

**BYLAWS  
OF  
TEXAS BURGLAR AND FIRE ALARM ASSOCIATION, INC.**

**ARTICLE I**

**OFFICES**

**Sec. 1: 1. Registered Office and Agent.**

The registered office and agent of the Texas Burglar and Fire Alarm Association Inc. (herein after referred to as "Corporation") will be determined by the Board of Directors.

**Sec. 1:2. Other Office.**

The Corporation may also have offices at other locations both within and without the State of Texas as the Board of Directors may from time to time determine.

**ARTICLE II**

**MEMBERS AND NON-MEMBERS**

**Sec. 2:1. Classes of Members.**

The Members of the Corporation shall be divided into classes: Regular Member, Associate Member, Individual Member, Public Safety Partner, Applicant Member, Life Member and Honorary Member. Regular Members must be active members in good standing of the Corporation. Associate Members, Public Safety Partner, Applicant Member and Individual Members, must be in good standing with the Corporation.

**A. REGULAR MEMBERSHIP**

Regular membership shall be open to any business entity licensed by the State of Texas, which shall meet the following requirements:

1. Have as primary business the installation, servicing, selling, consulting, or monitoring of electronic alarm systems in either the security alarm or fire alarm business; and
2. Be licensed in the State of Texas with either or both of the following licensing agencies:
  - a) Texas Private Security Bureau,, and/or
  - b) The State Board of Insurance Office of the Fire Marshall
3. Be willing and agree to conduct their business in accordance with the Code of Ethics of the Corporation; and
4. Pay to the Corporation the required dues as set forth in these By-laws; and
5. Be sponsored by one (1) Regular Member, or Associate Member in good standing; and
6. Be willing to contribute personal time for the betterment of the Corporation as further detailed herein.

**B. ASSOCIATE MEMBERSHIP**

Associate Membership shall consist of any business entity which is engaged in the business of manufacturing, distributing, supplying, dealing in or selling products or services generally used and related to and necessary for the Regular members of the Corporation. Associate Membership shall also meet the following requirements:

1. Be willing and agree to conduct their business in accordance with the Code of Ethics of the Corporation; and
2. Pay to Corporation the required dues as set forth in these By-laws; and
3. Be sponsored by one (1) Regular Member, or Associate Member in good standing, and be approved by the Board of Directors; and

4. Be willing to contribute personal time for the betterment of the Corporation as further detailed herein.

### **C. INDIVIDUAL MEMBERSHIP**

Individual Membership shall consist of an individual employee of a business engaged in the selling, servicing, installing, consulting service, and monitoring of alarm systems. This membership is reserved for those individuals that are employed by companies who choose not to participate with the Corporation. However, to qualify as an Individual Member, the Individual must be employed by a licensed company, under the Texas Private Security Bureau, and/or the State Board of Insurance Office of the Fire Marshall. Individual Members shall not have voting rights, hold office, or qualify for any Corporation training discounts. (i.e. Individual Membership will be considered a non-member when paying for any type of TBFAA training since Individual Members are not full paying members of TBFAA. Individual Members will be allowed to attend meetings and receive Corporation's Newsletter. Individual Membership shall meet the following requirements:

1. Be willing and agree to conduct themselves in accordance with the Code of Ethics of the Corporation; and
2. Pay to Corporation the required dues as set forth in these By-laws; and
3. Be sponsored by one (1) Regular Member or Associate Member in good standing, and be approved by the Board of Directors; and
4. Be willing to contribute personal time for the betterment of the Corporation as further detailed herein.

### **D. HONORARY MEMBERSHIP**

Honorary Membership may be conferred upon an individual by recommendation of a member of the Board of Directors and upon the majority vote of the Board of Directors. Honorary Membership shall be recommended for an individual who has performed meritorious service to the Corporation. Honorary members may attend meetings and receive the Corporation's Newsletter but shall have no voting rights, or hold office in the Corporation. Honorary members will not be eligible for any discounts through the Corporation.

### **E. PUBLIC SAFETY PARTNERS**

Any member of a governmental organization or agency concerned with law enforcement or fire safety shall be eligible to affiliate with the TBFAA as Public Safety Partner. Public Safety partnerships shall continue only so long as the enabling employment continues. Public Safety Partners in good standing shall be entitled to benefits of this Association including; receiving member services at the member rate, serving on committees, except that they shall not vote and shall not hold office. Public Safety Partners shall comply with these bylaws, the TBFAA Code of Ethics, TBFAA Antitrust Statement and all national, state and local laws applicable in the jurisdictions where they do business. . Public Safety Partners shall be sponsored by one (1) Regular Member or Associate Member in good standing, and be approved by the Board of Directors.

### **F. APPLICANT MEMBERSHIP**

Any entity that satisfies every requirement for Regular Membership as cited in these Bylaws, except that the entity has not been licensed in the State of Texas with the Texas Private Security Board, and/or The State Board of Insurance Office of the Fire Marshal. The Applicant Member shall be entitled to benefits of this Association including; receiving member services at the member rate, serving on committees, except that they shall not vote and shall not hold office. An Applicant Member may remain an Applicant Member for a period of one year. At the expiration of the one-year period, if the Applicant Member has not been appropriately licensed in the State of Texas, then the Applicant Membership shall automatically terminate.

### **G. LIFE MEMBERSHIP**

Life Membership may be conferred upon an individual by recommendation of a member of the Board of Directors and upon the two-thirds majority vote of the Board of Directors. Life Membership shall be recommended for an individual who has made significant contributions to the association over a long period of time. Life members may attend meetings and receive the Association's benefits shall have no voting rights, shall not hold elected office in the Association, and shall not pay dues to the Association. Life Membership does not alter the right of an authorized representative of a Regular or Associate member to vote or hold office.

**Sec. 2:2. Use of Logo and TBFAA Name**

Members have the right to identify themselves as members of the Texas Burglar & Fire Alarm Association (TBFAA) and to display the logo and name on their web sites, brochures, business cards, decals and letterhead.

Members may not use the corporation name or logo to imply the endorsement of a position, law, ordinance, regulation, product or service without the express approval of the Board of Directors of the Corporation.

**Sec. 2:2. Access to Strategy and Information**

The Board of Directors of the Corporation can, by majority vote, limit access to documents, emails and conversations as required concerning: a lobbying or advocacy effort before a local, state or national legislative body; settlement or avoidance of litigation; consideration of a grievance or complaint; bids: contracts or agreements; and/or matters concerning employees or contractors.

**ARTICLE III**

**BOARD OF DIRECTORS**

**Sec. 3:1. Composition; Number.**

The Board of Directors shall consist of the following:

- A. The Officers of the Corporation shall consist of the President, Vice President, Secretary, Treasurer, and the Immediate Past President.
- B. Directors shall consist of the following:

1. Each Region shall have one (1) Director. Regions shall be designated as follows:

- a) Region 1: North Region – All of the following counties: Andrews, Archer, Armstrong, Bailey, Baylor, Borden, Briscoe, Callahan, Carson , Castro, Childress, Clay, Cochran, Collingsworth, Cottle, Crosby, Dallam, Dawson, Deaf Smith, Dickens, Donley, Eastland, Fisher, Floyd, Foard, Gaines, Garza, Gray, Hale, Hall, Hansford, Hardeman, Hartley, Haskell, Hemphill, Hockley, Hutchinson, Jack, Jones, Kent, King, Knox, Lamb, Lipscomb, Lubbock, Lynn, Martin, Mitchell, Moore, Motley, Nolan, Ochiltree, Oldham, Parmer, Potter, Randall, Roberts, Scurry, Shackelford, Sherman, Stephens, Stonewall, Swisher, Taylor, Terry, Throckmorton, Wheeler, Wichita, Wilbarger, Yoakum, Young.
- b) Region 2: East Region – All of the following counties: Anderson, Angelina, Bosque, Bowie, Camp, Cass, Cherokee, Collin, Comanche, Dallas, Delta, Denton, Ellis, Erath, Fannin, Franklin, Freestone, Grayson, Gregg, Hamilton, Harrison, Henderson, Hill, Hood, Hopkins, Hunt, Johnson, Kaufman, Lamar, Limestone, Marion, Montague, Morris, Nacogdoches, Navarro, Palo Pinto, Parker, Rains, Red River, Rockwall, Rusk, Sabine, San Augustine, Shelby, Smith, Somervell, Tarrant, Titus, Upshur, Van Zandt, Wise, Wood, Woods.
- c) Region 3: South Region – All of the following counties: Aransas, Austin, Brazoria, Brazos, Brooks, Burleson, Calhoun, Cameron, Chambers, Colorado, DeWitt, Duval, Fayette, Fort Bend, Galveston, Goliad, Grimes, Hardin, Harris, Hidalgo, Houston, Howard, Jackson, Jasper, Jefferson, Jim Hogg, Jim Wells, Karnes, Kenedy, Kleberg, Lavaca, Leon, Liberty, Live Oak, Madison, Matagorda, Montgomery, Newton, Nueces, Orange, Panola, Polk, Refugio, Robertson, San Jacinto, San Patricio, Starr, Trinity, Tyler, Victoria, Walker, Waller, Washington, Wharton, Willacy, Zapata.
- d) Region 4: West Region – All of the following counties: Atascosa, Bandera, Bastrop, Bee, Bell, Bexar, Blanco , Brewster, Brown, Burnet, Caldwell, Coke, Coleman, Comal, Concho, Cooke, Coryell, Crane, Crockett, Culberson, Dimmit, Ector, Edwards, El Paso, Falls, Frio, Gillespie, Glasscock, Gonzales, Guadalupe, Hays, Hudspeth, Irion, Jeff Davis, Kerr, Kimble, Kinney, La Salle, Lampasas, Lee, Llano, Loving, Mason, Maverick, McClennon, McCulloch, McLennan, McMullen, Medina, Menard, Midland, Milam, Mills, Pecos, Presidio, Reagan, Real, Reeves, Runnels, San Saba, Schleicher, Sterling , Sutton, Terrell, Tom Green, Travis, Upton, Uvalde, Val Verde, Ward, Webb, Williamson, Wilson, Winkler.

- 2. One (1) Associate Director, and
- 3. One (1) Training Director, and
- 4. One (1) Membership Director, and

5. One (1) Local Association Director from each local association that has met the below listed requirements and has been recognized by the Board of Directors. The director shall be the President or their designated representative
  - a. The Local Association shall be in existence for a minimum of one year.
  - b. The Local Association shall have a minimum of twenty members.
  - c. The Local Association shall have at a minimum, regular quarterly meetings.
  - d. The Local Association President or the designated representative must be a member of the TBFAA.
  - e. The Local Association shall lose its recognized status and that director shall be removed from the board of directors automatically when the Director is absent or misses three (3) consecutive Board of Directors meetings.
6. The President upon approval of a majority vote of the Board of Directors may appoint one or more persons who in their opinion can make a positive contribution to the leadership of the association, to serve as Director Emeritus. The Director Emeritus will not have a vote but will have the right to fully participate in the discussion and deliberations of the board, will not count toward the establishment of a quorum and will serve until the term of the President expires. A Director Emeritus may be reappointed for additional terms at the discretion of the President and the Board.
7. Chapter Directors as specified in Article IX

**Sec. 3:2. Management.**

The business and affairs of the Corporation are to be managed by the Board of Directors who may exercise all such powers of the Corporation and do all lawful acts and things, as are not by statute, or by the Articles of Incorporation, or by these Bylaws directed or required to be exercised by, or reserved to, the members.

**Sec. 3:3 Board Member Qualification, Election; Term.**

**A. QUALIFICATION**

- 1) With the exception of the Associate, Membership, and Training Directors, all members of the Board of Directors must be Regular Members of the Corporation. Associate, Membership, and Training Directors must be Regular or Associate Members of the Corporation.
- 2) To qualify as President an individual must have served two years as a member of the Board of Directors prior to election.
- 3) To qualify as Vice President, an individual must have served one year as a member of the Board of Directors prior to election.

**B. ELECTION**

The four (4) most immediate past Presidents of the Corporation, and any Member appointed by the current President shall constitute a nominating committee for the purpose of nominating officers of the Association. Such committee shall meet during the first week in July of each year, and shall announce their nominations in the annual conference meeting notice to all Members.

1. Officers shall be elected by a simple majority or by proxy vote of the Regular and Associate Members, present and in good standing at the annual meeting.
2. Regional Directors shall be elected by a simple majority or by proxy vote of the Regular Members, present and in good standing from within that Region, at the annual meeting.
3. The Associate Director shall be elected by a simple majority or by proxy vote of the Associate Members present and in good standing at the annual meeting.
4. The Membership Director and Training Director shall be elected by a simple majority or by proxy vote of the Regular and Associate Members, present and in good standing at the annual meeting.
5. The associations referenced in Sec. 3:1.B5 shall appoint the Local Association Directors.
6. The chapters referenced in ARTICLE IX shall appoint the chapter directors.

**C. TERMS.**

The length of terms shall be as follows:

1. President: Two (2) years, plus two (2) years as Immediate Past President upon expiration of their term commencing on the day of the annual membership meeting of every odd numbered year.
2. The term of all other Officers and Directors: One (1) year.

**Sec. 3:4. Change in Number.**

The number of the Board of Directors may be increased or decreased (provided that there must always be at least four (4) Regional Directors) by amendment of these Bylaws, but no decrease may have the effect of shortening the term of any incumbent Board of Director.

**Sec. 3:5. Removal from Office.**

Board of Directors may be removed for cause as follows:

- A. At any special or annual meeting of Regular and Associate Members by the affirmative vote of seventy-five percent (75% of the members present in person, or by proxy at such meeting, and entitled to vote for the election of such Board of Director, provided, however, that notice of intention to act upon such matter has been given in the notice calling such meeting; or
- B. Automatically when any Director or Officer is absent or misses three (3) consecutive Board of Directors meetings, then that position may be considered a vacancy, and may be filled in accordance with these Bylaws.
- C. Automatically when any Director or Officer changes the company of his employment, that board position shall be considered a vacancy, and may be filled in accordance with these Bylaws, unless he is employed by a member company that qualifies him for that office within 90 days.

**Sec. 3:6. Compensation.**

- A. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, for attendance at each meeting of the Board of Directors and approved meetings.
- B. Members of any approved committee may, by resolution of the Board of Directors, be allowed compensation for attending committee meetings.
- C. Employees of the Corporation may be hired by resolution of the Board of Directors, either permanently, or temporarily to carry out the day to day operation of the Corporation.

**Sec. 3:7. Board of Directors Action Without Meeting.**

- A. Unless otherwise restricted by the Articles of Incorporation, or these Bylaws, any action required, or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing or by facsimile (FAX), setting forth the action so taken is signed by a majority of the Directors in good standing. Such consent will have the same force and effect as a majority vote at a meeting. Any such signed consent, or a signed copy thereof, is to be placed in the minute book of the Corporation. Alternately, subject to the provisions required, or permitted for notice of meetings, the Board of Directors may participate in and hold a meeting of such Board of Directors by means of conference telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision will constitute presence in person at such meeting.
- B. The purpose and intent of Board of Directors Action Without Meeting is to expedite actions that require an immediate action. Board of Directors Action Without Meeting is not intended to replace scheduled regular meetings where the presence of the general membership is encouraged. Results of the Board of Directors action will be added to the minutes of the next regularly scheduled meeting of the Board of Directors.

**Sec. 3.8. Notice of Special Board Meetings.**

Special meetings of the Board of Directors may be called by one of the following means:

- 1) By the President (who shall determine the time and place of the meeting) on three (3) regular working days notice (excluding weekends and holidays) to each Board of Director, either personally, by mail, e-mail, by telegram or by facsimile (FAX) transmission; or

- 2) By the Secretary (who shall determine the time and place of the meeting) in like manner and on like notice in response to the written request of 2/3 majority of the Board of Directors. The business to be transacted and the purpose of any special meeting of the Board of Directors must be specified in the notice of the meeting. Attendance of a Board of Director at any meeting will constitute a waiver of notice of such meeting.

**Sec. 3.9. Duties of the Board of Directors.**

Board of Directors with majority vote may decide to combine the Secretary and Treasurer positions.

**A. PRESIDENT:**

1. It shall be the duty of the President to preside as chairman at all meetings of the Corporation, and appoint all committees including and not limited to Grievance Committee, Legislative Committee, and False Alarm Committee, 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; and
2. Shall appoint a chairperson to administer the PAC Fund; and
3. To enforce all meetings and the observance of decorum among the members; to inform the assembly, when necessary, or when referred to for the purpose, on a point of order, or practice pertinent to pending business; and
4. To authenticate by signature, when necessary, all the acts, orders, and proceedings of the assembly by declaring its will in all things and obeying its commands and be guided at all times by the Bylaws of the Corporation and Robert's' Rules of Order; and
5. To co-sign checks when called to do so; and
6. Shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe, and
7. Shall be responsible for conducting a special budget meeting of the Board of Directors within sixty (60) days after the annual meeting to establish a formal budget for the year; and
8. Shall make every effort to attend a minimum of two (2) regularly scheduled meetings per year of one or more of the associations referenced in Sec. 3:1.B5, outside of his or her Region.

**B. IMMEDIATE PAST PRESIDENT.**

The immediate Past President shall assume the office of the President for any unexpired term should a vacancy in the President's office occur.

**C. VICE PRESIDENT.**

The Vice President shall promote all of the objectives of the Corporation and shall perform such duties as assigned from time to time by the President and the Board of Directors:

1. Assume the duties and responsibilities of the President in his absence at any meeting; and
2. To authenticate by signature, when necessary, all the acts, orders, and proceedings of the assembly by declaring its will in all things and obeying its commands and be guided at all times by the Bylaws of the Corporation; and
3. To co-sign checks when called to do so; and
4. Shall make every effort to attend a minimum of two (2) regularly scheduled meetings per year of one or more of the associations referenced in Sec. 3:1.B5, outside of his or her Region.

**D. SECRETARY**

The Secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or delegate.

1. The Secretary shall be responsible for giving notice of all meetings, calling the roll of voting members at all meetings, and for the preparation of accurate minutes of the proceedings of all meetings; and
2. To coordinate with the paid Executive Director (if any) regarding Corporation Newsletter.

#### **E. TREASURER**

Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or delegate.

1. Shall be responsible to coordinate with the paid Executive Director (if any) on functions regarding separate profit and loss statements on all training classes, newsletter, legislation funds, PAC account, membership dues, and other funds and accounts which may be created by resolution of the Board of Directors on a monthly basis; and
2. Provide for the deposit of Corporation funds and co-signing the checks with the Executive Director, Vice President, and President. All checks must be properly documented by a vendors invoice and necessary supporting papers such as receiving reports and purchase orders, etc.; or, in the case of payees other than vendors, by properly supporting vouchers and documents, and
3. Provide for the deposit of Political Action Committee (PAC) funds into an account managed completely separate from any and all other of the Corporations deposit accounts; and
4. Expenditures over \$1000 that are not included in the current approved Corporation budget shall require the approval of the Board of Directors; and
5. Report to the Board of Directors by mail, e-mail, facsimile or any other acceptable media as to the financial condition of the Corporation. This report shall be by the fifteenth (15th) of each even numbered month, unless a Board of Directors Meeting is scheduled for that month and at least annually by an acceptable form of media that is only accessible by corporation members and.
6. Provide a formal written annual budget to the corporation members within thirty (30) days after the President's annual budget meeting. The annual budget will be published in an acceptable form of media that is only accessible by corporation members and
7. Prepare annually and approve the report of the financial activity of the Corporation for the preceding year. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, and expenses and changes in fund balances, a statement of functional expenses, and balance sheets for all funds; and
8. Each newly elected Treasurer shall conduct an independent audit of the Corporation's books, and approved by the Board of Directors, within the first sixty (60) days after the Treasurer assumes the responsibility of office.

#### **F. ASSOCIATE DIRECTOR**

The Associate Director shall serve as the representative of the Associate Members relating to all matters that come before the Corporation. The Associate Director shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or delegate.

1. Associate Director will coordinate with Membership Director, to build Associate Membership.

#### **F. REGIONAL DIRECTORS**

The Regional Directors shall serve as the representatives of the members in their respective regions relating to all matters that come before the Corporation. These Directors shall also be responsible to coordinate matters concerning the Corporation with members within their region, and represent the majority of regional members concerns to the Board of Directors for consideration.

1. Regional Directors will coordinate with Membership Director, to build Regular Membership.

#### **G. LOCAL ASSOCIATION DIRECTORS**

Local Association Directors shall perform such other duties and have such other authority and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time delegate.

1. They shall serve as representatives of the members of their respective associations as referenced in Sec. 3:1.B5
2. They shall coordinate with the membership director to build membership.

#### **H. TRAINING DIRECTOR**

Training Director shall work and coordinate closely with the Treasurer. Training Director shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or delegate.

1. Coordinate with the State Training Coordinator (if any) and organize and update training programs and any other training as deemed necessary by the Board of Directors; and
2. Has approval of the Board to recruit members of Corporation for purpose of a TBFAA Training Committee, to insure the quality, and continue upgrading of existing and new training programs. Training Director will keep Board advised of members on committee and duties. Training Director will implement upgrades and new programs with the approval of the Board.

#### **I. MEMBERSHIP DIRECTOR**

Membership Director shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or delegate.

1. Organize the annual meeting and establish appropriate programs for the general membership; and
2. Coordinate and organize new membership drives; and
3. Organize new member services, to give members more benefits for being members of Corporation.

#### **J. CHAPTER DIRECTORS**

Chapter Directors shall perform duties as assigned in Article IX and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or delegate.

#### **Sec. 3.10. Vacancies.**

Except for the Immediate Past President, vacancies of Officers and Directors during any term shall be filled by a simple majority vote of the remaining Board of Directors.

### **ARTICLE IV**

#### **MEETINGS AND VOTING**

#### **Sec. 4: 1. Place of Meetings.**

Meetings of the Board of Directors, at any regular, annual, or special general membership meetings, may be held either within or outside the State of Texas. The President of the Corporation will determine the place, date, and time of each meeting, each to be affirmed by the Board of Directors, unless otherwise specified.

#### **Sec. 4:2. Regular Meetings.**

- One (1) general membership and six (6) Board of Directors meetings are to be held per year consisting of;
- A. One (1) annual General Membership meeting at a location determined by the Board of Directors ~~during the months of September and October.~~ A Board of Directors meeting shall be set by the President within this time frame; and
  - B. Shall make every effort to schedule a Board of Directors meeting during attendance of a minimum of one (1) regularly scheduled meeting per year of each Local Combination Security and/or Fire Alarm Association and Specialized Association within the State of Texas; and
  - C. The Board of Directors may change or alter in any manner the dates, times, places of such meetings upon a simple majority vote by the Board.

**Sec. 4:3. Notice of Special and General Membership Meetings.**

Notice stating the place, date, time of the meeting, and the purpose for which the meeting is called, shall be delivered either personally, by phone, mail, email, or facsimile (FAX) transmission to each Member not less than fifteen (15) days nor more than sixty (60) days before the date of the meeting, when directed by the Board of Directors. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. If notice is given by email or FAX, such notice shall be deemed to be delivered when the email or FAX is sent from the initiating party.

**Sec. 4:4. Order of Business at Meetings.**

A. The order of business at all meetings will be as follows, unless changed by the Board of Directors:

1. Call to Order
2. Proof of due notice of meeting
3. Reading of the minutes of the last meeting
4. Announcement and distribution of Financial Statement
5. Reports of Officer's, Directors, and Committees
6. If any Director or Officer elects such action, dismissal of anyone from the meeting that is not a Board of Director (Applicable to Board of Directors meetings only. Does not apply to general membership meetings)
7. Old and unfinished business
8. New Business

A. Election of Officers and Directors

1. Determination of quorum and examination of proxies
2. An announcement of availability of voting list
3. Appointment of voting inspectors
4. Nomination of Office and Directors
5. Opening of polls for voting
6. Recess
7. Reconvening; closing of polls
8. Report of voting inspectors

B. Other Business

9. Adjournment

B. When the Articles of Incorporation or these Bylaws are mute on a point then the current version of Roberts Rules of Order shall apply.

**Sec. 4:5. Executive Session.**

After the Board of Directors has heard from committees and other persons or groups, the Directors may excuse anyone not officially elected as a voting Board of Director and go into Executive Session. The Board of Directors may exercise their discretion in extending special invitations to non-voting board members to attend part or all of the Executive Session.

**Sec. 4:6. Quorum; Majority Vote,**

A quorum for the transaction of business of the Board of Directors shall consist of at least 30 percent (30%) of the number of Board of Directors fixed by these bylaws; provided, however, that there shall be at least Five (5) Board of Directors present in person in order for a quorum to be present. Proxy votes may not be used to achieve a quorum. A simple majority of the Board of Directors present at any meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required by the Articles of Incorporation, or by these Bylaws. If a quorum is not present at a meeting of the Board of Directors, the Board of Directors present may adjourn the meeting for a time not to exceed four (4) hours in order to allow extra time for a quorum to be present. Otherwise, the meeting shall be for information purposes only with no binding votes allowed.

**Sec. 4:7 Voting**

A. Board of Directors Meeting Voting

1. All Officers shall have one (1) vote unless limited in accordance with these Bylaws.
2. Each Director shall have one (1) vote unless limited in accordance with these Bylaws.
3. Each Officer and/or Director shall have one (1) vote on the Board of Directors regardless of the number of positions held.

B. General Membership Voting

1. At any regular or special general membership meeting, each Regular and Associate Member in good standing will be allowed one (1) vote, subject to Robert's' Rules of Order.
2. Individual, Subscriber, and Honorary Members shall have no general membership voting rights.
3. Each voting member shall complete an "Election of Delegates" form provided by Corporation. This form will govern who is authorized as a delegate or alternate to vote at any meeting.

**Sec. 4:8 Voting by Proxy.**

- A. At any regular or special Board of Directors meeting, each Officer or Director in good standing will be allowed to carry one (1) vote by proxy of another Officer or Director in good standing. Each proxy must be declared to the Secretary at the beginning of the meeting in which the proxy is intended to be used. The Secretary of the Corporation must on the prescribed form and style maintain each proxy. Each proxy shall be dated and shall apply only to the specific regular or special meeting.
- B. At each regular or annual general membership meeting each Regular and Associate Member in good standing will be allowed to carry a maximum of one (1) vote by proxy of another Regular or Associate Member in good standing. Each proxy must be declared to the Secretary at the beginning of the meeting in which the proxy is intended to be used. The Secretary of the Corporation must on the prescribed form and style maintain each proxy. Each proxy shall be dated and shall apply only to the specific regular, special, or annual general membership meeting.

**ARTICLE V**

**CERTIFICATES OF MEMBERSHIP**

**Sec. 5:1. Certificates**

- A. When any new member has paid all initiation fees and dues as may be required, a certificate of membership shall be issued and delivered to that member by the Secretary or Treasurer.
- B. The name and address of each new member and the date of issuance of the certificate shall be entered on the records of the Corporation.

## ARTICLE VI

### COMMITTEES

#### **Sec. 6:1. Committees.**

- A. The President together with the approval of the Board of Directors, may designate from among the members of the Corporation a grievance committee, legislative committee, and false alarm committee, each of which shall be comprised of two or more members of the Corporation, and any other committees as deemed necessary by the President.
- B. The Legislative Committee shall be comprised as a minimum of the President, Vice President, and immediate Past President.
  1. The Legislative Committee shall act with the approval of the Board of Directors; and
  2. Shall have the authority to speak on behalf of the Board of Directors.

#### **Sec. 6:2. Grievance Procedure.**

The Grievance Committee shall consist of three (3) members: two (2) members appointed by the President; and one (1) who shall be the Regional Director from the region of the member being brought before the grievance committee. All grievances must be sent in writing to the accused and the three (3) members of the Grievance Committee at least thirty (30) days prior to the regularly called meeting of the Board of Directors. The Corporation has the right to investigate the conduct of its Members and determine whether action should be taken in regard to membership. All persons participating in the investigation are bound to a code of silence. Failure to maintain silence may result in disciplinary action regarding membership in the Corporation. The procedures regarding the lodging of the complaint and the determination of the grievance are as follows:

- A. The complainant shall submit the grievance in writing setting forth:
  1. The complainant's name and address; and
  2. The trade name, personal name, and the address of the accused party; and
  3. The nature of the complaint along with supporting data, pictures, advertising clips and/or other applicable items.
- B. Preliminary investigations regarding the grievance will be made by the Vice President or by the Regional Director within the region of the grievance as designated by the President.
- C. If the grievance is substantiated; a mutually agreeable time shall be set for a hearing before the Grievance Committee.
- D. The Chairman of the Grievance Committee is to make a report of the committee findings to the Board of Directors in writing. If not resolved, the complainant and the accused member must be notified to appear before the Board of Directors. Matters not resolved by the Board of Directors shall be presented at the next board meeting provided a minimum of thirty (30) days notice has been give to all parties concerned
- E. Involved parties shall be notified within two (2) weeks of the Board of Directors decision.
- F. In the event the Board of Directors shall find a member in violation of the Code of Ethics; the Board of Directors may upon majority vote impose one of the following sanctions:
  1. Warning
  2. Suspension
2. Revocation of membership.

**Sec. 6:3. Procedure; Removal; Vacancies.**

Each committee shall keep regular minutes of its proceedings and report the same to Board of Directors when requested. The minutes of the proceedings of such committees are to be placed in the minute book of the Corporation. The Board of Directors may remove any member of a committee appointed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. A vacancy occurring in any committee by death, resignation, removal, or otherwise, may be filled in the same manner provided for any committee appointment.

**Sec. 6:4. Meetings; Quorum; Majority Vote.**

The date, time, place, and notice (if any) of any committee meeting shall be determined by such committee. At meetings of any committee, a majority of the number of members designated by the Board of Directors will constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which a quorum is present will be the act of such committee.

**Sec. 6:5. Action Without Meeting.**

Any action required or permitted at any meeting of any committee may be taken without a meeting if a consent in writing, setting forth the action so taken and signed by all the members of the committee. Any such signed consent or a signed copy thereof is to be placed in the minute book of the Corporation. The members of a committee may participate in and hold a meeting of such members by means of conference telephone or similar communications where all members may hear the proceedings at the same time.

**ARTICLE VII**

**INDEMNIFICATION**

**Sec. 7:1. Indemnification.**

- A. The Corporation shall indemnify, to extent provided in the following paragraphs, any person who is, or was a Trustee, Director, Officer, Agent, or Employee of the Corporation, and any person who serves, or has served at the Corporation's request as a Trustee, Director, Officer, Agent, Employee, Partner, or Trustee of another Corporation or of a partnership, joint venture, trust, or other enterprise. In the event the provisions of indemnification set forth below are more restrictive than the provisions of indemnification allowed by appropriate articles of the Texas Non-Profit Corporation Act (the "Act"), then such persons named above shall be indemnified to the full extent permitted by the Act as it may exist from time to time.
- B. The Corporation shall indemnify any and all of its Directors, officers, and Employees, or former Directors, Officers or any person who may have served at its request as a Director or Officer of another entity, from any suit or proceeding by reason of the fact that he or she was or is a Director, Officer, Employee or Agent of the Corporation or is or was serving at the request of the Corporation as a Director, or Officer of another entity, against expenses, including attorney's fees, judgment, 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 Corporation and had no reason to believe his or her conduct was unlawful. Provided, however, no indemnification shall be made in respect to any suit or proceedings as to which such Director, Officer, or Employee shall be judged to have committed an act including wanton or willful misconduct in the performance of his or her duty. Such indemnification shall not be deemed exclusive of any other right to which those indemnified may be entitled, under any agreement, vote of members of the Corporation, or otherwise.
- C. The Corporation may purchase and maintain insurance on behalf of its Directors, Officers, and Employees, or former Directors, Officers, or any person who may have served at its request as a Director or Officer of another entity.

**ARTICLE VIII**

**MISCELLANEOUS PROVISIONS**

**Sec. 8: 1. Tax Year and Seal.**

The tax year of the Corporation is to be on a calendar year basis. The Corporation Seal will contain the name of the Corporation and the name of the state of incorporation. The seal may be used by impressing it, reproducing a facsimile (FAX), or otherwise.

**Sec. 8:2. Checks and Notes: Books and Records.**

All checks, demands for money, and notes of the Corporation are to be signed by an Officer, or Officers, or such other person or persons as the Board of Directors may from time to time designate. The Corporation shall keep correct and complete books and records of account shall keep minutes of the proceedings of its members, Board of Directors, and committee having any authority from the Board of Directors, and shall keep at its registered office or principal place of business a record of its members giving the names and addresses of its members entitled to vote. Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

**Sec. 8:3. Resignation.**

Any Director, Officer, or Agent may resign by giving written notice to the President, or the Secretary. Unless otherwise so specified, the acceptance of such resignation will not be necessary to affirm.

**Sec. 8:4. Dues and Fees.**

Unless otherwise provided in these Bylaws, the Board of Directors may determine from time to time the amount of the initiation fee, if any, and the annual dues payable to the Corporation by members and non-members of each class. Dues and fees shall be payable in advance on the first day of January of each year.

**Sec. 8:5. Suspension and Expulsion of Members**

- A. Any member who shall fail to pay any dues or indebtedness to the Corporation within ninety (90) days after the date due of such obligation shall be expelled.
- B. In similar manner, the Board of Directors may expel any member it decides has made a false report to the Corporation, to have violated any agreement entered into with the Corporation, failure to continue to fulfill the standards and requirements for membership, or has been convicted of a felony.

**Sec. 8:6. Financial Records and Annual Reports.**

- A. The Corporation shall maintain accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including income and expenditures, in accordance with the general accepted accounting principles.
- B. All records, books, and annual reports of the financial activity of the Corporation shall be kept at the registered office or principal office of the Corporation for at least seven (7) years after the closing of each fiscal year and shall be available to the membership for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

**Sec. 8:7. Construction.**

Whenever the context so requires, the masculine will include the feminine and neuter, and the singular will include the plural, and conversely. If any portion of these Bylaws is determined invalid or inoperative, then, so far as reasonable and possible, the remainder of these Bylaws is to be considered valid and operative, and effect is to be given to the intent manifested by the portion held invalid or inoperative. The table of contents and headings used in these Bylaws have been inserted for convenience only and do not constitute matters to be construed in interpretation.

**Sec. 8:8. Amendment of Bylaws.**

These Bylaws may be altered, amended, or repealed at any regular, special, or annual meeting of the members by a simple majority vote of those qualifying voters present provided that notice of the proposed alteration, amendment or repeal is contained in the notice of such meeting per Sec. 4:3.A.

**Sec. 8:9. Membership Discounts**

The Board of Directors may set the fees for any event of this Corporation. Regular, Associate, Public Safety Partner, Applicant, Life and Individual Members are eligible for discounts as members as set forth in these By Laws. Honorary Memberships are not eligible for discounts, and are subject to pay nonmember rates.

## **Sec. 8.10 Agreements**

The President, the Secretary, or any other proper officer of the Association, authorized by the Board of Directors, may sign any deeds, mortgages, bonds, contracts, agreements, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association.

# **ARTICLE IX**

## **CHAPTERS**

### **Sec. 9:1. Purpose**

The Board of Directors may create a Chapter to allow an appropriate level of local autonomy without the redundant legal structure and demand on resources. It may provide an easier and more effective way for groups of local dealers to network and organize.

### **Sec.9:2. Creation**

A group of TBFAA members in a specific area can apply to the Board of Directors to create a chapter. The application shall specify the counties to be included in the chapter. Each county shall only be served by a single chapter. Existing regular TBFAA members in the counties proposed to be included in the chapter shall be polled by email, mail or vote at a meeting called with appropriate notice as specified in the TBFAA bylaws. The application to create a chapter shall also name officers who would serve to lead the chapter until an election could be held. A chapter shall be formed upon approval by a majority vote of the Board of Directors.

The Board of Directors will approve a list of counties covered by each local association recognized under Section 3:1, Paragraph 5 of these Bylaws. Chapters will not be created in the listed counties without the approval of the affected local association.

### **Sec 9:3. Management**

Each chapter shall elect a Chapter Vice President and a Chapter Secretary and at least one director. Each chapter shall be allowed to elect a board consisting of additional members including an associate representative. Each chapter board shall have an odd number of members. Members of the Chapter board with the exception of the Associate director shall be TBFAA Regular members. The Associate director shall be a TBFAA Associate member.

### **Sec 9:4. Chapter Membership**

All regular TBFAA members with paid memberships for offices located in the counties assigned by the Board of Directors to the Chapter shall automatically become a member of that Chapter. Associate and central station members located in the assigned counties shall automatically become a member of that Chapter. Associate and central station members located outside the assigned counties may join all chapters as Associate Members for a flat fee set by the Board of Directors.

### **Sec 9:5. Chapter Duties**

Each Chapter shall agree to meet at least once every 3 months; to participate on regional conference calls and to take minutes at every Chapter meeting.

### **Sec 9:6. Chapter Officers Elections**

Chapter Officers shall be elected for one year terms at a scheduled meeting of the Chapter or by a vote by mail with appropriate notice of the election.

### **Sec 9:7. Duties of Chapter Officers**

The Chapter Vice President shall convene and run the board and membership meetings and represent the Chapter on Regional teleconferences. The Chapter Secretary shall take minutes of all board and membership meetings and forward them to the TBFAA secretary within 10 days of their approval. Each chapter would designate an alternate representative to serve if the Chapter Vice President is unable to attend a conference call.

**Section 9:8. Regional Teleconferences**

Regional Teleconferences shall be held at the discretion of the Board of Directors to allow the chapters and local associations to give input to the Regional Board representative and to be informed about TBFAA activities.

**Section 9:9. Chapter Finances**

Dues shall be billed and received by TBFAA. Chapters shall not add an amount for local dues. TBFAA shall not give back an amount for local dues. Training revenue shall go to TBFAA. The Chapter by a majority vote of the Chapter board can request the TBFAA Treasurer to track funds raised by the Chapter for a specific purpose in separate general ledger account. Separate bank accounts will not be required. The Chapter would request the TBFAA Treasurer to pay designated expenses.

**Section 9:10. Chapter Seats on the TBFAA Board**

Chapters with more than fifteen (15) TBFAA regular paid members may petition for a voting seat on the Board of Directors. The Board of Directors may award or remove the voting seat by a majority vote.

**Section 9:11. Chapter Dissolution**

The chapter may be dissolved by a 2/3 vote of state Board of Directors.

**- END OF BYLAWS -**

These Bylaws were revised on October 24, 2008 and supersede all previous TBFAA Bylaws revisions.

These Bylaws were previously amended on the following dates:

- (Amended October 27, 2007)
- (Amended October 28, 2006)
- (Amended October 29, 2005)
- (Amended October 16, 2004)
- (Amended October 25, 2003)
- (Amended October 19, 2002)
- (Amended September 7, 2001)
- (Amended May 12, 2000)
- (Amended September 19, 1996)
- (Amended March 29, 1996)
- (Amended March 17, 1995)
- (Amended January 12, 1995)
- (Amended January 13, 1993)

## **Code of Ethics**

As members of the Texas Burglar and Fire Alarm Association, Inc., we shall strive to maintain the highest level of integrity and professionalism within the electronic protection industry by adhering to this Code of Ethics.

We shall maintain a high level of honesty and integrity in the sale of electronic systems, sell products of high quality at fair market prices, provide proper service after completion of installation and honor warranty claims made by the consumer.

We shall work continuously to improve the craftsmanship and quality of installations through proper training and education of all concerned.

Provide mutual support and assistance between members and disseminate information vital to the alarm industry.

Cooperate with and assist regulatory agencies in producing codes and legislation beneficial to the general public and the alarm industry.

Strive to eliminate excessive regulation that causes increased consumer cost with no apparent benefits.

Support resolution of disputes through independent arbitration.

Maintain a good relationship with state and local government agencies. Conduct business within the laws and ordinances of said agencies.

Participated in worthwhile community activities, which relate to areas outside the security industry as well as within.

Strive to eliminate false alarms by maintaining a high standard of professionalism with regard to the sale and installation of electronic systems, and through proper education of the general public in their use.