

CALIFORNIA AUTOMATIC FIRE ALARM ASSOCIATION

BYLAWS

Article I: NAME

- 1.1 The name of this organization shall be the California Automatic Fire Alarm Association, Inc., (CAFAA) hereafter referred to as the Association.

Article II: OBJECTIVES

2.1 Objectives:

- a To establish and maintain high professional standards among the members within the automatic fire alarm industry.
- b To encourage sound business practices, methods, efficiency, harmony, and cooperation among its members and to raise the standing of the members in general within the fire alarm industry, and business community.
- c To oppose unfair trade practices.
- d To promote better relations between all of the individuals and organizations with which our members have business dealings.
- e To advocate, foster, and promote constructive legislation, which will help to insure the sound development of public safety within the State of California.
- f To make membership in this Association an assurance to the public of the skill, integrity, and responsibility of its members, by requiring that those admitted to membership shall have established an honorable reputation on these fundamental points, and by making continuance of such membership in this Association dependent upon the continued maintenance of such reputations and fair dealings with its employees, Association Members, and the public.
- g To foster, promote and defend sound and fair labor practices throughout the State of California.
- h To foster, promote, and advance the technical level of our field technician's by developing and maintaining individual and/or cooperative training programs to meet this objective.
- i To encourage active participation in the Code and Standards development, and the implementation thereof.

ARTICLE III: PURPOSE

3.1 Purpose of the Association:

- a The purpose of this Association shall be to carry out the objectives as set forth in Article II, and in so doing:
 - i To direct, manage, supervise, and control the business property, and funds of the Association.

3.2 Control of the Association:

- a The Board of Directors that is duly elected by the General Membership shall exclusively exercise the management, control, and power of the Association. This duly elected Board of Director's authorization and power shall be limited by the Bylaws contained herein.

ARTICLE IV: MEMBERSHIP

4.1 Association Membership:

- a The membership of this Association shall consist of:
 - i Active, Affiliate, Associate, Honorary, and Complimentary Members who have been accepted as such by the Board of Directors and who continue to comply with these Bylaws as amended.
 - ii Membership may be obtained by making written application to the Association, accompanied by the appropriate fees. The application shall be in such form as to constitute an agreement by the applicant that they shall abide by the Bylaws and governing measures as set forth by the Association.

4.2 Types of Membership:

- a Active Member (Voting)
 - i An active member (voting) is any individual, firm, partnership, or corporation currently engaged in the design, installation, maintenance, service, manufacture, sale, or distribution of automatic fire alarm systems and/or devices.
 - (i) Group 1 – Having 50 or more employees within the State of California.
 - (ii) Group 2 – Having 6 to 49 employees within the State of California.
 - (iii) Group 3 – Having 1 to 5 employees within the State of California.
 - ii No firm, partnership or corporation may have more than one active (voting) membership.

- b Affiliate Member (Non-Voting)
 - i Affiliate members are persons from any firm, partnership, or corporation, which already has an active voting membership as defined in Section 4.2a.
- c Associate Member (Non-Voting)
 - i The Association values the liaison between this Association and the various public safety agencies and/or other organizations that are dedicated to the objectives of this Association as set forth in Article II. Associate Members shall be defined as a public service agency, an individual representing such an agency, or a representative of other related organizations that request liaison between this Association and their agency or organization, for the mutual promotion of the objectives of this Association.
- d Honorary Member (Non-Voting)
 - i An Honorary Membership to the Association maybe granted to a person who has performed distinguished service for the Nation, State, Industry, or the Association. An Honorary Membership shall require the unanimous vote of approval by the Board of Directors. Honorary Membership of a person shall not constitute membership in the Association for their agency, organization, firm, or corporation.
- e Complimentary Membership (Non-Voting)
 - i A Complimentary Membership maybe granted by vote of approval by the Board of Directors, to any person whose service or activities are deemed to have been of notable assistance to the Association. Complimentary memberships shall be subject to an annual renewal by the Board of Directors.

4.3 Limitations:

- a No Affiliate, Associate, Honorary or Complimentary Member shall be permitted to hold office in the Association, be a member of the Board of Directors, or be entitled to an Association vote.

4.4 Transfer and Representation:

- a A member in good standing who retires from business may retain their active membership in the Association by the payment of regular dues as set forth in the Bylaws.
- b A member in good standing may designate an officer, agent, or employee of their organization to represent that member.
- c When a company changes its name as a result of a change in ownership, or for other reasons, it shall submit a letter of resignation and reapply for membership by submitting an application to the Association under the new company name, as outlined in Section 1 of the Bylaws. The new application shall include all applicable fees and charges as indicated in the Bylaws. Credit shall be given for prior fees paid, less such additional expenses incurred by the Association as determined by the Board of Directors.
- d Changes in company name, address, or designated representative shall be made in writing to the Association.

4.5 Termination:

- a When an Association member becomes in default of ninety days or more in the payment of any dues, assessment, or service fees imposed by virtue of these Bylaws, or by directive of the Board of Directors, such member shall be automatically terminated from membership.
- b The Board of Directors, by a two-thirds vote, may suspend or expel any member for actions deemed detrimental to the Association. The Board shall first appoint an independent committee to fully investigate and verify all allegations and charges lodged against an Association member prior to the Board of Directors taking any action to reprimand, suspend, or expel a member for cause.

ARTICLE V: SERVICE FEES AND ASSESSMENTS

5.1 Purpose:

- a The Association is formed as a nonprofit organization for the purpose as set forth in the Bylaws. In order for these purposes to be fairly accomplished; members shall be required to pay certain fees and assessments for services to the Association.

5.2 Determination of Service Fees:

- a Each year at the annual meeting or by a special meeting called by the President, the Board of Directors shall submit a schedule formula for dues, initiation fees, special assessments, and other amounts to be levied against and collected from each member.
- b Any changes from previous schedules in the dues, initiation fees, special assessments, or other amounts shall be approved by the general membership at this meeting.

5.3 Payment:

- a Each member shall be responsible to the Association for the payment of their respective dues, initiation fees, special assessments, or other amounts due the Association, as set forth in Appendix 3.

ARTICLE VI: PAYMENT OF SERVICE FEES AND ASSESSMENTS

6.1 Obligation:

- a The fiscal year of this Association is January 15 through January 14.
- b The service fees for all members are due and payable annually in advance on September 15 and become delinquent on January 15.

6.2 Delinquency:

- a A member becomes delinquent if any fee, dues, or assessment payable to the Association is not paid when due. After a thirty (30) day-notice and upon failure to make such payment, a member shall be recorded to be delinquent.

- b While delinquent, no member shall be privileged to vote or be entitled to publications or services from the Association.
- c Members whose dues, assessments or other service charges are ninety days or more overdue shall be automatically expelled from Association membership, as provided in Article IV, Section 4.5a. Termination shall not excuse the former member from paying such delinquent charges.

ARTICLE VII: BOARD OF DIRECTORS

7.1 Board of Directors:

- a The Board of Directors shall be duly elected annually by the general membership. This election shall take place at the Annual General Membership Meeting.
- b Eligibility to serve on the Board of Directors shall be limited to active members as defined in Article IV of the Bylaws.
- c Each Board Member shall serve for a period of one (1) year. The term of office shall begin at the time of inauguration at the Annual Meeting and continue until the following years inauguration.
- d The composition of the Board of Directors shall be:
 - President
 - Vice President – Northern California
 - Vice President – Southern California
 - Secretary
 - Treasurer
 - Immediate Past President of the Association
 - Seven (7) Directors at large
- e For purposes of clarification:
 - i Northern California shall be defined as that area within the State California, north of a line parallel to the Tulare – Kern County line.
 - ii Southern California shall be defined as that area within the State California south of a line parallel to the Tulare – Kern County line.
- f In the execution of Association business, each Board Member shall have one (1) vote.
- g 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 the appointment of an active member in good standing as defined in Article IV of the Bylaws. The replacement shall be nominated by the President and approved by the Board of Directors.

7.2 Board Rules:

- a The Board of Directors may establish rules governing its own conduct and procedures and has such express or implied authority as is not inconsistent with or contrary to the Laws of the State of California or the Bylaws. It shall have full supervision of the business management of the Association and report thereon at the Annual Meeting.
- b A quorum for the transaction of all business shall consist of a majority of the members of the Board of Directors.
- c A Director shall receive reimbursement from the Association only for such expenses as are approved by the Board of Directors.
- d The Board may make or enforce rules for suspension and expulsion of Board Members from the Board of Directors for non-attention to duties or for cause.
- e The Association's approval or endorsement of policies, activities, practices; commercial standards or other matters shall be given only by resolutions passed by the Board of Directors.

7.4 Board Powers:

- a Full control and management of the affairs of the Association shall be vested in the Board of Directors.
- b The Board of Directors shall operate pursuant to such budget, rules, or directives as may be adopted at the Annual Meeting.
- c No contract or other obligation of this Association shall be binding unless approved by or ratified by the Board of Directors.

7.5 Board Voting:

- a Actions taken by the Board of Directors shall require an approval vote of a simple majority of a quorum of the Board of Directors
- b Regular Board of Directors voting shall be conducted by:
 - i Voice vote at a regularly scheduled or special scheduled meeting.
- c Interim: Board of Directors voting may be conducted between Regular Board meetings on issues the President may deem necessary by:
 - i Written vote received by the President via USPS within fifteen (15) days after the call for the vote.
 - ii Written vote received by the President via electronic mail within seven (7) days after the call for the vote.
 - iii Such a vote shall be reported at the next Regular Board Meeting for inclusion in the minutes
 - iv A two-thirds vote of the Board shall be the final determination of the Board of Directors on such matters.

7.6 Board Committees:

- a The President and/or Board of Directors may appoint such standing and/or select committees as deemed necessary to conduct the Association's affairs.
- b At the first regular meeting of the Board of Directors after the annual meeting, the newly elected President shall present a listing of the standing and select committees and reaffirm the membership therein or appoint new members and fill any existing vacancies.
- c Committees deemed no longer necessary shall be abolished with the consent of the Board of Directors.

ARTICLE VIII: OFFICERS

8.1 Election:

- a Each year a Nominating Committee shall be created composed of the Immediate Past President of the Board of Directors, who shall act as Chair, and two (2) active members of the Association.
- b The Nominating Committee shall meet a minimum of sixty (60), but not more than ninety (90) days prior to the Annual General Membership Meeting. The Nominating Committee shall meet at a time and place selected by the Chair, who shall notify committee members prior to the meeting.
- c The Nominating Committee at its meeting, shall by a majority vote, select a slate of nominees for the Officers and the seven (7) Directors of the Association.
- d The Chairperson of the Nominating Committee shall present the slate of nominees selected by the Nominating Committee to the Board of Directors, by the last Regular Meeting before the Annual Meeting for publication in the Minutes.
- e The Chairperson of the Nominating Committee shall present the slate of nominees selected by the Nominating Committee to the Annual General Membership Meeting.
- f Nominations for Officers and Directors shall be opened to the General Membership at the Annual Meeting.
- g The General Membership at this annual meeting shall elect the Officers and Directors by a majority vote of the members present, to serve until their successors are duly elected at the following years Annual Meeting.
- h The outgoing Association President will act as Chair of the Annual Meeting.

8.2 Duties:

- a The President, or in his/her absence either the Northern Vice President or the Southern Vice President, shall preside over all meetings of the Association and the Board of Directors. In the absence of both Vice Presidents, a temporary presiding officer shall be selected from the Board of Directors members present.
- b The President shall exercise general supervision over all the affairs of the Association.

- c The President shall be a member, ex-officio, of all Committees, but he/she shall not be counted in determining a quorum.
- d The Secretary shall keep a record of all proceedings and correspondence of the Association and the Board of Directors, and shall perform all other duties usually pertaining to the office of Secretary.
- e The Treasurer shall perform all duties usually assigned to this office, including but not limited to the keeping a record of all Association receipts and expenditures, submission of financial reports to the Board of Directors, preparation of an annual budget and shall give bond, if required by the Board of Directors.
- f The Executive Director shall send notices of meetings by regular mail and/or electronic mail to members of the Association and/or Board of Directors, as may be required. He/she shall keep a roll of the members of the Association.

ARTICLE IX: FUNDS AND FINANCES

9.1 Funds:

- a This Association shall have the following fund accounts:
 - i A General Fund Account into which all funds of the Association shall be deposited other than special funds prescribed under Sub-Section ii below.
 - ii Such special fund or funds as the Board of Directors shall from time to time prescribe.

9.2 Finances:

- a The Treasurer shall be the custodian of the General Fund Account and of all special fund accounts. He/she shall make payment only for items approved by the Board of Directors.
- b Payroll, routine monthly office overhead bills, and other administrative items, may be paid without prior Board action, provided the same shall be reported in a hard copy general financial statement, at the next scheduled Board Meeting.
- c All checks over an amount of \$500.00 shall bear two signatures, one signature by the Treasurer and one by the President, a Vice President, or the Secretary. In the absence or incapacity of the Treasurer, another officer may sign in his stead. Any officer of the Association may issue checks under the amount of \$500.00, with the approval of the Board of Directors.

ARTICLE X: MEETINGS

10.1 Association Meetings:

- a Annual General Membership Meetings shall be held each year between January 1st and February 25th, as determined by the Board of Directors.

- b Written Notice of the Annual Meeting containing the time and location of the Meeting shall be sent via USPS mail or electronic mail to each member of the Association, at least thirty (30) days prior to the meeting date, but not more than sixty (60) days in advance thereof.
- c Special Meetings of the Association may be called by a two-thirds vote of the Board of Directors, provided that notice of the time, location, and purposed agenda shall be sent via USPS or electronic mail to each member of the Association, at least fifteen (15) days prior to the meeting date but not more than thirty (30) days in advance thereof. Only matters listed in the meeting notice shall be considered a special meeting.
- d A majority vote of the Active Members actually present at any duly called Association meeting shall bind this Association, except as otherwise herein provided.

10.2 Board of Directors Meetings:

- a Regular Board Meetings:
 - i The Board of Directors shall hold regular meetings at least bimonthly at a time and location as established at a preceding Board Meeting or in the absence thereof, as selected by the President. Written notice thereof shall be sent via USPS mail or electronic mail to each member of the Association stating the time and location of the meeting. Such notification shall be made within a reasonable time period in advance of the meeting. No notice of the proposed agenda shall be required and the Board may act on any and all matters that come before it.
- b Special Meetings:
 - i A Special Meeting may be called by the President or any three board members by providing written notification via USPS mail or electronic mail, to all Board Members of the time, location, and proposed agenda thereof, at least fifteen (15) days in advance of, but not more than thirty (30) days in advance of the meeting. Only items contained in said notice may be considered at a special called meeting.

ARTICLE XI: EXECUTIVE DIRECTOR

11.1 Management of the Association:

- a Management of the administrative affairs of the Association and duties incident to the administration of the Association's objectives, may be vested in an Executive Director appointed by the Board of Directors. The Executive Director shall hold office at the discretion of the Board and shall report to the Board of Directors at every meeting thereof, unless otherwise excused.

11.2 Duties, Salary or Compensation:

- a The Board of Directors of the Association shall determine the duties, salary, and compensation of the Executive Director. The title, duties, employment and salaries of other employees of the Executive Director may be proposed by the Executive Director and are not subject to the approval of the Associations Board of Directors.

ARTICLE XII: MISCELLANEOUS

12.1 Dissolution:

- a The Association may be dissolved by a two-thirds vote of approval of the General Membership at an Annual Meeting or by a two-thirds vote of approval of the entire Board of Directors.
- b In such event, all monies due the Association or monies derived from the sale of the Associations' assets shall be distributed as set forth in the articles after payment of all just debts and obligations of the Association.

12.2 Conduct of Meetings:

- a Robert's Rules of Order shall prevail at all meetings of the Association, including the Board of Director's meetings, unless specifically provided otherwise in these bylaws.

12.3 Voting:

- a All balloting and voting shall be conducted by voice vote unless a written ballot is demanded by 20% of the voters in attendance at any scheduled Association Meeting.

12.4 Use of Association Emblem:

- a Members may use the emblem of the Association on their stationary, advertising, buildings, job signs, equipment, or elsewhere after receiving approval to do so from the Board of Directors. All such requests for approval shall be submitted in writing and must include sufficient detail to indicate the exact use and purpose. (See Appendix 2)

ARTICLE XIII: BYLAWS AMENDMENT

13.2 Amendments to the Association Bylaws:

- a The Board of Directors may propose amendments, additions, or deletions to the Bylaws by a two-thirds vote of the entire Board of Directors.
- b The two thirds vote required by the Board of Directors may be obtained either by:
 - i A voice vote at a regularly scheduled meeting
 - ii By written consent thereto received via USPS mail by the Association within fifteen (15) days after such regularly scheduled meeting.
 - iii By written consent thereto received via electronic mail by the Association within fifteen (15) days after such regularly scheduled meeting.
- c All proposed amendments, additions, or deletions to the Association Bylaws shall be presented in fully written form to each Association Member a minimum of thirty (30) days, and not more than seventy-five (75) days prior to a General Membership Meeting.
- d All amendments, additions, or deletions to the Bylaws shall be approved by a two-thirds vote of the General Membership present.

HISTORY

The Bylaws of the California Automatic Fire Alarm Association were approved and adopted by the Board of Directors meeting in Los Angeles, California, on February 9, 1970. They were amended by action of the Board of Directors at the June 26, 1975 meeting in Canyon Lake, California and the amendments were ratified and confirmed at the September 11, 1975, Board of Directors meeting in San Francisco, California.

Article VI, revised June, 1980

Article VII, revised November, 1983

Article VII, Section 2, revised November, 1983

Article IV, amended May 23, 1985 (created Associate grade membership)

Ethics Committee Guidelines added as an appendix to the Bylaws, August 15, 1985

Logo Guidelines added as an appendix August 21, 1986

Article VII, Section 45, amended during January 22-23 Annual Meeting 1987

Associate membership dues established at \$35.00 (to receive meeting minutes), April 18, 1987

Article IV, Section 2b amended during Special Board Meeting August 20, 1988 (clarifies Affiliate Member class)

Article IV, Section 4e amended during Special Meeting August 20, 1988 (adds requirements of change to be in writing)

Article V, Section 2 amended during Special Meeting August 20, 1988 (adds "Special Meeting called by the President")

Article V, Section 2 amended during Special Meeting August 20, 1988 (adds requirements of change to be in writing)

Article VI, Section 1b amended during Special Meeting August 20, 1988 (changes date dues are payable and when delinquent)

Bylaws reprinted and distributed to membership, November 15, 1988

Bylaws reprinted and distributed to membership, March 15, 1995

Adopted Appendix 3 to the Bylaws August 19, 2004

Bylaws amended, revised, reprinted and distributed to the membership, August 19, 2004

APPENDIX TO CAFAA BYLAWS

APPENDIX 1: ETHICS COMMITTEE

NAME:

The name of this Committee shall be the Ethics Committee of the California Automatic Fire Alarm Association, herein referred to as the Committee.

OBJECTIVES:

The objectives of the Committee shall be to assist the Association in the application of the Association's objectives as outlined in Article II of the Bylaws and any other object referred to the Committee by the Association President of Board of Directors.

MEMBERS:

The members of the Ethics Committee shall consist of a Chairman and four Association Members who shall serve at the pleasure of the Association President.

The President of the Association shall appoint a Chairman of the Committee in accordance with Article VII - 7.5 of the Bylaws.

Members appointed to the Committee shall be as recommended to the Association President by the Chairman of the Ethics Committee.

The President of the Association shall serve as an Ex-Officio member of the committee pursuant to Article VIII – 8.2-c, of the Association Bylaws.

DUTIES:

1. The Committee shall review items presented to it and recommend actions to be taken.
2. No action is to be taken directly by the ethic committee without prior instructions and directions from the Association's Board of directors except as provided in Item 7 herein.
3. The Committee shall not become involved in any situation not referred to the Committee by the Association Board of Directors except as provided in Item 7 herein.
4. The Committee shall review and recommend to the Board of Directors, actions to be taken relative to a CAFAA member or nonmember relating to "The Principle of right or good conduct and the principles of the Association as it relates to the sale, distribution, marketing and installation of fire protective signaling equipment, including the conduct of members and nonmembers of the Association wherein their actions can and would be deemed detrimental to the public safety of the citizens of California.
5. All conclusions and recommendations from the Committee referred to the Board of Directors shall be reviewed in a closed Board meeting prior to the Board instructing the Committee as to the actions(s) to be taken.
6. It is the intent that any action taken by the Committee must have full concurrence and support of the Board of Directors acting for the entire Association.

CAFAA

7. The Committee may, without Board approval, advise individuals, firms, corporations, or companies, if the California law requiring State Fire Marshal's approval and listing prior to any fire alarm system or device being sold, offered for sale, marketed or distributed is found. Such advice shall simply indicate the provisions of the State law and offer assistance to the violator in obtaining the procedures for such approval and listing.
8. The Committee shall be a standing committee, which shall meet at the call of the Chairman and at such location, as he/she shall designate.
9. The Chairman of the Committee shall give a status report of the committee activities at each general membership meeting and at the request of the Association President.

Adopted as an Appendix to the Bylaws August 15, 1985.

APPENDIX 2: CAFAA LOGO GUIDELINES (Use of)

The CAFAA logo is registered as a membership identification mark. The Association prescribes acceptable use of the logo and expressly forbids the use of it to represent anything other than possession of membership. Possession of membership and use of the logo in no way constitutes or reflects CAFAA approval of any product, method or component. Furthermore, compliance of any such item with standards published or recognized by CAFAA is not indicated by presence of the logo.

Prior to the use of the logo, the applicant intending to use the logo shall submit to the CAFAA Board of Directors, in writing, a request for such use, outlining the intended use. A sample of the use intended shall be submitted. The use of the logo shall be contingent upon written approval of the Board of Directors in accordance with the Bylaws of the Association.

The following is a partial list of permitted uses of the logo:

1. Letterhead,
2. Personal cards and similar stationary,
3. Telephone listings,
4. Printed matter, including advertising.

The above permitted uses are subject to written request for use and the submission of samples of the material intended for such use.

Adopted as an Appendix to the Bylaws August 21, 1986

APPENDIX: 3 ANNUAL CAFAA DUES

Annual dues shall be based upon the following formula:

Group 1 Active Member	\$625.00	50 or more Employees in California
Group 2 Active Member	\$475.00	6 to 49 Employees in California
Group 3 Active Member	\$325.00	1 to 5 Employees in California
Affiliate Member	\$200.00	Non-Voting Employees of an Active Member
Associate Member	\$75.00	Non-Voting Government and Similar Persons
Honorary Member	- 0 -	Non-Voting Past Members and Similar Persons
Complimentary Member	- 0 -	Non-Voting Government and Similar Persons

Adopted as an Appendix to the Bylaws August 19, 2004