

BY-LAWS
OF THE
PA REGIONAL AUTOMATIC FIRE ALARM ASSOCIATION
A GENERAL NON-PROFIT CORPORATION

ARTICLE I

PA REGIONAL AUTOMATIC FIRE ALARM ASSOCIATION

ARTICLE II

PURPOSE: LIFE SAFETY FOR THE DELAWARE VALLEY AREA

A cooperative effort of concerned organizations and individuals to meet the public need for LIFE SAFETY in the Delaware Valley area through early warning for detection and alarm systems.

To foster and improve the standards in industry and relationships among manufacturers, sellers, installers, and users of the products, and the Bureaus and other Agencies regulating the standards of the automatic fire alarm industry and the public through education, research and cooperative effort at all levels. To provide a unified voice for the automatic fire alarm industry in the pursuit of these objectives.

Any revenue generated through the collection of dues, assessments, stipends for seminars, or fees for educational materials, or revenues from other sources shall be used solely to offset the costs of operation of Association and its activities as delineated herein.

Approach:

Make cost-effective use of the communication resources of such groups as Distributor Associations and the information resources of such groups as Associations of systems and devices manufacturers, in a unified manner with other concerned groups and in a variety of ways, such as the following:

- A. Influence codes and standards at all levels to make buildings safer through the proper application of automatic fire alarm systems. Encourage knowledgeable representation on all major building code panels as well as state and local code making bodies.
- B. Assist in educating all levels of the industry and authorities having jurisdiction (AHJ's) to properly apply, install, use and maintain automatic fire alarm systems. Manufacturing members to provide up-to-date training manuals and materials, for such groups and subjects as: AHJ's; Plan inspection; On-site inspection and checkout; Distributor/Installers: Applications; UL Field Certification program; System Designers. Distribution members to disseminate material and conduct training sessions through individual, state and regional organizations.
- C. Promote the role of our industry in meeting the public need for LIFE SAFETY in greater Delaware Valley area. Collect, maintain and distribute factual information on national trends, codes and research to support valid industry positions. Assist members in formulating positions, presenting testimony at legislative or regulatory hearings and publicity addressing life safety issues of concern to the members and the public.
- D. Provide a communication network to quickly and accurately identify industry problems, exchange ideas and information for solutions, and organize corrective programs. Further the Association's goals of LIFE SAFETY for the Delaware Valley Area by maintaining familiarity with policies and procedures of NFPA, UL, Building Codes, NEMA, AFAA, and other organizations helpful to the industry, and conduct all activities with the spirit as well as the letter of all anti-trust laws.

ARTICLE III

OFFICES

The Association shall have and continuously maintain a registered office and a registered agent, and in addition may have other offices as the Board of Directors may from time to time determine.

ARTICLE IV

Section 1- Classes of Membership and Eligibility

- A. Class M- Manufacturing Members- Any Corporation, Company, Partnership or Proprietorship engaged in the manufacture of automatic fire utilized directly or indirectly in the automatic fire alarm industry.

- B. Class D- Distribution Member- Any corporation, Company, Partnership, or Proprietorship engaged as a distributor, dealer, contractor, installers or maintainer of automatic fire alarm systems or component parts.

- C. Class X- Associate Members- All others who have interest in the purposes of the Association and who cannot qualify for any other class of membership. Includes users, architects, engineers, or other individuals.

- D. Class G- Government Members- Representatives of any branch of government including school systems and volunteer fire companies as well as any other government entities.

Section 2- Election of Members

Applications shall be in writing. Election shall be by a majority vote of the Board of Directors. Applicants not approved may appeal to the membership at any annual or special meeting properly convened in which case election shall be by a two thirds vote of the members eligible to vote and present or voting by proxy at such meeting.

Section 3- Representation

A. Each member shall designate, in writing to the Secretary, a specific person to whom all correspondence shall be addressed, and who shall be empowered to act officially for said member in the conduct of the affairs of this Association.

Additional representatives of a member may be designated in writing to participate in the Association's activities but only one representative per member shall have the privilege of voting and holding office at any given time.

B. Changes of Representation. A member may be written notice to the Secretary, withdraw his representatives and appoint new representatives at any given time. In such case, if the original representative is holding an elective office at the time of his withdraw, he shall automatically be deemed to have resigned and the office shall be declared vacant.

Section 4- Transfer of Membership

Membership in this Association is not transferable or assignable.

Section 5- Voting Rights

Each member of Class X and G shall be entitled to have one vote in the election of Directors of other than the Executive Officers. Each member of Classes M & D will also have one vote on all matters subject to vote by the membership including election of Directors and Executive Officer. 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 and the cases of changes to the by-laws by a majority of the entire membership.

Section 6- Meeting of Members

Annual Meeting- The Association shall have an Annual Meeting during the month of June in each year. The place and date shall be set by the Board of Directors. Notice shall be by the President through the Secretary, at; least four weeks in advance of the meeting date.

Special Meetings- may be called by a majority vote of the Board of Directors who shall also set the place and date. Notice shall be made at least two weeks in advance of the meeting date.

Quorum- At any Annual or Special Meeting duly called a quorum shall consist of the members present and in good standing. Any vote will require a simple majority of such members.

Proxies- Shall be accepted but must be in writing.

Minutes- The legal importance of minutes of AFAA- Delaware Valley meeting must not be underestimated. They are the official record of the Association and represent the only contemporaneous evidence of what transpired at the meeting. They are on the first types of documents that litigants and investigators will ask for. It is the Secretary's responsibility to see that the minutes are clear, complete and accurate with regard to the discussion which transpired, the actions which were taken and the justification for those actions.

For the benefit of members, it should be noted there is no such thing as a conversation "off the record" at an Association meeting. The Secretary is obligated to record accurately all matters discussed. If you feel that your comments are not appropriate for recording, they probably are not proper for an Association meeting and should not be made.

Discussion Topics- It is a practical impossibility to delineate in a set of guide lines the permissible limits of discussion at an Association meeting, because so much is dependent upon the context in which any particular subject is to be raised.

Nevertheless, a prudent rule, which is to be followed at all meetings, is that no commercial topics should be acted upon or even considered. To avoid the more sensitive areas, there should never be a discussion of the following at the Association meetings:

- (a) Price or any elements of price or pricing policies, including cost, discounts, etc;
- (b) Sales or production quotas, territories, allocations, boycotts, or market shares;
- (c) Identified individual company statistics, inventories, or merchandising methods;\
- (d) Particular competitors or customers;
- (e) Commercial liabilities, warranties, guarantees, or the particular terms or conditions of sales, including credit, shipping and transportation arrangements;
- (f) Or anything dealing with “arm-twisting” trade uses, or excluding or controlling competition.

ARTICLE V

OFFICERS

Section 1-

A. Board of Directors- the affairs of the Association shall be directed by a nine member Board of Directors consisting of:

- 1. President
- 2. Vice President- Codes & Standards Liason
- 3. Vice President- Membership
- 4. Secretary/Treasurer
- 5. Immediate Past President
- 6. 4 Additional Directors

The President, Vice- Presidents, and Secretary/Treasurer shall be elected by and from the voting members of Classification M & D.

Until there is an Immediate Past President an additional director shall be elected.

The President, Vice-Presidents, and Secretary/Treasurer shall comprise the Executive Committee who shall conduct the day-to-day operations of the Association.

Any officer shall not serve in the same capacity for more than two successive terms. Term shall consist of one year.

- B. Election of Directors- Directors shall be elected from among those members presented by Nominating Committee and those nominated from the floor at the Annual Meeting or by petition supported by the significant signatures of at least five members and submitted to the Board of Directors Meeting 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. Only one representative per member shall hold office at any given time.
- C. To provide continuity within the Board of Directors, each year two directors shall be elected to serve a two-year term after the first election.
- D. All directors serve without compensation.
- E. Meeting- The Board of Directors shall schedule at least four regular meetings during each year, at times and places most convenient for a majority of its membership. Notice of such meetings shall be given at least four weeks in advance of the meeting date. All meetings of the Board of Directors shall be open to all members of the Association.
- F. 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 days in advance of the meeting date.

Notice shall include an agenda of the items to be considered and the reason for their urgency.

G. Quorum- At any regular or special meeting convened, a quorum shall consist of a majority of the eligible voting members of the Board of Directors. Any vote will require a simple majority of those eligible to vote.

Section 2- Removal

An Officer or Director may be removed by a majority of the voting membership after a notice to such Officer or Director, for failure to attend meetings, inadequate participation in Association affairs, or whenever, in the judgment of the Board of Directors, the best interests of the Association would be.

Section 3- Vacancy

A vacancy in any office because of death, resignation, removal or otherwise, may be filled by the Board of Directors for the unexpired term.

ARTICLE VI

COMMITTEES

Section 1- The President shall have the power to appoint whatever Committees he shall deem necessary for the purpose of carrying out any duties that will aid in accomplishing the objectives of the Association.

Section 2- Participation in Committee activities shall be open to and expected of all members and their representatives, regardless of classification.

Section 3- Appointments to represent the Automatic Fire Alarm Association of the Delaware Valley on the Committees of Boards of other organizations shall be made and reviewed at least annually by the President with the advice and consent of the Board of Directors.

ARTICLE VII

DUES, FEES, AND FISCAL YEAR

Section 1- The fiscal year of the Association shall be from January 1 to December 31.

Section 2- Dues

- A. Annual dues established by a majority of the voting membership are payable within 45 days of the start of each fiscal year. Non- payment within 30 days after such date will constitute automatic termination of membership. Memberships so terminated may be reinstated by payment of all monies due.
- B. Annual dues shall be \$150.00 for Class M, \$100.00 for Class D, and \$50.00 for Class G and X.
- C. The Board of Directors shall have the authority to assess each member an additional amount per year as the financial condition of the Association may require, subject to vote of the general body.

Section 3- New Members- Dues Prorated

Calculating from the date of acceptance of a new member by the Board of Directors, the Treasurer shall determine the amount of dues to be controlled from said new member for the balance of the current billing period prorated to the nearest month, and shall promptly render a bill for the amount determined, which shall be payable within 45 days of the billing date.

ARTICLE VIII

Training of Membership

The membership of any member may be terminated by reason of any of the following:

1. Cessation of industry related business activity.
2. Written resignation sent to the Board of Directors to be effective not sooner than 10 days after receipt and upon payment of any delinquent dues, assessments for other obligations to the Association.
3. Non-payment of assessments, or other obligations to the Association for a period of 90 days from the date upon which payment was due.
4. By the vote of 2/3 of the members of the Board of Directors present at a regular or special 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 IX

Amendments

These by-laws may be amended, altered, or repealed only by a majority vote of the eligible voting members present at any regular or special meeting duly called in accordance with Article IV provided that the notice of the meeting shall have included notice that a change in the By-laws will be considered along with a general statement of the intent and if possible a text of the changes proposed.

ARTICLE X

Rules of Order

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

ARTICLE XI

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation requirements of the State of Delaware, under the provisions of this By-Laws, 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, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

Indemnification

Indemnification of Directors, Officers and Other Authorized representatives

A. Indemnification of Representatives in Third Party proceedings: The Corporation shall indemnify any person who was or is a representative of the Corporation, or a person who is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise and who was is a “party” (which shall include for purposes of this Article the giving of testimony or similar involvement) or is threatened to be made a party to any “third party proceeding” which shall mean for purposes of this Article any threatened, pending or completed action by or in the right of the corporation) by reason of the fact that such person was or is a representative of the Corporation, against expenses (which shall include for purposes of this Article attorneys’ fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such third party proceedings if such person acted in good faith and in a manner such person reasonable believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal third party proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any third party proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not act in good faith and in a manner which such person reasonably believed to be in or not opposed to, the interests of the Corporation, and with respect to any criminal third party proceeding, had reasonable cause to believe that such conduct was unlawful.

- B. Indemnification of Representatives in Derivative Actions: The Corporation shall indemnify any person who was or is a representative of the Corporation and who was or is a party, or is threatened to be made a party to any “derivative action” (which shall mean for purposes of this Article any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that such person was or is a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorney’s fees) actually and reasonably incurred by such person in connection with defense or settlement of such action or suit if such person acted in good faith and in a manner he reasonable believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person’s duty to the Corporation unless and only to the extent that the court of common pleas of the county in which the registered office of the Corporation is located or the court in which such corporate proceeding was pending shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such authorized representative is fairly and reasonably entitled to indemnify for such expenses which the court of common pleas or such other court shall deem proper.
- C. Mandatory Indemnification of Representatives: To the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceedings referred to in a Paragraph A of this Article (relating to third party actions) or Paragraph B of this Article (relating to derivate actions) or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses and reasonably incurred by such person in connection therewith.
- D. Determination of Entitlement to Indemnification: Any indemnification under

Paragraphs A or B of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because such person has met the applicable standard of conduct set forth in Paragraph A or B of this Article and that the amount requested has been actually and reasonably incurred. Such determination shall be made:

1. By the Board of Directors by a majority of a quorum consisting of directors who were not parties to such action, suit or proceeding, or
 2. If such a quorum is not obtainable, or even if obtainable, a majority vote of such a quorum so directs, by independent legal counsel in a written opinion, or
 3. By the members.
- E. Scope of Article: The indemnification of representatives, as authorized by this Article, shall (1) not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, by-law, agreement vote of members or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity, (2) continue as to a person who has ceased to be an authorized representative and (3) inure to the benefit of theirs, and personal representatives of such a person.

ARTICLE XIII

Directors Fiduciary

Responsibilities and Indemnification

- A. *Fiduciary Responsibility*: A director of this corporation shall stand in a fiduciary relation to the corporation and shall perform his duties as a director, including as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonable believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a director shall be entitled to reply in good faith

on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by others.

A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

- B. *Indemnification of Directors:* General Rule: A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or for failure to take any action, unless he shall have breached the requirements of the standards of care imposed on him by any statute or by Paragraph A with respect to his performance of said duties and said breach or failure is determined by a court constituted willful misconduct or recklessness.

