



CALIFORNIA AUTOMATIC FIRE ALARM ASSOCIATION ASSOCIATION BYLAWS

Article 1: NAME

1.1 Name:

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

Article 2: OBJECTIVES

2.1 Objectives:

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

ARTICLE 3: PURPOSES

3.1 Purposes of the Association:

a. The purposes of this Association ~~shall be to~~ are set forth in its Articles of Incorporation and they shall be implemented by carrying out the objectives of the Association as set forth in Article 2, and in so doing:

- i. To direct, manage, supervise, and control the business property and funds of the Association.

3.2 Control of the Association:

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

ARTICLE 4: MEMBERSHIP

4.1 Association Membership:

a. The membership of this Association shall consist of:

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

4.2 Types of Membership:

a. Active Member (Voting)

- i. An Active Member (voting) is any individual, firm, partnership, limited liability company, or corporation currently engaged in the design, installation, maintenance, service, manufacture, sale, or distribution of automatic fire alarm and signaling systems and/or devices.
 - (a) Group 1 – Having 50 or more employees within the State of California.
 - (b) Group 2 – Having 6 to 49 employees within the State of California.

(c) Group 3 – Having 1 to 5 employees within the State of California.

ii. No firm, partnership, limited liability company, or corporation may have more than one active (voting) membership.

b. Affiliate Member (Non-Voting)

i. Affiliate Members are persons individuals from any firm, partnership, limited liability company, or corporation, which already has an active voting membership as defined in Section 4.2a.

c. Honorary Member (Non-Voting)

i. An Honorary Membership ~~to~~ in the Association may be granted to ~~an person~~ individual who has performed distinguished service for the Nation, State, Industry, or the Association. An Honorary Membership shall require ~~the~~ unanimous vote of approval by the Board of Directors. Honorary Membership of ~~an person~~ individual shall not constitute membership in the Association for ~~their~~ the individual's agency, organization, firm, partnership, limited liability company, or corporation.

d. Complimentary Membership (Non-Voting)

i. A Complimentary Membership may be granted by unanimous vote of approval by the Board of Directors, to any ~~person~~ individual or Industry Organization Representative whose service or activities are deemed to have been of notable assistance to the Association. All Industry Organization Complimentary Memberships shall have an executed non-binding Memorandum of Understanding detailing the extent of the Membership Benefits. Complimentary Memberships shall be subject to an annual renewal by the Board of Directors.

e. Individual Membership (Non-Voting)

i. An individual Member (non-voting) is any individual currently engaged in the design, installation, maintenance, service, manufacture, sale, or distribution of automatic fire alarm and signaling systems and/or devices.

4.3 Limitations:

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

4.4 Transfer and Representation:

a. A dues paying member in good standing who retires from a member organization ~~business~~ may retain their ~~active~~ membership in the Association by the payment of regular dues as an Individual Member (non-voting) as set forth in the Bylaws.

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

4.5 Suspension, or Termination or Expulsion of Membership:

- a. When any dues paying Association member fails to pay any dues, assessment, service fees or other indebtedness imposed by virtue of these Bylaws within ninety (90) days from the date of such indebtedness, such member shall be automatically terminated from membership, provided that such member shall be given notice in writing to the last known address on the Association's records as provided by such member at least fifteen (15) days prior to the date such termination shall become effective.
- b. The Board of Directors, by a two-thirds vote of the entire Board of Directors in office, may reprimand, suspend or expel any member for the following actions: deemed detrimental to the Association, including but not limited to the following grounds:
 - i. Failure to uphold the principles of the Code of Ethics of the Association
 - ii. Making false reports to the Association
 - iii. Failure to continue to fulfill all standards and requirements for membership adopted by the Association.
- c. The Board shall refer the action to the Ethics ~~first appoint an independent~~ Committee comprised of three members of the Board of Directors and two members at large from the Active (Voting) Members to fully investigate and verify all allegations and charges lodged against an Association member. The committee shall then make a report of their findings and a recommended course of action to the Board of Directors. The Board of Directors will then ~~take action~~ to reprimand, suspend, or expel a member for cause.
- d. The period of such suspension shall not exceed three (3) months. At the next scheduled Board Meeting following the conclusion of such suspension, the Board shall consider reinstatement, further suspension, or termination of membership.

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- e. Prior to any such suspension, termination or expulsion, the member shall be given at least fifteen (15) day's notice in writing to the last known address on the Association's records as provided by such member of the proposed action by the Board of Directors. The member shall be given the opportunity to submit a written appeal to the Board not less than five (5) days before the effective date of such suspension, termination, or expulsion. The appellant shall also have the right to be appear before Board to discuss their appeal with the Board of Directors
- f. The Board of Director's may reinstate a suspended, ~~or terminated~~ or expelled member upon application by the suspended, ~~or terminated~~ or expelled member and the showing of good cause within one hundred eighty (180) days after the date of such suspension, termination or expulsion.
- g. If a member who has been terminated reapplies for membership to the Association, such terminated member shall submit a new application accompanied by payment of all unpaid dues, assessments, service fees or other indebtedness accrued during the time of the previous membership. Said applicant shall also submit evidence indicating that any terms or conditions for lifting the original termination have been satisfied.

ARTICLE 5: SERVICE DUES, FEES AND ASSESSMENTS

5.1 Purposes:

- a. The ~~Association~~ Association is formed as a ~~nonprofit~~ not-for-profit organization for the purposes as set forth in the Bylaws. ~~In order for~~ For these purposes to be fairly accomplished; members shall be required to pay certain dues, fees and assessments ~~for services~~ to the Association.

5.2 ~~Determination of Service Fees:~~

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

5.3 Payment:

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

ARTICLE 6: PAYMENT OF ~~SERVICE~~ DUES, FEES AND ASSESSMENTS

6.1 Obligation:

- a. The fiscal year of this Association is January 01 through December 31.
- b. The ~~service~~ dues, fees and assessments for all members are due and payable annually in advance starting on
 - i. ~~October~~ 01, are due on December 31 and become delinquent on January 01.

6.2 Delinquency:

- a. A member becomes delinquent if any fee, dues, or assessment payable to the Association is not paid when due and shall be subject to termination in accordance with Section 4.5, ~~Suspension of~~ Termination or Expulsion of Membership, of these Bylaws.
- b. While delinquent, no member shall be privileged to vote or be entitled to publications or services from the Association.
- c. While delinquent, no member may serve as an Officer or ~~Member of~~ on the Board of Directors.

ARTICLE 7: BOARD OF DIRECTORS

7.1 Board of Directors:

- a. The Board of Directors shall be duly elected annually by the ~~general~~ voting membership. This election shall take place at the Annual ~~General~~ Membership Meeting.
- b. Eligibility to serve on the Board of Directors shall be limited to Active Members as defined in Article IV of the Bylaws.
- c. Each Board Member shall serve for a period of one (1) year. The term of office shall begin at the time of inauguration at the Annual Meeting and continue until the following year's inauguration.
- d. The composition of the Board of Directors shall be:
 - i) Officer – President
 - ii) Officer – Vice President – Northern California
 - iii) Officer – Vice President – Southern California
 - iv) Officer – Secretary
 - v) Officer – Treasurer
 - vi) Officer – Immediate Past President
 - vii) Seven (7) Directors at large

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- e. For purposes of clarification:
 - i. Northern California shall be defined as that area within the State of California, north of a line parallel to the Tulare – Kern County line.
 - ii. Southern California shall be defined as that area within the State of California south of a line parallel to the Tulare – Kern County line.
- f. In the execution of Association business, each Board Member shall have one (1) vote.
- g. In the event of death, resignation or other vacancy ~~or absence~~ of a member of the Board of Directors, the vacancy shall be filled by the appointment of an Active Member in good standing as defined in Article IV of the Bylaws. The replacement shall be nominated by the President and approved by the Board of Directors.

7.2 Board Rules:

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

7.3 Board Powers:

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

7.4 Board Voting:

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

7.5 Board Committees:

- a. At the first regular meeting of the Board of Directors after the Annual Meeting, the newly elected President shall present a listing of the standing and select committees and reaffirm the membership therein or appoint new members and fill any existing vacancies upon approval by the Board.
- b. Committees deemed no longer necessary shall be abolished with the ~~consent~~ approval of the Board of Directors.

ARTICLE 8: OFFICERS

8.1 Election:

- a. Each year a Nominating Committee shall be created composed of the Immediate Past President of the ~~Board of Directors Association~~, who shall act as Chair, 2 Board Members, and two (2) active members of the Association as appointed by the Board.
- b. The Nominating Committee shall meet a minimum of sixty (60), but not more than ninety (90) days prior to the Annual General Membership Meeting. The Nominating Committee shall meet either in-person or hybrid at a time and place selected by the Chair, who shall notify committee members prior to the meeting.

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- c. The Nominating Committee at its meeting shall, by a majority vote, select a slate of nominees for the Officers and the seven (7) Directors of the Association.
- d. The Chairperson of the Nominating Committee shall present the slate of nominees selected by the Nominating Committee to the Board of Directors, by the last Regular Meeting before the Annual Meeting for Approval by the Board of Directors.
~~publication in the Minutes.~~
- e. The Chairperson of the Nominating Committee shall present the slate of nominees selected by the Nominating Committee to the Annual General Membership Meeting.
- f. Nominations for Officers and Directors shall be opened to ~~the Active Voting Members-General Membership at the Annual Meeting.~~ provided that all nominations must be submitted by electronic mail to the Chair of the Nominating Committee no less than 120 days prior to the date of the Annual Meeting for review and verification by the Nominating Committee.
- g. The ~~General~~ Active Membership at this ~~a~~ Annual Meeting shall elect the Officers and Directors by a majority vote of the Active members present, to serve until their successors are duly elected at the following years Annual Meeting.
- h. The outgoing Association President will act as Chair of the Annual Meeting.

8.2 Duties:

- a. The President, or in his/her absence, if present, ~~either~~ the Northern Vice President or the Southern Vice President, shall preside over all meetings of the Association and the Board of Directors. In the absence of both Vice Presidents, a temporary presiding officer shall be selected from the Board of Directors members present.
- b. The President shall exercise general supervision over all the affairs of the Association.
- c. The President shall be a member, ex-officio non-voting, of all committees, but he/she shall not be counted in determining a quorum.
- d. The Secretary shall keep a record of all proceedings and correspondence of the Association and the Board of Directors and members, and shall perform all other duties, usually pertaining to the office of Secretary.
- e. The Treasurer shall perform all duties usually assigned to this office, including but not limited to the keeping of records of all Association receipts and expenditures, submission of financial reports to the Board of Directors, preparation of an annual budget and shall give bond, if required by the Board of Directors.

ARTICLE 9: FUNDS AND FINANCES

9.1 Funds:

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

9.2 Finances:

- a. The Treasurer shall be the custodian of the General Fund Account and of all special fund accounts. He/she shall make payment only for items approved by the Board of Directors.
- b. Payroll, routine monthly office overhead bills, and other administrative items, may be paid by the Treasurer without prior Board action, provided the same shall be reported in a hard copy general financial statement, at the next scheduled Board Meeting. Board authorization shall be required for expenses that are not related to planned operating costs of the Association.
- c. For approved pending Association liabilities per 7.4 (a) of these by-laws:
 - i. The Treasurer shall be authorized to sign checks or issue electronic payments for approved Association expenses up to \$2,500.00.
 - ii. All checks or electronic transactions over the amount of \$2,500.00 shall bear two written authorizations signatures, one signature by the Treasurer and one by the President, a Vice President, or the Secretary. In the absence or incapacity of the Treasurer, any two officers ~~another officer~~ may sign provide written authorization ~~in his/her stead.~~
 - ~~ii.~~ iii. Any officer of the Association may ~~issue checks~~ process electronic transactions under the amount of \$500.00, with the approval of the Board of Directors.

ARTICLE 10: MEETINGS

10.1 Association Meetings:

- a. Annual General Membership Meetings shall be held each year between January 1st and February 25th, as determined by the Board of Directors.
- b. Written Notice of the Annual Meeting containing the time and location of the Meeting shall be sent via USPS mail or electronic mail to each member of the Association, at least sixty (60) days prior to the meeting date.

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- c. Special Meetings of the Association may be called by a two-thirds vote of the Board of Directors, ~~provided that~~ if notice of the time, location, and purposed agenda shall be sent via USPS first class mail or electronic mail to each member of the Association, at least ~~fifteen~~ ten (1510) days prior to the meeting date but not more than ~~thirty~~ ninety (3090) days in advance thereof. Only matters listed in the meeting notice shall be considered at a special meeting.
- d. A majority vote of the Active Members ~~actually~~ where a quorum is present at any duly called Association meeting shall bind this Association, except as otherwise herein provided. A quorum shall be twenty percent (20%) of the voting members of the Association.

10.2 Board of Directors Meetings:

a. Regular Board Meetings:

i. The Board of Directors shall hold regular meetings in person and virtual at least bimonthly at a time and location as established at a preceding Board Meeting or in the absence thereof, as ~~selected~~ called by the President. Written notice thereof shall be sent via USPS first class mail or electronic mail to each ~~member~~ director of the Association stating the time and location of the meeting. Such notification shall be ~~made within a reasonable time period given~~ four (4) days in advance by first class mail or 48 hours in advance personally or by telephone or electronic mail in advance of the meeting. No notice of the proposed agenda shall be required, and the Board may act on ~~any and all~~ matters that come before it.

b. Special Meetings

i. A Special Meeting may be called by the President or any three board members by providing written notification via USPS first class mail or electronic mail, to all Board Members of the time, location, and proposed agenda thereof, at least fifteen (15) days In advance of, but not more than thirty (30) days in advance of the meeting. Only items contained in said notice may be considered at a special called meeting.

c. Greater Good:

i. Subject to the provisions of the California Corporations Code and in anticipation of or during an emergency (such as a natural catastrophe, an enemy attack, an act of terrorism or a state of emergency proclaimed by certain designated governmental officials). ~~The~~ the Board of Directors shall have the temporary authority to cancel or otherwise modify the ~~Date and Format of Meeting~~ certain provisions of these Bylaws when it is for the greater good of the Membership of the Association due to circumstances out of control of the Board ~~such as: Natural Disasters, Weather/Environmental concerns or Local, State or National orders related to in-person gatherings.~~ Each instance of this change must be ~~ratified by a 2/3 majority vote of the Board of Directors.~~

ARTICLE 11: ASSOCIATION MANAGER

11.1 Management of the Association:

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

11.2 Duties, Salary or Compensation:

- a. The Board of Directors of the Association shall determine the duties, salary, and compensation of the Association Manager and/or Administrator. The title, duties, employment, and salaries of other employees of the Association ~~Manager~~ may be proposed by the Association Manager and/or Administrator and are ~~not~~ subject to the approval of the Association's Board of Directors.
- b. The Association Manager and/or Administrator shall send notices of meetings by regular mail and/or electronic mail to members of the Association and/or Board of Directors, as may be required.
- c. The Association Manager and/or Administrator shall keep a roll of the members of the Association.
- d. The Association Manager and/or Administrator may be assigned other projects and duties from time to time by the Association's Board of Directors as required in the operation of the Association's business.
- e. The Association Manager and/or Administrator shall submit a detailed report of all expenses incurred in the course of performing his or her duties to the Board of Directors for review and approval within seven to ten days of incurring the expenses. Such expenses must be in line with the budget approved by the Board of Directors.
- f. The ~~Board of Directors~~ Association shall reimburse the Association Manager and/or Administrator for ~~approved~~ expenses approved by the Board of Directors within (10) ten business days of receiving the expense report.
- g. The Association shall ~~underwrite~~ approve reasonable travel expenses related to Association meetings or business activities for the Association Manager and/ or Administrator, or any individual duly appointed or contracted by the Board of Directors.

ARTICLE 12. MISCELLANEOUS

12.1 ~~Dissolution.~~

a. ~~Dissolution can be accomplished by either filing an action with the Superior Court or by complying with voluntary dissolution procedures of the State of California. The Association may be dissolved by a two-thirds vote of approval of the General Membership at an Annual Meeting or by a two-thirds vote of approval of the entire Board of Directors.~~

b. ~~In such event, all monies due the Association or monies derived from the sale of the Associations' assets shall be distributed as set forth in the articles after payment of all just debts and obligations of the Association.~~

12.2 Conduct of Meetings:

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

12.3 Voting:

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

12.4 Use of Association Logo:

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

b. Violations shall be referred to the ethics Ethics committee Committee for investigation.

12.5 Ethical Communications:

a. **General:** At all CAFAA Association Membership and Board of Directors meetings, USPS mail, electronic mail, phone calls, and conference calls, the practice of good taste and politeness shall be followed. Since all meetings and emails are "on-the-record", be sure all comments are appropriate for recording. If they are not, they are probably not proper for a CAFAA Association meeting and should not be made.

b. **Topics:** No commercial topics should be discussed, including, but not limited to:

Price or pricing policies, including discounts.

Sales or production quotas, territories, or market shares.

Identified individual company statistics, inventories, or merchandising methods. Any discussion of competitors or customer's commercial liabilities, warranties, or guarantees.

Terms or conditions of sales including credit, shipping, and transportation arrangements.

Discussion of coercive trade uses or the exclusion or the controlling of competition.

ARTICLE 13: BYLAW AMENDMENTS

13.1 Amendments to the Association Bylaws:

- a. ~~The Board of Directors~~ Any Active Member ~~regular member~~ in good standing may propose amendments, additions, or deletions to the Bylaws. ~~by a two-thirds vote of the entire Board of Directors.~~
 - i. Proposed bylaw changes shall be submitted to the Board of Directors by electronic mail or written submission for review.
 - ii. The Board of Directors shall establish a Bylaw by-law eCommittee for review and make recommendations to the Board of Directors for approval by two thirds vote.
- b. The approval ~~two-thirds~~ vote required by the Board of Directors may be obtained either by:
 - i. A two-thirds voice vote at a regularly scheduled meeting; or
 - ii. By Unanimous written consent thereto received via USPS mail by the Association within fifteen (15) days after such regularly scheduled meeting; or.
 - iii. By Unanimous written consent thereto received via electronic mail by the Association within fifteen (15) days after such regularly scheduled meeting.
- c. All proposed amendments, additions, or deletions to the Association Bylaws shall be presented in fully written form to each ~~Association regular dues paying Active Member member~~ a minimum of thirty (30) days, and not more than seventy-five (75) days prior to a the ~~General~~ Annual Membership Meeting.
- d. All amendments, additions, or deletions to the Bylaws shall be approved by a two-thirds vote of the Active ~~General~~ Membership present at a duly held meeting of the members .

ARTICLE 14: USE OF ELECTRONIC TRANSMISSIONS

14.1 Use of Electronic Transmissions

- a. This Association is authorized to use electronic communications, as permitted by California Corporations Code Sections 20 and 5079. In this regard, this Association may send meeting notices and all other communications/information/materials by electronic transmission to the members and directors of this Association to the e-mail address or facsimile number designated on a Consent form provided to this Association by the members and directors. Further, this Association may rely on communications sent to this Association by electronic transmission from the members and directors from the e-mail address or facsimile number listed on the Consent form after the fully executed Consent form has been returned to this

Association.

- b. Any action by the Board of Directors by use of electronic transmissions may be taken, but only if all directors on the Board approve the action electronically or in writing. It is permissible to have some of the directors vote by electronic transmission and some of the directors vote by written consent, as long as the combination of votes reflect a unanimous vote of the entire
- c. Board. A copy of the votes by electronic transmission (and written consent, if applicable) shall be filed with the minutes of the proceedings of the Board. Since Board actions by use of electronic transmissions must be by unanimous vote, no advance notice of the action to be voted upon is require

APPENDICES TO CAFAA BYLAWS

APPENDIX 1: ETHICS COMMITTEE

NAME:

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

OBJECTIVES:

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

MEMBERS:

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

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

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

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

DUTIES:

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

7. The Committee may, without Board approval, advise individuals, firms, corporations, or companies, if the California law requiring State Fire Marshal's approval and listing prior to any fire alarm system or device being sold, offered for sale, marketed or distributed is found. Such advice shall simply indicate the provisions of the State law and offer assistance to the violator in obtaining the procedures for such approval and listing.

8. The Committee shall be a standing committee, which shall meet at the call of the Chairman and at such location, as he/she shall designate.

9. The Chairman of the Committee shall give a status report of the committee activities at each general membership meeting and at the request of the Association President.

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

APPENDIX 2: CAFAA LOGO GUIDELINES (Use of)

The CAFAA logo is registered as a membership identification mark. The Association prescribes acceptable use of the logo and expressly forbids the use of it to represent anything other than possession of membership. Possession of membership and use of the logo in no way constitutes or reflects CAFAA approval of any product, method or component. Furthermore, compliance of any such item with standards published or recognized by CAFAA is not indicated by presence of the logo. Prior to the use of the logo, the applicant intending to use the logo shall submit to the CAFAA Board of Directors, in writing, a request for such use, outlining the intended use. A sample of the use intended shall be submitted. The use of the logo shall be contingent upon written approval of the Board of Directors in accordance with the Bylaws of the Association.

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

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

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

Adopted as an Appendix to the Bylaws August 21, 1986

APPENDIX: 3 ANNUAL CAFAA DUES

Annual dues shall be based upon the following formula:

Group 1 Active Member \$625.00 50 or more Employees in California

Group 2 Active Member \$475.00 6 to 49 Employees in California

Group 3 Active Member \$325.00 1 to 5 Employees in California

Affiliate Member \$10.00 Non-Voting Employees of an Active Member

Honorary Member - \$0 - Non-Voting Past Members and Similar Persons

Complimentary Member - \$0 - Non-Voting Government and Similar Persons

Individual Member - \$100 - Non-Voting Industry Professional

Adopted as an Appendix to the Bylaws August 19, 2004

Amended on February 01, 2018 – changed dues amount for Affiliate Member(s) from \$200 to \$10/year.

Amended on February 08, 2024 – added Individual Member(s) for \$100/year.

AMENDMENTS

The Bylaws of the California Automatic Fire Alarm Association were approved and adopted by the Board of Directors meeting in Los Angeles, California, on February 9, 1970.

They were amended by action of the Board of Directors at the June 26, 1975 meeting in Canyon Lake, California and the amendments were ratified and confirmed at the September 11, 1975, Board of Directors meeting in San Francisco, California.

Article VI, revised June, 1980

Article VII, revised November 1983

Article VII, Section 2, revised November 1983

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

Ethics Committee Guidelines added as an appendix to the Bylaws, August 15, 1995.

Logo Guidelines added as an appendix August 21, 1986

Article VII, Section 7.4, amended adding item c. during January 22-23 Annual Meeting 1987 Associate membership dues established at \$35.00 (to receive meeting minutes), April 18, 1987

Article IV, Section 4.2b i. amended during Special Board Meeting August 20, 1988 (clarifies Affiliate Member class)

Article IV, Section 4.4d amended during Special Meeting August 20, 1988 (adds requirements of change to be in writing)

Article V, Section 5.2 amended during Special Meeting August 20, 1988 (adds "Special Meeting called by the President")

Article VI, Section 6.1b amended during Special Meeting August 20, 1988 (changes date dues are payable and when delinquent)

Bylaws reprinted and distributed to membership, November 15, 1988

Bylaws reprinted and distributed to membership March 15, 1995

Adopted Appendix 3 to the Bylaws August 19, 2004

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

Bylaws Amended February 5, 2010, as follows:

Section 4.2 d and 4.2e – grammatical correction

Section 4.5 – for compliance with new requirements of Nonprofit Corporation Law Section 6.2 – for correlation with Section 4.5 changes.

Section 7.3, 7.4, 7.5 – renumbered to correct sequence inconsistency.

Section 8.2e – correct grammatical error

Section 8.2f – deleted as not a duty of the Treasurer.

Section 10.1 – correct grammatical error

Article XI, Section 11.1, 11.2 – amended to properly represent position and title.

Section 12.4 – corrected term used for consistency.

Section 12.5 – added to correlate with AFAA agreement.

History – correlation with numbering and for consistency through document

Bylaws Amended February 4, 2011 as follows:

Section 9.2b – Authorizes Treasurer to pay normal/regular bills without Board action Section 9.2c –

Increases Treasurer's authority to sign checks (single signature) up to \$2,500.00.

Bylaws Amended February 6, 2014 as follows:

Article IV 4.1 a – delete reference to 'Associate'.

Article IV 4.2 c – delete description of 'Associate' membership and renumber to correct sequence.

Appendix 3 – delete reference to 'Associate'. Add '\$0' to indicate complimentary fee for Honorary and Complimentary membership(s).

Article V1 6.1 a – change fiscal year to be from 'Jan. 01' through 'Dec. 31'.

Article V1 6.1 b – change the date that dues can be paid in advance to 'Oct. 01' and change the delinquent date to 'Jan. 01'.

Article X 10.1 b – delete the constraint of Annual Meeting notification. Article XIII d-g – renumber to correct sequence to 'a' through 'd'.

Bylaws Amended February 01, 2018, as follows:

Article VI 6.2 Delinquency – amended to rectify the Bylaw conflicts between 4.5 Suspension or Termination of Membership, 6.1 Obligation and 6.2 Delinquency.

Appendix 3: CAFAA Annual Dues for Affiliate Member dues amount

Bylaws Amended February 03, 2021, as follows:

Section 4.2.d. Types of Membership – Complimentary Membership (Non-Voting) – amended to include Industry Organization Representatives

Section 10.2.c Board of Directors Meetings – added c. Greater Good paragraph.

Bylaws Amended February 08, 2024, as follows:

Global document header change – Corrected spelling of 'Association' to 'Association'

Global document change – Numbering for Article(s) changed from Roman Numerals to Numbers

Global document change – Numbering corrected throughout document.

Global document change – Added page numbering to each page, and added a header label 'CAFAA BYLAWS'

Article 1. 1.1 – edited to proper name reference tense using "is named the California Automatic Fire Alarm Association Inc.," since the Association is named at the time of these bylaw changes.

Article 2. 2.1. a, b – amended to match the National Fire Protection Association reference to Fire Alarm and Signaling Systems, since a majority of the CAFAA Association is comprised of member organizations who work in all sectors of life safety systems.

Article 2. 2.1. d – editorial removed the word "of" for proper grammar.

Article 3 Header – changed to "Purposes" since we have many as an association.

Article 3. 3.1 Header – made purpose, purposes.

Article 3. 3.1. a – editorial changes and added in Articles of Incorporation, which supersede the bylaws in implementation of association rules of conduct.

Article 3. 3.2. a. – Edited wording as we do not have a "general" membership category.

Added in provided by law per legal advice of counsel.

Article 4. 4.1. a. i. – Added Individual Member due to change in Article IV, 4.2.e.

Article 4. 4.1. a. ii – New candidates shall request membership by submitting their applications.

Applicable fees refer to relevant or appropriate fees for the membership level the candidate matches versus the word appropriate, which means suitable or proper in the circumstances and does not apply to this use.

Article 4. 4.2. a. i. – added LLC as a definition of a member organization.

Article 4. 4.2. a. i. - Added “and signaling” to carry on with proper definition of the Associations Membership.

Article 4. 4.2. a. ii – added LLC as a definition of a member organization.

Article 4. 4.2. b. i – updated Affiliate members as individuals and added LLC as a definition of a member organization.

Article 4. 4.2. c. i – editorial changes and changed definition globally from person to individual. Updated LLC and partnership as a definition of a member organization.

Article 4. 4.2. d. i. – changed person to individual.

Article 4. 4.2. e & i – Added Individual membership category to include Industry professionals who are looking to stay involved in Industry Affairs and have non-voting access to CAFAA content.

Article 4. 4.3. a – Added Individual due to the added membership category addition.

Article 4. 4.4. a – clarified how retiring members can maintain their membership with the added membership category of individual.

Article 4. 4.4. c – changed definition from company to member organization.

Article 4. 4.4. d - changed definition from company to member organization.

Article 4. 4.5 – grammatical change, and added in Expulsion to meet current Corporate Code.

Article 4. 4.5. a – added language “to the last known address on the Associations records as provided by such member” on advice from legal counsel.

Article 4. 4.5. b – defined the two-thirds vote of the Board “in Office” and added the word reprimand as a resolution per advice from legal counsel. Also removed unnecessary definitions of the actions to be reviewed.

Article 4. 4.5. c – removed the wording about appointment of an independent committee as CAFAA has a continuously active Ethics Committee to refer actions to for review.

Article 4. 4.5. e – added language “to the last known address on the Associations records as provided by such member” on advice from legal counsel.

Article 4. 4.5. f – added the term expelled due to added conflict resolution of Expulsion to meet current Corporate Code on advice from legal counsel.

Article 5 header – removed the word “Service” and added Dues as CAFAA does not provide services as a purpose.

Article 5. 5.1 header – Made the word purpose plural, as the Association serves multiple purposes.

Article 5. 5.1. a – editorial and grammatical changes. Added in the appropriate Corporate Code designation for CAFAA as a not-for-profit organization. Added in the word dues to match header and removed the reference to services being provided by the Association.

Article 5. 5.2 header – Removed the reference to service fees as the Association does not provide services.

Article 5. 5.2. b – removed the word general in description of the member levels as general is not a member category. Also added in the reference to Appendix 3 being attached to the bylaws.

Article 6 header – removed the word “Service” and added Dues as CAFAA does not provide services as a purpose.

Article 6. 6.1. b – removed the reference to service, added dues and assessments on advice from legal counsel.

Article 6. 6.2. a – added the term expelled due to added conflict resolution of Expulsion to meet current Corporate Code on advice from legal counsel.

Article 6. 6.2. c – grammar corrections to reflect Board of Directors.

Article 7. 7.1. a. removed the word general as there is no general member category.

Article 7. 7.1. e. i & ii – grammar edit adding the word Of to State of California.

Article 7. 7.1. g – removed absence as other vacancies covers all other absences from the Board.

Article 7. 7.2. b – added the words “in office” as it adds specificity and legal precision to the sentence by clearly defining that a quorum consists only of the currently serving members of the Board of Directors.

Article 7. 7.2. d – strikeout of “for non-attention to duties or” streamlines the statement by avoiding redundancy, as “for cause” already encompasses a range of misconducts, including non-attention to duties.

Article 7. 7.4. a. - offers flexibility, allowing for different voting requirements if specified elsewhere in the Bylaws.

Article 7. 7.4. c. i. & ii. – added in the word Unanimous on advice of legal counsel.

Article 7. 7.4. c. iv. – Adding in the wording Unanimous in article 7.4, c. iv negates this statement “A two-thirds vote of the Board shall be the final determination of the Board of Directors on such matters” so it has been removed.

Article 7. 7.5, a. – added the words “upon approval by the Board” on advice of legal counsel.

Article 7. 7.5, b. – deleted the word “consent” as it implies more passive permission from the Board of Directors, while “approval” would suggest their active endorsement or agreement to abolish the committees.

Article 8. 8.1. a. – deleted Board of Directors and replaced with Association, as the Immediate Past President is of the Association, not the Board. Amended and added in 2 Board Members instead of 1. Added that the 2 Active members shall be appointed by the Board, per advice of Counsel.

Article 8. 8.1. b. – created the options to be in-person or hybrid to allow for flexibility and expansion of the reach of memberships involvement in the nomination process.

Article 8. 8.1. d. – edited proper name of the Chair from Chairperson. Created workflow for the slate to be voted on and approved by the Board per advice of legal counsel as opposed to moving straight to publication in the meeting minutes.

Article 8. 8.1. f. – Modified timelines for Member nominations to the Board to 120 days, to allow enough time for the Nominating Committee to perform the proper processing of all nominees.

Article 8. 8.1. g. – grammatical changes and references added to the members being present to Active members.

Article 8. 8.2. a. – grammatical changes

Article 8. 8.2. c. – added “non-voting” on advice of legal counsel.

Article 8. 8.2. d. – added “and members” because the Secretary also keeps records of members as well as the Board of Directors.

Article 9. 9.2. b. – the statement “Board authorization shall be required for expenses that are not related to planned operating costs of the Association. “was added as all unplanned costs as well as planned costs are subject to a vote of approval by the Board of Directors.

Article 9. 9.2. c. i. – Financial transactions are now done using electronic payment processes, therefore the addition of “or issue electronic payments” was warranted. Created 3 levels of clarification for subsection of c.

Article 9. 9.2. c. ii. – amended to add electronic transactions. Amended signatures to be written authorizations to allow flexibility of written approvals versus in person signatures. Added in that any two officers may sign in the absence or incapacity of the Treasurer or officers of the Board.

Article 9. 9.2. c. iii. – added in electronic transactions.

Article 10. 10.1. c. – added in first class to mail option. Modified time to 10 days prior to meeting and 90 days prior to for announcements to be sent for special meetings.

Article 10. 10.1. d. – added d. Established a quorum at 20% for voting members to be present.

Article 10. 10.2. a. i. – added the option for in person and virtual capabilities for Board members to gain access to meetings. Added in timeline for advance notification of board meetings.

Article 10. 10.2. b. i. – added in first class mail.

Article 10. 10.2. c. i. – modified section to add “Subject to the provisions of the California Corporations Code and in anticipation of or during an emergency (such as a natural catastrophe, an enemy attack, an act of terrorism or a state of emergency proclaimed by certain designated governmental officials)”, added in temporary authority and certain provisions of these bylaws on advice from legal counsel.

Article 11. 11.1. a. – defined association manager as an administrator, if so designated by the Board of Directors.

Article 11. 11.2. a.– added administrator as definition in multiple locations.

Article 11. 11.2. b.– added administrator.

Article 11. 11.2. c.– added administrator.

Article 11. 11.2. d.– added administrator. Made Board of Directors plural.

Article 11. 11.2. e.– added to bylaws to require a detailed line-item report for unplanned cost of the Association manager or Administrator.

Article 11. 11.2. f.– added to give a timetable for reimbursement of the expenses.

Article 11. 11.2. g.– gives responsibility to Board for the approval of travel expenses by the Administrator or Association Manager.

Article 12. 12.1 – Deleted section entirely. The Association is governed by the California Corporate Code for purposes of Dissolution.

Article 12. 12.2 – Removed Roberts Rule of Orders for Association meetings.

Article 12. 12.4. a. – Added Appendix 2 being attached to the bylaws.

Article 12. 12.2. b. – Added violations being referred to the Ethic Committee for investigation for use of the Association Logo.

Article 12. 12.5. a. – changed CAFAA to Association since the bylaws refer to CAFAA and regulate the Association.

Article 13. 13.1. a. – Changed bylaw amendments to be any Active Member in good standing as being allowed to make a submission of change as opposed to only Board Members.

Article 13. 13.1. a. i. – Added in that the changes shall be submitted to the Board of Directors for review.

Article 13. 13.1. a. ii. – Added in that the bylaw committee shall be established for review and recommendation.

Article 13. 13.1. b. – Overall changes to this subsection to describe the approval vote and the conditions of that approval vote being i. two-thirds voice or ii, iii requiring unanimous written votes.

Article 13. 13.1. c. – rewrote to read that the proposed changes are presented to active members.

Article 13. 13.1. d. – rewrote to indicate that the vote will be subject to active members at a duly held meeting of the members on advice of legal counsel.

Article 14 – New Article on the use of Electronic Communications as permitted by the California Corporate Codes Sections 20 & 5079 to conduct Association business

Appendix 2 - Added Individual member and amendment note for Individual dues of \$100/year.