Treasurer

The Treasurer of the Association shall be elected from among the members of the Board of Directors. The duties of the Treasurer shall as follows:

- (a) Be custodian of all association funds;
- (b) Receive all monies and disburse funds only upon the sanction of the Board of Directors or the membership;
- (c) Be responsible for maintaining accurate records;
- (d) Submit written reports at each regular meeting;
- (e) Submit books and records for audit when required;
- (f) File any and all tax forms required;
- (g) Ensure that a member of the Board, or other qualified individual approved by the Board, conduct a yearly internal audit to verify activities and the accuracy of financial records and reports, with a report to the Board and the Association; and
- (h) Perform other duties as may be assigned by the Chairman from time to time.

The Treasurer may be elected to consecutive terms.

Section 11 – President

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

Section 12 – Vacancies

A vacancy in any office because of death, resignation, removal or otherwise, shall be filled by a majority vote of the Board of Directors for the unexpired term. Every effort should be made to fill the vacancy in a Directorship with a member of the same class of membership.

Section 13 – Standing Committees

- a. General: All committee members shall serve for one year terms. Members may serve multiple terms.
- b. Executive Committee: The Chairman, Vice-Chairman, Secretary/Treasurer and Immediate Past Chairman shall serve as the Executive Committee. The Executive Committee will be responsible for the day to day operation of the Association through the President and will meet bi-monthly or as the needs of the Association require.
- c. By Laws Committee: The By Laws Committee shall consist of at least three members appointed by the Board of Directors. The Chairman of the By-Laws Committee shall be a member of the Board of Directors. The duties of the By Laws Committee are to maintain the By Laws and Board Resolutions up to date. The Chairman of the By-Laws Committee shall serve as Parliamentarian to the Board and the Association.
- d. Codes and Standards Committee: The Codes and Standards Committee shall consist of at least three members appointed by the Board of Directors. The duties of the Codes and Standards Committee are to oversee association involvement in codes and standards making processes and provide periodic reports to the Board of Directors and the association on codes and standards issues of importance.
- e. Nominating Committee: The Nominating Committee shall consist of three members. The Chair shall be appointed by the Board of Directors, and the two other members shall be elected by the membership at the annual meeting. The duties of the Nominating Committee are to develop a slate of nominees for election as specified in these By Laws.
- f. Membership Committee: The Membership Committee shall consist of at least three members who shall be appointed by the Board of Directors. The duties of the Membership Committee include, but are not limited to, review of applications for membership.

ARTICLE IV – MEETINGS AND VOTING

Section 1 – Association Meetings

The location and dates of the Association Meetings shall be determined by the Board of Directors. Notice shall be made to the members at least four (4) weeks in advance of the meeting. Agenda items shall be made available to the members at least two (2) weeks in advance of the meeting.

Section 2 – Special Association Meetings

A Special Meeting of the Association may be called by a majority vote of the Board of Directors. The location and dates shall be determined by the Board of Directors. Notice shall be made to the members at least one (1) weeks in advance of the meeting. Agenda items shall be made available to the members at least one (1) weeks in advance of the meeting.

Section 3 – Board of Directors Meetings

Meetings of the Board of Directors shall be called at least four (4) times per year, at times and places to be determined by the Board of Directors. Notice of Board Meetings shall be made to members of the board at least two (2) weeks in advance of the meeting. Board meetings may be physical meetings or electronic meetings, as determined by the Board of Directors. Board meetings shall be open to all members of the Association.

Section 4 - Proxies

Proxy votes shall be accepted for voting at any membership meeting, but must be in writing and received at least two weeks (2) prior to the meeting.

Section 5 – Quorums

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

Section 6 – Meeting Administration

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

Section 7 – Voting at Membership Meetings

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

Section 8 – Voting at Meetings of the Board of Directors

Any vote at any Board of Directors meeting shall require a simple majority of members present unless otherwise specified in these By Laws.

ARTICLE VI – AMENDMENTS AND ADMINISTRATION

Section 1 – Amendments

These Bylaws may be amended, altered or repealed only by a majority vote of the eligible voters present at a regular or special membership meeting duly called in accordance with these Bylaws.

Section 2 – Waiver of Notice

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

Approved by the interim board of directors 8/10/2007 Louisville, Kentucky