

ADOPTED
BY-LAWS

OF

GEORGIA FIRE SPRINKLER ASSOCIATION, INC

ARTICLE I
PURPOSES

- A. The primary objective of this Association is to promote the installation of automatic fire sprinkler systems throughout Georgia, to save lives and protect property and to foster and perpetrate the principals of the Fire Sprinkler Industry.**

In addition to this primary objective, this Association shall pursue and promote but not be limited to the following activities:

- 1. Promote the automatic sprinkler industry**
- 2. Be involved in the production and enforcement of building codes that affect our industry.**
- 3. Actively seek to influence pertinent state and local law legislation as we deem necessary.**
- 4. Solicit the support and involvement as members, of each and every company related to the sprinkler industry in Georgia.**
- 5. Keep abreast of all changes, innovations, and new techniques necessary to perpetrate the quality of automatic fire sprinklers.**
- 6. Promote on-going relationships with the education of building and fire officials, architects and engineers, other contractors, and the general public.**
- 7. Be acutely conscious of the needs of our employees to ensure that we have an ongoing supply of manpower accustomed to craftsmanship and dedication.**
- 8. Develop and put in place such programs and projects that are necessary to further these purposes and objectives.**
- 9. Promote and make available to the membership the various programs organized by this Association.**

ARTICLE II
MEMBERSHIP CATEGORIES

A. Types of Membership shall be as follows:

1. MEMBER-

Members may only be installing fire sprinkler contractors or individuals currently licensed and certified in the State of Georgia to design and install automatic fire sprinkler systems.

2. ASSOCIATE-

Associate membership is reserved for all suppliers and support organizations servicing the sprinkler industry within Georgia. Associate members shall have the power to vote and hold office in the Association.

The total number of Associates members allowed on the Board of Directors at any one time is limited to three (3).

B. Eligibility

- 1. Any person, firm or corporation, etc., which possesses the qualifications listed in the descriptions of the various memberships, is eligible to become a member of the Association.**
- 2. Acceptance of any qualified application shall be automatic with the payment of the proper dues and fees, provided, however, that the Association Board of Directors by a two-thirds vote of a quorum at a regular meeting may reject such applicant for just cause.**

C. Applications

- 1. Application for the various types of membership shall be made on a proper form supplied by the Association.**

D. Dues

- 1. Dues for membership in the Association shall be set by the Board of Directors of the Association.**

E. Termination of Membership

The membership of any member of the corporation may be terminated for just cause at any time by any of the following methods:

- 1. By voluntary written resignation of such member, to take effect on the date the Board of Directors shall accept such resignation at any regular or special meeting; or**
- 2. By termination of such membership by the action of a two thirds vote of all Directors of the corporation at a regular or special meeting of the Board of Directors. The terminated member shall have the right to appeal to the Executive Committee of the Association, such request of appeal to be filed in writing within thirty (30) days of the termination. Such member shall retain the rights and privileges of membership during such appeal. The Executive Committee shall make a recommendation to the Board of Directors to uphold or override the expulsion. A two-thirds vote of the Board of Directors of the Association is necessary to override the action of expulsion.**
- 3. When any member has not paid its dues for a period of six (6) months, its membership shall be terminated by the Board of Directors.**

No member shall, upon termination of membership by any of the foregoing methods, have any further right or privilege in the affairs or property of the corporation, except that if membership is terminated under subparagraph "2" above, the Board of Directors may authorize the refund to the terminated member of a pro rata share of its dues representing the future portion of the fiscal period for which dues have been paid.

ARTICLE III
ORGANIZATION

A. Board of Directors

1. To govern the Association, subject to the By-Laws and regulations set up by this Board of Directors.

(1) Formulate policy for Association Officers and staff.

(2) Pass judgment on major Association decisions and disputes.

2. Representation

1. Board shall consist of directors elected from members in good standing with the Association.

(1) Not less than six (6) members shall make up the Association Board of Directors including the elected officers of the Association.

2. All elected Officers, as listed in these By-Laws, shall be members of the Board of Directors, and shall be elected by the Board of Directors.

3. Meetings

1. The Board of Directors of the Association will meet twice each year as determined by the Board of Directors. If the meeting is to be held except on the regular scheduled day, it must have the approval of two-thirds of the Association Board of Directors.

2. A special meeting of the Association Board of Directors may be called by the President of the Association or at the discretion of a majority of the Association Board of Directors.

3. Agenda is to be prepared by the President and the Staff for mailing as notice of the meeting.

4. Mailing the agenda, along with the minutes of the previous meeting, ten days prior to the meeting, will constitute notice of meeting.

5. Attendance

(1) Attendance in person by a majority of the total membership of the Board of Directors shall constitute a quorum.

4. Qualifications of Directors

- 1. Member in good standing of the Association.**
- 2. Ability to attend meetings and accept committee responsibilities.**

5. Duties of Directors

- 1. To attend board meeting regularly. Failure to attend two-thirds of the schedule meetings without adequate reason may be cause for replacement.**

6. Terms of Directors

- 1. Shall be elected prior to September 30th of each year to take office on the following November 1st.**
- 2. The terms of office directors shall be staggered, whereby no more than one-third (1/3) of the Directors shall be elected each year. Directors shall serve for a term one, two or three years, respectively, in order to initiate the staggered terms. Thereafter, the term of office shall be three (3) years.**
- 3. In the event that an officer or member of the Board of Directors is unable, for any reason, to complete his elected term of office, the remaining duly elected Board of Directors, by a majority vote, shall be empowered to select a member in good standing of the Association to fill out the aforementioned Director's term of office.**

7. Removal of Directors

Any Director may be removed at any time with cause, by a vote of two-thirds of the Directors.

B. The Executive Committee

1. Purpose

- 1. To consult with the President of the Association**
- 2. To make decisions on matters that arise when time does not permit to call a meeting of the Board; all decisions being subject to the approval of the Board. The executive Committee can decide and act on matter of procedures but not on policy.**

2. Representation

- 1. Shall consist of the elected Officers of the Association as listed in these By-Laws plus the Immediate Past President of the Association.**

C. Elected Officers and Their Duties

1. President

1. Serve as Chairman of the Board of Directors of the Association.

- (1) Preside over all Board Meeting.**
- (2) Vote on any issues where his vote counts.**

2. Serve as Chairman of the Executive Committee.

- (1) Preside over all Executive Committee Meetings**
- (2) Vote on any issues where his vote counts.**

3. Serve as Chief Executive of the Organization

(1) Appoint standing committee as follows or when needed:

- (1) Program**
- (2) Budget**
- (3) Membership**
- (4) Public Relations**
- (5) Legislative**
- (6) Codes and Standards**

(2) May appoint, at his discretion, any additional committees necessary for the activities of the Association.

(3) The President shall be a member ex officio of all standing and ad hoc committees.

(4) Advise and assist all officers of the organization in their duties.

(5) Represent the Association at all functions where necessary or appoint a designated representative when possible.

2. Vice President

1. Serve on the Board of Directors of the Association.

2. Assume office of President in the event of his absence, resignation or removal from office.

3. Act as Coordinator of all Association committees.

Act as committee whip to follow up with the committee chairman to see that committees are functioning and carrying out their assigned tasks.

4. Serve on Executive Committee.

3. Secretary

1. Serve on Board of Directors of the Association.

(1) Shall be responsible to edit and see that the minutes of the Association Board Meetings are accurately recorded.

(2) Assume the duties of the President in the absence of the President and Vice President.

(3) Serve on the Executive Committee.

(1) Shall be responsible for the accurate recording of the minutes of the Board of Directors meetings and the Executive Committee meetings.

4. Treasurer

1. Serve on the Association Board of Directors.

(1) Shall submit written financial reports of the organization to the Board on a monthly basis or more often if so directed by the Board.

(2) Shall be a member of the Budget Committee.

(3) Shall assume the duties of the President in the absence of the President, Vice President and Secretary.

(4) Serve on the Executive Committee.

(1) Advise the Executive Committee on fiscal matters of the Association.

D. Committees

- 1. All committees, standing and temporary**
 - 1. Shall be responsible to the President and come under the direct supervision of the Vice President. The Vice President shall be assisted by the Association Staff in aiding the committees to accomplish their task.**
- 2. The Chairman**
 - (1) To attend all of his committee meetings and report progress or accomplishments to the Vice President of the Board of Directors.**
 - (2) To officiate at the meetings of his committee.**
 - (3) To see that enough meetings are held to complete the assigned tasks.**

E. Nominations and Elections

- 1. The Nominating Committee shall be appointed by the President and shall consist of at least three members.**
- 2. The Nominating Committee shall submit its report prior to August 1st of the election year on nominations for the Association Board of Directors. This report will be communicated to the general membership prior to August 15th of the election year.**
- 3. Additional nominees other than those submitted by the Nominating Committee may be included in the ballot, provided that prior consent of the nominee has been obtained and provided that the nominee's name has been presented to the Associated office in writing prior to September 1st of the election year and sponsored by three members in good standing of the Association.**
- 4. Election of Directors will take place by September 30th. Newly elected Directors will assume office on November 1st of the same year. Ballots shall be returned to the Association's Executive Committee for tabulation and verification.**
- 5. Election of officers will be by the Board of Directors and will take place at the next Board of Directors meeting or by ballot if necessary, but in no case later than December 1st of the election year. All elected officers shall be elected for a term of one year, said term to begin on January 1st following the election.**
- 6. The immediate past President shall automatically serve on the Board of Directors and shall be in addition to that specified in Section 4-2.**

ARTICLE IV
BANK ACCOUNTS

A. Savings Accounts

- 1. Savings accounts in the name of the Association may be maintained with financial institutions approved by the Board of Directors.**
- 2. Withdrawals from savings accounts shall require two signatures of the following: President, Vice President and Treasurer.**

B. Checking Accounts

- 1. Checking accounts in the name of the Association shall be maintained with financial institutions approved by the Board of Directors.**
- 2. Checks shall require the signature of one of the following: President, Vice President, Secretary and Treasurer.**

ARTICLE V
AMENDMENTS

A. These By-Laws may be amended, in whole or in part, by a two-thirds vote of Board of Directors of the Association provided however that

- 1. The President shall appoint a duly constituted By-Laws Committee to study and prepare such amendment.**
- 2. Such an amendment has been presented to the Board of Directors of the Association in the form of a formal resolution.**
- 3. The members of the Board of Directors of the Association have been notified at least three (3) weeks in advance of the proposed amendment. The notification of such a vote shall include the proposed amendment and the reason therefore.**

ARTICLE VI
MISCELLANEOUS

A. Seal

The seal of the corporation shall be circular in form and shall bear the name of the corporation and the year and state of its incorporation.

B. Fiscal Year

The corporation's fiscal year shall be the calendar year .

ARTICLE VII

- A. These By-Laws when adopted supersede all past By-Laws of the Association.**
- B. Nothing in these By-Laws shall conflict with the Articles of Incorporation of the Association.**
- C. These By-Laws adopted _____
(Date)**

(Secretary)

(President)

Approved by Board of Directors of the Association _____

(Date)