

Article 1. NAME AND FORM

- 1.1 The name of this organization shall be the Louisiana Burglar and Fire Alarm Association, Inc. hereinafter referred to as the "LBFAA" or the "association. The office of the LBFAA shall be located in Lafayette, Louisiana and/or in other such localities as may be determined by the Board of Directors.
- 1.2 This is a non profit organization organized and incorporated under the laws of the State of Louisiana and pursuant to the requirements of Section 501(c)(6) of the Internal Revenue Code.
- 1.3 The LBFAA is a Chartered State Association of The National Burglar and Fire Alarm Association (NBFAA).
- 1.4 The LBFAA will conduct its affairs in conformance with the NBFAA bylaws, the NBFAA antitrust statement, the NBFAA Code of Ethics, and the rules and regulations which may be promulgated by the Board of Directors of the NBFAA.

Article 2. OBJECTIVES

- 2.1 The objectives of this Association are:
 - 2.1.1 To promote mutual interests of the electronic security industry.
 - 2.1.2 To foster cordial relations among the members.
 - 2.1.3 To stimulate by all lawful means wider and more extensive use of burglar alarms, fire alarms, supervisory systems, and other electronic security services.
 - 2.1.4 To serve by all lawful means as a medium for exchange and dissemination to members and the public, of information applicable to the electronic security industry.
 - 2.1.5 To cooperate by all lawful means with others on matters affecting the business and common interests of the members of the Association.
 - 2.1.6 To promote the concepts that all members be guided by a spirit of justice and honor in all business activities and that all members observe the National Burglar and Fire Alarm Association's Code of Ethics and Anti-Trust Policies at all times.
 - 2.1.7 To conduct or engage in all lawful activities in furtherance of the foregoing objectives, or those incidental thereto.

Article 3. REGIONS

- 3.1 The Association may be divided into regions. The purpose of these regions shall be to define geographic areas or boundaries of responsibility each to be represented by a regional vice president. The geographic area, boundaries, and number of regions shall be established from time to time by the Board of Directors.

Article 4. MEMBERS

Section 4.1 **Types**

- 4.1.1 There will be (12) twelve classes of memberships, namely: Regular Membership, National Company Membership, Life Membership, Alumni Membership, Honorary Membership, Applicant Membership, Probationary Membership, Public Safety Membership, Affiliate Membership, Multi-Branch Membership, Associate Membership, Related Industry Membership.
- 4.1.2 The Board can extend benefits to the applicant member for up to one year.
- 4.1.3 The Board can restrict or modify membership benefits to the applicant member including the right to vote.
- 4.1.4 The Applicant Member must meet the requirements established for Regular Membership, National Company Membership or Multi-Branch Company Membership.
- 4.1.5 The Board can modify the qualifications established for the Applicant Member, including the payment of dues provided the requirements are consistent with the requirements for Regular Membership, National Company Membership or Multi-Branch Company Membership.

Section 4.2 **Qualifications**

Subsection 4.2.1 **General Requirements**

- 4.2.1.1 A member that meets the respective requirements of the Installing Dealer sub-category of Regular Membership, National Company Membership, or Multi-Branch Company Membership as defined in these bylaws shall join the LBF AA under one of these three classes, and cannot join the LBF AA in more than one membership class.
- 4.2.1.2 All members must be willing and agree to conduct their business in accordance with the bylaws of NBF AA, bylaws of LBF AA, Antitrust Statement of NBF AA, NBF AA Code of Ethics, the rules and regulations which may be promulgated by the Board of Directors of the LBF AA and NBF AA, and all applicable laws of the State of Louisiana.
- 4.2.1.3 A member must comply with all provisions of 4.2.1.2 to be considered a member in good standing.

Subsection 4.2.2 **Regular Membership**

- 4.2.2.1 Regular Membership shall be open to any business entity which shall meet the following requirements:
 - 4.2.2.1.1 Provides installation and repair and/or monitoring of burglar alarms, fire alarms, or other electronic security systems which are consistent with the stated objectives of the association.
 - 4.2.2.1.2 Have made application to LBF AA and shall have been approved for membership by the board of directors of LBF AA.
 - 4.2.2.1.3 Shall at all times be a member in good standing of the LBF AA.

- 4.2.2.2 Regular Members may be classified as an Installing Dealer or a Third Party Monitoring Company.
 - 4.2.2.2.1 Installing Dealer Regular Members provide installation, repair and/or monitoring or burglar alarms, fire alarms, or other electronic security systems which are consistent with the stated objectives of the association.
 - 4.2.2.2.2 Third Party Monitoring Company Regular Members who do not install or repair electronic security systems and do provide monitoring of burglar alarms, fire alarms, or other electronic security systems which are consistent with the stated objectives of the association.

Section 4.2.3 Multi Branch Company Membership

- 4.2.3.1 Multi Branch Company Membership shall be open to any company with two (2) or more offices in one (1) but not more than fourteen (14) states and which shall meet the following requirements:
 - 4.2.3.1.1 Provide installation and repair of burglar alarms, fire alarms, or other electronic security systems which are consistent with the stated objectives of the association.
 - 4.2.3.1.2 Have made application to LBFAA and shall have been approved for membership by the board of directors of LBFAA.
 - 4.2.3.1.3 Shall at all times be a member in good standing of the LBFAA.

Subsection 4.2.4 National Company Membership

- 4.2.4.1 National Company Membership shall be open to any company whose parent company is a National Company Member in good standing of NBFAA, and which shall meet the following requirements:
 - 4.2.4.1.1 Provide installation and repair of burglar alarms, fire alarms, or other electronic security systems which are consistent with the stated objectives of the association.
 - 4.2.4.1.2 Have made application to LBFAA and shall have been approved for membership by the board of directors of LBFAA.
 - 4.2.4.1.3 Shall at all times be a member in good standing of the LBFAA.

Subsection 4.2.5 Life Membership

- 4.2.5.1 Life Membership may be conferred on a person who formerly served as a designated representative of a Regular Member and who has rendered meritorious service to the Association.

Subsection 4.2.6 Alumni Membership

- 4.2.6.1 Alumni Membership may be conferred upon a person who wishes to continue membership in the Association but who is no longer associated with the electronic

security industry.

- 4.2.6.2 To qualify for Alumni Membership, an individual must have previously served as the designated representative of a Regular Member.

Subsection 4.2.7 Honorary Membership

- 4.2.7.1 Honorary Membership may be conferred on a person who has performed meritorious service to the Association or upon others who cannot fulfill the requirements of Regular or Associate Memberships.

Subsection 4.2.8 Probationary Membership

- 4.2.8.1 Probationary Membership shall be a reduction of membership status designated by majority vote of the Board of Directors after due consideration for failure to fulfill all the standards and requirements of membership.

Subsection 4.2.9 Public Safety Membership

- 4.2.9.1 May be open to any member of the police or fire department of any governmental organization, or any governmental agency concerned with law enforcement or fire safety upon the request of their department head.
- 4.2.9.2 The Public Safety Member shall be approved for membership by the Board of Directors of LBF AA.
- 4.2.9.3 This membership shall continue only so long as the enabling employment continues

Subsection 4.2.10 Affiliate Membership

- 4.2.10.1 Affiliate Membership shall be open to any individual or business entity that does not otherwise qualify for membership under any other membership category, but has the capability of contributing significant value or expertise to the electronic security industry, or provides design, installation, service, or monitoring of electronic security systems for its own use and not to either the general public or to alarm dealers.
- 4.2.10.2 Have made application to LBF AA and shall have been approved for membership by the board of directors of LBF AA.
- 4.2.10.3 Shall at all times be a member in good standing of the LBF AA.

Subsection 4.2.11 Associate Membership

- 4.2.11.1 Associate Membership shall be open to any individual or business entity engaged in the business of manufacturing, distributing, supplying, dealing in or selling products and services, other than providing monitoring services, generally used and relating to and necessary to the members of the association.
- 4.2.11.2 Have made application to LBF AA and shall have been approved for membership by the board of directors of LBF AA.
- 4.2.11.3 Shall at all times be a member in good standing of the LBF AA.

Subsection 4.2.12 Related Industry Membership

- 4.2.12.1 Related Industry Membership shall be open to any business entity engaged in providing to the public design, installation, or servicing of systems or devices that are related to the security or fire alarm industry.
- 4.2.12.2 Have made application to LBFAA and shall have been approved for membership by the board of directors of LBFAA.
- 4.2.12.3 Shall at all times be a member in good standing of the LBFAA.

Section 4.3 Method of Election to Membership.

Subsection 4.3.1 Regular Membership

- 4.3.1.1 The business entity applying for Regular Membership shall make initial application to the LBFAA, on the official application form.
- 4.3.1.2 The Board of Directors of LBFAA shall provide for investigation of the applicant to determine if the applicant meets the requirements set forth in these bylaws.
- 4.3.1.3 Based on this investigation, the board of directors shall, by a majority vote, accept or reject the applicant.
- 4.3.1.4 The vote by the Board of Directors shall occur at a monthly meeting of the Board of Directors following as soon as is practical after the date the applicant's form is received.
- 4.3.1.5 Upon approval by the LBFAA in accordance with the bylaw requirements of the National Association, the applicant will become a Regular member of the National Association.
- 4.3.1.6 If the applicant is rejected, the applicant may file a written appeal with the Board of Directors of NBFAA setting forth, with particularity, the reason for the appeal.
- 4.3.1.7 The matter shall then be submitted to the membership chairmen and the legal counsel of both the LBFAA and of the NBFAA who shall, by a majority vote, recommend acceptance or rejection of the applicant as a Regular Member of the LBFAA.
- 4.3.1.8 The recommendation of both the Membership Chairmen and both legal counsels shall be submitted to the NBFAA Board of Directors, who shall vote on the acceptance or rejection of the applicant.

Subsection 4.3.2 Multi-Branch Membership

- 4.3.2.1 The business entity applying for Multi-Branch Membership shall make initial application to the LBFAA, on the official application form.
- 4.3.2.2 The Board of Directors of the LBFAA shall provide for investigation of the Applicant to determine if the Applicant meets the requirements set forth in these bylaws.
- 4.3.2.3 Based on this investigation, the board of directors shall, by a majority vote, accept or reject the applicant.
- 4.3.2.4 The vote by the Board of Directors shall occur at a monthly meeting of the Board of Directors following as soon as is practical after the date the applicant's form is received.
- 4.3.2.5 Upon approval by the LBFAA in accordance with the bylaw requirements of the

National Association, the applicant will become a Multi-Branch member of the National Association.

- 4.3.2.6 If the applicant is rejected, the applicant may file a written appeal with the Board of Directors of NBF AA setting forth, with particularity, the reason for the appeal.
- 4.3.2.7 The matter shall then be submitted to the membership chairmen and the legal counsel of both the LBFAA and of the NBF AA who shall, by a majority vote, recommend acceptance or rejection of the applicant as a Multi-Branch Member of the LBFAA.
- 4.3.2.8 The recommendation of both the Membership Chairmen and both legal counsels shall be submitted to the NBF AA Board of Directors, who shall vote on the acceptance or rejection of the applicant.

Subsection 4.3.3 National Company Membership

- 4.3.3.1 The business entity applying for National Company Membership shall make initial application to LBFAA, on the official application form.
- 4.3.3.2 The Board of Directors of LBFAA shall provide for investigation of the applicant to determine if the applicant meets the requirements set forth in these bylaws.
- 4.3.3.3 Based on this investigation, the board of directors shall by a majority vote, accept or reject the applicant.
- 4.3.3.4 The vote by the Board of Directors shall occur at a monthly meeting of the Board of Directors following as soon as is practical after the date the applicant's form is received.
- 4.3.3.5 Upon approval by the LBFAA in accordance with the bylaw requirements of the National Association, the applicant will become a Regular member of the National Association.
- 4.3.3.6 If the applicant is rejected, the applicant may file a written appeal with the Board of Directors of NBF AA setting forth, with particularity, the reason for the appeal.
- 4.3.3.7 The matter shall then be submitted to the membership chairmen and the legal counsel of both the LBFAA and of the NBF AA who shall, by a majority vote, recommend acceptance or rejection of the applicant as a National Company Member of the LBFAA.
- 4.3.3.8 The recommendation of both the Membership Chairmen and both legal counsels shall be submitted to the NBF AA Board of Directors, who shall vote on the acceptance or rejection of the applicant.

Subsection 4.3.4 Life Membership

- 4.3.4.1 Life Membership shall be approved by a seventy five percent (75%) majority vote of the Board of Directors.

Subsection 4.3.5 Alumni Membership

- 4.3.5.1 Alumni Membership shall be approved by a majority vote of the Board of Directors.

Subsection 4.3.6 Honorary Membership

4.3.6.1 Honorary Membership may be conferred by a majority vote of seventy five percent (75%) of the Board of Directors.

Subsection 4.3.7 Probationary Membership

4.3.7.1 Probationary Membership shall be a reduction of membership status designated by a majority vote of the Board of Directors after due consideration for failure to fulfill all the standards and requirements of membership.

Subsection 4.3.8 Public Safety Membership

4.3.8.1 The applicant for Public Safety Membership must secure approval by a majority vote of the Board of Directors.

Subsection 4.3.9 Affiliate Membership

4.3.9.1 The business entity applying for Affiliate Membership shall make initial application to LBFAA, on the official application form.

4.3.9.2 The Board of Directors of LBFAA shall provide for investigation of the applicant to determine if the applicant meets the requirements set forth in these bylaws.

4.3.9.3 Based on this investigation, the board of directors shall, by a majority vote, accept or reject the applicant.

4.3.9.4 The vote by the Board of Directors shall occur at a monthly meeting of the Board of Directors following as soon as is practical after the date the applicant's form is received.

4.3.9.5 Upon approval by the LBFAA in accordance with the bylaw requirements of the National Association, the applicant will become an Affiliate Member of the National Association.

Subsection 4.3.10 Associate Membership

4.3.10.1 The individual or business entity applying for Associate Membership shall make initial application to the LBFAA, on the official application form.

4.3.10.2 The Board of Directors of LBFAA shall provide for investigation of the applicant to determine if the applicant meets the requirements set forth in these bylaws.

4.3.10.3 Based on this investigation, the board of directors shall, by a majority vote, accept or reject the applicant.

4.3.10.4 The vote by the Board of Directors shall occur at a monthly meeting of the Board of Directors following as soon as is practical after the date the applicant's form is received.

Subsection 4.3.11 Related Industry Membership

4.3.11.1 The individual or business entity applying for Related Industry Membership shall make

- initial application to the LBFAA, on the official application form.
- 4.3.11.2 The Board of Directors of LBFAA shall provide for investigation of the applicant to determine if the applicant meets the requirements set forth in these bylaws.
- 4.3.11.3 Based on this investigation, the board of directors shall, by a majority vote, accept or reject the applicant.
- 4.3.11.4 The vote by the Board of Directors shall occur at a monthly meeting of the Board of Directors following as soon as is practical after the date the applicant's form is received.

Section 4.4 Duties and Privileges

Subsection 4.4.1 Regular Membership

- 4.4.1.1 A Regular Member shall have one (1) vote and shall be entitled to all other benefits of the Association.

Subsection 4.4.2 Multi-Branch Membership

- 4.4.2.1 A Multi-Branch Member shall have one (1) vote and shall be entitled to all other benefits of the Association.

Subsection 4.4.3 National Company Membership

- 4.4.3.1 A National Company Member shall have one (1) vote through its designated representative and shall be entitled to all other benefits of the Association.

Subsection 4.4.4 Life Membership

- 4.4.4.1 Life members shall be exempt from payment of all dues and assessments, may attend all conventions and meetings and shall have the right to vote, but shall not have the right to hold office.

Subsection 4.4.5 Alumni Membership

- 4.4.5.1 Alumni members shall receive Association publications and shall be eligible to attend such meetings that are open to Regular Members.
- 4.4.5.2 Alumni membership shall be subject to all rules and regulations pertaining to a Regular membership but shall not have the right to vote or hold office.
- 4.4.5.3 Alumni members shall be required to pay annual membership dues which from time to time will be determined by the Board of Directors.

Subsection 4.4.6 Honorary Membership

- 4.4.6.1 Honorary members shall receive Association publications and may attend conventions and meetings but shall not have the right to vote or to hold office.

4.4.6.2 Honorary members shall be exempt from payment of all dues and assessments.

Subsection 4.4.7 Probationary Membership

4.4.7.1 Probationary members shall not have the right to vote, hold office, shall not be considered a member in good standing and shall be subject to further action by the Board of Directors in accordance with the bylaws of the Association.

Subsection 4.4.8 Public Safety Membership

4.4.8.1 Public Safety members shall receive Association publications and may participate in committees, attend conventions and meetings but shall not have the right to vote or to hold office.

4.4.8.2 Public Safety members may be required to pay annual membership dues which from time to time will be determined by the Board of Directors.

Subsection 4.4.9 Affiliate Membership

4.4.9.1 Affiliate members shall receive Association publications and may participate in committees, attend conventions and meetings but shall not have the right to vote or to hold office.

4.4.9.2 Affiliate members shall be required to pay annual membership dues which from time to time will be determined by the Board of Directors.

Subsection 4.4.10 Associate Membership

4.4.10.1 Associate members shall receive Association publications and may participate in committees, attend conventions and meetings, shall have the right to vote but shall not have the right to hold an elected office except as provided for in 4.4.10.2.

4.4.10.2 There shall be one associate member elected to the Board of Directors with the title of Associate Board Member. An associate member may not hold any other office than that of Associate Board Member. The Associate Board Member shall have the right to vote on Board or Committee matters.

4.4.10.3 Associate members shall be required to pay annual membership dues which from time to time will be determined by the Board of Directors.

Subsection 4.4.11 Related Industry Membership

4.4.11.1 Related industry members shall receive Association publications and may participate in committees, attend conventions and meetings, shall have the right to vote but shall not have the right to hold an elected office except as provided for in 4.4.11.2.

4.4.11.2 There shall be one related industry member elected to the Board of Directors with the title of Related Industry Board Member. A related industry member may not hold any other office than that of Related Industry Board Member. The Related Industry Board Member shall have the right to vote on Board or Committee matters.

- 4.4.11.3 Related industry members shall be required to pay annual membership dues which from time to time will be determined by the Board of Directors.

Section 4.5 Dues and Assessments

- 4.5.1 Initial fees and annual dues for Regular, Multi-Branch, and National Company membership shall be determined by a majority vote of the Board of Directors and be subject to approval by a majority vote of members present and voting at any state annual, regular, or special meeting.
- 4.5.2 Annual dues for all other classes of membership shall be determined by a majority vote of the Board of Directors.
- 4.5.3 The Board of Directors may, when they deem it advisable, assess the cost of any contemplated program of the association against the members, in addition to their dues, provided that such assessment be approved by a majority vote at any regular state meeting of the Association.

Section 4.6 Transfer of Membership

- 4.6.1 The memberships conferred herein are vested in the business entities and are not transferable with the individual. The membership categories of Life, Alumni or Honorary Membership are vested in the individual.

Section 4.7 Disciplinary Procedures

- 4.7.1 Any dues paying member who shall fail to pay any dues or indebtedness to the Association within ninety (90) days after statement of such obligation has been mailed by the Treasurer shall be designated as a Probationary Member during the continuance of the delinquency.
- 4.7.2 At the expiration of a thirty (30) day period of probation the member may be expelled from the Association, if their dues or other indebtedness to the Association has not been satisfied.
- 4.7.3 The above process of probation and expulsion may be appealed by the member involved by filing a Notice of Appeal to the Committee consisting of the Membership Chairs and legal Counsel of the LBFAA and the NBF AA. Upon a review of the appeal, the member, by a majority vote, may either be expelled, reinstated to a probationary membership, or restored to a full membership.
- 4.7.4 In similar manner, the Board of Directors may expel any member it may decide has been guilty of making false reports to the Association, or to have violated any agreement lawfully and formally entered into with the Association, or who fails to continue to fulfill all the standards and requirements for membership, or has been convicted of a felony.

Section 4.8 Resignation

- 4.8.1 Members in good standing may resign at any time, upon filing a written statement to

this effect with the President or Secretary, provided all obligations as to dues for the current year have been met.

Section 4.9 Meetings and Quorum

Subsection 4.9.1 Regular State, Annual State, and Regional Meetings

- 4.9.1.1 An annual state meeting of the general membership shall be held once per year at a time and place to be determined by the Board of Directors.
- 4.9.1.2 The Secretary shall give written notice of such meeting to the membership at least thirty (30) days but not more than ninety (90) days prior to the meeting.
- 4.9.1.3 A Regular state meeting of the general membership may be held at a time and place determined by the Board of Directors.
- 4.9.1.4 The Secretary shall give written notice of such meeting to the membership at least thirty (30) days but not more than ninety (90) days prior to the meeting.
- 4.9.1.5 A Regional meeting of the regional membership may be held at a time and place determined by the Regional Vice President.
- 4.9.1.6 The Regional Vice President shall give written notice of such meeting to the regional membership at least (7) seven days prior to the meeting.

Subsection 4.9.2 Special Meeting

- 4.9.2.1 A special meeting of the general membership shall be called by the President upon the recommendation of two-thirds (2/3) of the Board of Directors, or upon the written request of one-third (1/3) of the regular members. The Secretary shall give written notice of such meeting to the membership not less than thirty (30) days prior to such meeting.

Subsection 4.9.3 Quorum and Voting

- 4.9.3.1 Members in good standing and entitled to vote, present at any properly called meeting of the general membership, shall constitute a quorum.
- 4.9.3.2 Except as may otherwise be provided in these bylaws, all action taken shall be by majority vote of those present and voting.
- 4.9.3.3 Each Regular Member, National Company Member, Multi-Branch Company Member, Associate Member, and Life Member, shall be entitled to one (1) vote.
- 4.9.3.4 No Regular Member, National Company Member, Multi-Branch Company Member, Associate Member, or Life Member may cast more than one (1) vote.
- 4.9.3.5 The only voting member companies allowed to cast a vote for a Regional Vice President shall be those companies located within the geographical boundaries of the Vice President's representative region.
- 4.9.3.6 For purposes of voting for new officers, the results of which election are to be announced at the annual state meeting, the Board of Directors is hereby vested with the authority to direct the Secretary to submit the issue by mail ballot to the voting

- membership for decision.
- 4.9.3.7 Election of officers presented in this manner shall be determined for each office by the candidate that receives the greatest number of votes and shall have the same force and effect as if the issue had been voted upon at a meeting of the Association.
- 4.9.3.8 In the event of a tie vote for any elected officer there shall be a runoff election. Only those members attending the annual meeting shall be polled by secret ballot. The person then receiving the greatest number of votes shall be elected.
- 4.9.3.9 In the event the runoff election results in a tie vote, Robert's rules will prevail and the President shall determine the winner of the election.
- 4.9.3.10 Whenever a question arises which requires a membership vote, and in the judgement of the Board of Directors it is not expedient to call a special meeting of the members for the specific purpose, the Board of Directors is hereby vested with authority to direct the Secretary to submit the issue by mail ballot to the voting membership for decision.
- 4.9.3.11 Questions and issues presented in this manner shall require a favorable vote of two-thirds (2/3) or more of the members casting votes and shall have the same force and effect as if the issued had been voted upon at a meeting of the Association.
- 4.9.3.12 In order to cast a vote the member must be in good standing.
- 4.9.3.13 In order to vote at an annual state, regular state or special meeting a person must be listed as the official representative or official alternate representative of that member company. Members will be asked to specify these representatives annually as a part of the dues billing process. Changes to the official representatives or official alternate representatives must be made at least 20 days prior to the meeting. The representative must be an owner, officer or bonafide full time employee of the Member Company to be eligible to cast a vote on behalf of that member.

Article 5. OFFICERS

Section 5.1 Types

- 5.1.1 The Officers of the Association shall consist of the Chairman of the Board, President, a Regional Vice President for each designated region, a Secretary, a Treasurer, one (1) Attending Past President and an Associate Board Member, each performing the usual duties of their office.
- 5.1.2 All elected officers, the Chairman of the Board, and the Attending Past President must be selected from members in good standing.
- 5.1.3 A member may not be nominated for or elected President of the Association unless the member has served on the Board of Directors for a period of at least one (1) year.
- 5.1.4 The Attending Past President must have served one (1) year as Chairman of the Board.

Section 5.2 Duties

Subsection 5.2.1 President

- 5.2.1.1 It shall be the duty of the President to preside at all state meetings of the Association,

any Board of Directors meetings in the absence of the Chairman, or any regional meeting in the absence of the Regional Vice President; and appoint all committees and perform such duties as may be incidental to this office, or which shall be required by a vote of the membership or the Board of Directors; to co-sign checks, to enforce at all meetings the observance of decorum among the members; to inform the assembly, when necessary, or when referred to for the purpose, on point of order or practice pertinent to pending business; to authenticate by signature, when necessary, all the acts, orders, and proceedings of the assembly declaring its will in all things and obeying its command; be guided at all times by the Bylaws of the Association and Robert's Rules of Order.

- 5.2.1.2 The President, may, each year, appoint a parliamentarian to aid and assist in conducting meetings.
- 5.2.1.3 The President may also appoint a Sergeant at Arms and a Chaplain.
- 5.2.1.4 The President shall have the authority to declare any meeting a "closed session" which would exclude all but voting members and ex officio members.
- 5.2.1.5 The President or his designee shall be the direct representative of the association to the NBF AA.
- 5.2.1.6 The President is authorized expenditures not exceeding \$500.00. All expenditures exceeding \$500.00 shall require Board approval.

Subsection 5.2.2 Regional Vice President

- 5.2.2.1 Each Regional Vice President shall represent the membership of one of their designated geographical regions.
- 5.2.2.2 The Regional Vice President shall preside over their respective regional meetings; be responsible to coordinate with the membership committee on all membership matters within their region; be responsible for ensuring that accurate minutes of the proceedings of the regional meeting are recorded, prepared and disseminated, be responsible for and ensure the proper disposition of all Association funds in their possession, and co-signing checks; have the authority to appoint a regional secretary, act as liaison between the Board of Directors and the membership of their region, and promote all objectives of the Association and shall perform such duties as assigned to them by the President and the Board of Directors to whom they shall report.

Subsection 5.2.3 Secretary

- 5.2.3.1 The Secretary shall be responsible for ensuring that accurate minutes of the proceedings of the annual meeting and the Board of Director's meetings are recorded, prepared, and disseminated, notification and the agenda for all state meetings; be responsible for co-signing checks, for receiving and verifying all write-in nominations, and shall be responsible for receiving and tabulating all votes for the election of officers or any other issues requiring a ballot vote.

Subsection 5.2.4 Treasurer

- 5.2.4.1 The duties of the Treasurer shall consist of ensuring the proper disposition of all Association funds, and co-signing of checks.
- 5.2.4.2 All checks must be properly documented by a vendor's invoice and necessary

supporting papers such as purchase orders, etc., or in the case of payees other than vendors, by proper supporting vouchers and documents.

- 5.2.4.3 The Treasurer shall ensure that expenditures are covered by the current approved Association budget.
- 5.2.4.4 Other expenditures must be presented in detail to the Board of Directors for their information and/or approval at their next meeting.
- 5.2.4.5 In the event the Board of Directors appoints an Executive Director, Management Company, or Administrative Assistant, the Director, Management Company, or Administrative Assistant, may be assigned any duties of the office of Treasurer as may be determined by the Board of Directors.
- 5.2.4.6 It shall always be the responsibility of the Treasurer to report regularly as to the financial condition of the Association to the Board of Directors and at least annually to the membership.
- 5.2.4.7 The Secretary and Treasurer, or any person entrusted with the handling of funds, or property of the association shall at the discretion of the Board of Directors, furnish, at the expense of the association, a fidelity bond approved by the Board, in such a sum as the Board shall prescribe.

Subsection 5.2.5 Chairman of the Board

- 5.2.5.1 The Chairman of the Board shall preside at all meetings of the Board of Directors and any state meetings in the absence of the President.
- 5.2.5.2 At any meeting over which the Chairman of the Board presides, the Chair shall vote in accordance with Robert's Rules of Order; enforce the observance of decorum among the members; to inform the assembly, when necessary, or when referred to for the purpose, on point of order or practice pertinent to pending business; be guided at all times by the Bylaws of the Association and Robert's Rules of Order.

Subsection 5.2.6 Attending Past President

- 5.2.6.1 It shall be the privilege of the Attending Past President to attend meetings of the Board of Directors and vote on issues presented at such meetings.
- 5.2.6.2 Only one (1) Attending Past President shall have the right to vote on Board Matters. If more than one eligible Past President attends a Board of Directors meeting only the most immediate Past President, after the Past President serving as Chairman of the Board, shall have the right to vote.

Subsection 5.2.7 Associate Board Member

- 5.2.7.1 The Associate Board Member shall generally represent the interest of, and act as liaison between, the non-voting member categories and the Board of Directors, promote all objectives of the association, and shall perform such duties as assigned to them by the President and the Board of Directors to whom they shall report.
- 5.2.7.2 An Associate Board Member may serve as a committee chair or committee member.
- 5.2.7.3 An Associate Board Member shall have the right to vote on all Board matters, and, when serving on a committee, shall also have the right to vote on committee matters.

Section 5.3 Nominations and Election of Officers

Subsection 5.3.1 Nominations

- 5.3.1.1 The Board of Directors shall not less than sixty (60) calendar days prior to the date of the annual meeting submit to the voting membership a nominee for each of the elective offices of the Association.
- 5.3.1.2 The Board of Directors shall obtain the prior consent of any person nominated.
- 5.3.1.3 In addition to the nominations proposed by the Board of Directors, any voting member in good standing may be nominated for office by written petition of not less than five (5) voting members in good standing delivered to the secretary either by mail or facsimile. All petitions must be either stamped or facsimile time stamped, no later than midnight, forty-five (45) calendar days prior to the annual meeting of the association to allow for validation. The Secretary shall obtain the prior consent of any person nominated.
- 5.3.1.4 All nominees for elective office, whether nominated by the Board of Directors, or by petition, shall only be members in good standing.
- 5.3.1.5 Nominees for Regional Vice President shall only be selected from members in good standing located within the geographical boundaries of the respective regions.
- 5.3.1.6 The name of each nominee selected by the Board of Directors, and the name of each nominee received by written petition, along with a voting ballot, shall be submitted to each voting member company in good standing not less than thirty (30) days prior to the annual meeting.

Subsection 5.3.2 Elections

- 5.3.2.1 Election for each office shall be held by ballot delivered to the secretary by mail or facsimile. All ballots must be either stamped, or facsimile time stamped, no later than midnight, seven (7) calendar days prior to the annual meeting of the Association to allow for validation and tabulation. The validation and tabulation shall be conducted by an election committee comprised of the Secretary and two members appointed by consensus of the Board of Directors. Each member in good standing shall be entitled to vote in accordance with the appropriate provisions of these bylaws.
 - 5.3.2.1.1 Election to an uncontested office may be effected by acclamation of the President.
- 5.3.2.2 The results of the election will be announced at the annual meeting of the Association.
- 5.3.2.3 All officers shall serve for a term of one (1) year.
- 5.3.2.4 All officers shall serve their term until their successors are elected and qualified.
- 5.3.2.5 All officers shall assume office at the conclusion of the annual meeting at which they were elected.
- 5.3.2.6 The President going out of office shall assume the office of Chairman of the Board.

Subsection 5.3.3 Vacancies

- 5.3.3.1 In the event of a vacancy occurring in the office of President, the most immediate past President shall become Acting President and shall assume all the duties and authorities of the vacant office until such office shall be filled through election by the remaining members of the Board of Directors.

- 5.3.3.2 Vacancies occurring in the office of the Vice President, Secretary, or Treasurer shall likewise be filled by election of the Board of Directors.
- 5.3.3.3 If, for any reason, the immediate Past President cannot serve or continue to serve as Chairman, the next preceding Past President shall automatically become the Chairman.

Article 6. BOARD OF DIRECTORS

Section 6.1 Composition

- 6.1.1 There shall be a Board of Directors consisting of a Chairman of the Board, all elected officers, and one (1) Attending Past President. The President may designate the Chairpersons of certain key committees as Ex Officio members of the Board of Directors during his administration. Ex Officio members shall have no vote. The President may appoint one of its members as the representative to the NBF AA.

Section 6.2 Duties

- 6.2.1 The Board of Directors shall, subject to instructions given by resolution passed at the regular or special meeting, have charge of the affairs and funds of the Association.
- 6.2.2 The Board of Directors shall have control of the bonding of all persons handling the Association's funds.
- 6.2.3 The Board may adopt such rules and regulations for the conduct of the Association's business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.
- 6.2.4 The Board of Directors shall establish and at all times maintain a current job description for each officer.
- 6.2.5 The Board of Directors shall approve the annual budget at a meeting within sixty (60) days of the end of the previous fiscal year.

Section 6.3 Meetings and Quorum

Subsection 6.3.1 Regular Meetings

- 6.3.1.1 An annual meeting of the Board of Directors shall be held once per year at a time and place to be determined by the Board of Directors.
- 6.3.1.2 The Secretary shall give notice of such meeting to the members of the Board of Directors at least thirty (30) days but not more than ninety (90) days prior to the meeting.
- 6.3.1.3 A regular meeting of the Board of Directors may be called by the President or the Secretary of the Association upon not less than thirty (30) days written notice.
- 6.3.1.4 Any properly called regular meeting of the Board of Directors may, at the option of the President, be conducted via telephone or other electronic means, provided however, all parties to the meeting can communicate with all other parties to the meeting.

Subsection 6.3.2 Special Meetings

- 6.3.2.1 A special meeting of the Board of Directors may be called by the President or upon the recommendation of the Board of Directors.

- 6.3.2.2 The Secretary shall give notice of such meeting not less than twenty-four (24) hours prior to the meeting.
- 6.3.2.3 Any properly called special meeting of the Board of Directors may, at the option of the President, be conducted via telephone or other electronic means, provided however all parties to the meeting can communicate with all other parties to the meeting.

Subsection 6.3.3 Quorum and Voting

- 6.3.3.1 Four (4) members in good standing and entitled to vote shall constitute a quorum of the Board of Directors.
- 6.3.3.2 Except as may otherwise be provided in these bylaws, all action taken by the Board of Directors shall be by a majority vote of those present and voting.
- 6.3.3.3 The President shall have the authority and discretion to declare which issues may be decided by a proxy vote. The issues eligible for proxy must be indicated on the meeting agenda.

Section 6.4 Absence

- 6.4.1 Any member of the Board of Directors unable to attend a meeting shall notify the President at least two (2) days prior to the time of such meeting, stating the reason for their absence. If a Board member is absent from three (3) consecutive meetings, or an excessive number of meetings in any given year, for reasons which the Board has failed to declare to be sufficient, their resignation may, at the discretion of the Board of Directors, be deemed to have been tendered and accepted.

Section 6.5 Removal of Officers

- 6.5.1 Any officer may be removed by a two-thirds (2/3) majority vote of the Board of Directors excluding the officer at issue.

Article 7. COMMITTEES

Section 7.1 Composition

- 7.1.1 The President shall recommend to the Board of Directors the establishment of such committees as are necessary to achieve the objectives of the Associations.
- 7.1.2 The President shall then appoint a Chairman and may appoint members of each committee. The Chairmen and committee members shall serve at the pleasure of the President.
- 7.1.3 Committees may be abolished by action of the Board of Directors.

Section 7.2 Duties

- 7.2.1 The Board of Directors, in authorizing the establishment of any committee, shall adopt a statement of functions and operations for that committee.

7.2.2 Committees shall report to the Board of Directors, and to the members, if so directed, by the submission of the minutes of their meetings and by such other means as are desirable or appropriate.

7.2.3 Committee chairmen are authorized expenditures within the approved budget. All other expenditures shall require approval by both the President and Treasurer or the Board of Directors.

Section 7.3 Meeting and Quorum

7.3.1 A majority of a committee shall constitute a quorum.

7.3.2 A committee shall convene and meet at the call of the chair or on a call of a majority of the committee.

Article 8. INDEMNIFICATION

8.1 The Association shall indemnify any and all of its Directors, Officers, Committee Members, and Employees or former Directors, Officers, Committee Members, or any person who may have served at its request, from any suit or proceeding, by reason of the fact that he or she was or is a Director, Officer, Committee Member, Employee or Agent of the Association or is or was serving at the request of the Association as a Director, Officer, Committee Member, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, if said person acted in good faith, in a manner he or she believed to be in the best interest of the Association and had no reason to believe his or her conduct was unlawful.

8.2 Provided, however, no indemnification shall be made in respect to any suit or proceedings as to which such Director, Officer, Committee Member, or Employee shall be judged to have committed an act including wanton or willful misconduct in the performance of his or her duty.

8.3 Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any agreement, vote of members of the Association, or otherwise.

Article 9. EXECUTIVE OFFICER/MANAGEMENT

9.1 The Board of Directors may select an Executive Officer, Association Management Organization, or Administrative Assistant, hereinafter collectively referred to as "Administrator." The Administrator selected is not required to be a member of the Association.

9.2 The Board of Directors shall have the power and authority to enter into a contract with such person to act as Executive Officer or Administrative Assistant, or such firm to provide management services, for a term not exceeding three (3) years.

- 9.3 The Administrator may be compensated in such manner and in such amounts as the Board of Directors determine within the annual budget. The Administrator shall perform such duties as may be directed by the Board of Directors and the President and shall report to them. The Board of Directors may require the Administrator to furnish an adequate Surety Bond conditioned on the faithful discharge of duties. The cost of the bond shall be the expense of the Association, payable from funds of the Association. All books, documents, and papers of the Association may be in the custody and control of the Administrator but remain the property of the Association. The Board of Directors may require the Administrator to submit a financial and operating statement, which has been audited and prepared by an independent CPA, to the President and Treasurer once a year.

Article 10. GRIEVANCE PROCEDURES

- 10.1 The Grievance Committee shall consist of three (3) members appointed by the President, one (1) of whom shall be a Vice President.
- 10.2 All grievances must be sent to the three (3) members of the Grievance Committee at least thirty (30) days prior to the regularly called meeting of the Board of Directors.
- 10.3 The procedure is as follows:
- 10.3.1 The Complainant shall submit the grievance in writing setting forth:
- 10.3.1.1 Complainant's name.
 - 10.3.1.2 Address of same.
 - 10.3.1.3 Trade name and personal name of accused party.
 - 10.3.1.4 Address of same.
 - 10.3.1.5 Nature of complaint.
 - 10.3.1.6 Attach supporting data, places, pictures, advertising clips and/or other applicable items.
- 10.3.2 Preliminary investigation will be made by a Vice President designated by the President.
- 10.3.3 If grievance is substantiated, a mutually agreeable time shall be set for a meeting of the accused and accusers.
- 10.3.4 Hearing shall be presided over by a Vice President and the two (2) members of the Grievance Committee.
- 10.3.5 The Chairman of the Grievance Committee is to make a report of the Committee's findings to the Board of Directors in writing.
- 10.3.6 If not resolved, complainant and defendant must be notified to appear before the Board of Directors.
- 10.3.7 Involved parties shall be notified within two (2) weeks from hearing of the Board of Director's decision.
- 10.3.8 In the event the Board of Directors should find a member responsible or guilty of the accusation, the Board of Directors may upon majority vote, impose one of the following sanctions:
- 10.3.8.1 Warning
 - 10.3.8.2 Probation
 - 10.3.8.3 Expulsion

Article 11. LIMITATIONS

- 11.1 Neither the Association nor any of its officers or committees shall take any action, incur any obligations, or announce any policy in the name of the Association unless the action, or obligation, or policy shall have been formally approved by a majority vote of the Board of Directors.
- 11.2 All publications, statements or notices of any nature issued by, or in the name of this association shall have the prior approval of the President, his designee or the Board of Directors before being released to members or to the public.
 - 11.2.1 The President's designee shall only have approval authority for a specific class of publication, statement, or notice as approved by the Board of Directors.
- 11.3 The Association or membership, therein shall not be used for the promotion of individual interests.
- 11.4 No members shall use their offices or titles on their personal business stationery.
- 11.5 Members may indicate their membership by using the name of the Association on their letterheads, advertising, or business cards.

Article 12. AMENDMENTS

- 12.1 The bylaws may be amended in the following manner.
 - 12.1.1 A written notice setting forth the proposed amendment verbatim shall be sent to each voting member at least thirty (30) days before any meeting of the general membership at which the amendment will be voted upon.
 - 12.1.2 Before the amendment is adopted, it shall receive a favorable vote of two-thirds (2/3rds) or more of the votes cast at the meeting.
 - 12.1.3 A member in good standing may submit a proposed amendment to the bylaws for the consideration of the membership to the Board of Directors.

Article 13. LEGAL COUNSEL AND AUDITOR

- 13.1 Such Legal Counsel or Auditors as may be considered necessary shall be selected by the Board of Directors, which shall also designate contract terms, specific matter or matters to be handled by Counsel and the Auditors, and wherever possible, fees and/or retainers.
- 13.2 The Board of Directors shall have the power and authority to enter into a contract with such Legal Counsel or Auditors as is necessary to manage and/or protect the assets of the Association.

Article 14. PARLIAMENTARY AUTHORITY

- 14.1 All meetings shall be conducted in accordance with Robert's Rules of Order.

Article 15. DISSOLUTION

- 15.1 In the event of a dissolution of the Association and after payment of all debts and other

obligations, the assets of this Association shall be dedicated or transferred only in accordance with objectives set forth in Article 2 of these bylaws as a majority of the Board of Directors shall decide.