

THE ASSOCIATION OF FIRE SAFETY PROFESSIONALS (AFSP)

BY-LAWS

JANUARY 2011

ARTICLE I – NAME

The name of this entity shall be “The Association of Fire Safety Professionals” (Hereinafter referred to as “AFSP”). The Association President’s Office shall serve as Registered Principal Office and address of the Association. In addition, the Association shall have the right to transact any lawful business.

ARTICLE II - FISCAL YEAR/ELECTED OFFICIAL’S TERM DEFINED

The Fiscal year shall commence on the first day of January and shall end on the last day of December. The Elected Officer’s Term shall run from Annual Election to Annual Election.

ARTICLE III – PURPOSE

The purposes of the “Association of Fire Safety Professionals (AFSP)” are those set forth in the Articles. In addition to those set forth therein, **AFSP** shall have the following purposes:

- a. To recommend to the State Fire Marshal’s Office and the Fire Equipment Industry such In-State Training Policies and Practices that would improve the Industry and encourage a spirit of Professional cooperation. To exchange experiences and ideas in order to increase the knowledge and the Competence level of All Fire Safety Professionals. Each Member of this Association fully acknowledges his or her individual business obligations and responsibility for providing only the “Best” when it comes to Professional Fire Safety Inspections and Service.
- b. To Cooperate with Governmental Agencies, State and Local Officials and Local Authorities Having Jurisdiction (AHJ), as well as Insurance Organizations, in order to achieve the Objectives of AFSP and to improve the overall welfare of the Public Fire Safety of all Georgians.
- c. To encourage Manufacturers that sell Fire Safety products in Georgia to offer product training and listed maintenance and installation manuals for a reasonable fee and to post any and all Safety or Product Service Bulletins with the Georgia State Fire Marshal’s Office and AFSP so as to allow anyone Licensed and Permitted by the State to access to these Urgent Safety Alerts.
- d. The Association shall have the right to conduct any Lawful business activities and shall have all rights afforded to Nonprofit Associations under Georgia Law.

ARTICLE IV – MEMBERSHIP

SECTION 1. MEMBERSHIP CLASSIFICATION. The Association shall have **Four** classes of members as follows:

1. **Voting Membership.** To be eligible for Voting Membership in the Association the Applicant (Corporate Owner) shall establish that he/she meets the following qualifications:
 - (a) Applicant must be Actively engaged in the Sales, Distribution, Training and/or Maintenance of Portable Extinguishers, Fire Protection Equipment, or Fire Suppression Systems as the Owner of the Corporation at the time of Membership Application.
 - (b) Applicant shall be the Owner of the Business and not be currently owned, employed or controlled by any full or part time member or employee of any regulatory agency or other Voting member which would place the applicant in a position which may cause or result in a conflict of interest prohibited by these By-Laws and applicable Federal, State or local laws or Regulations.
 - (c) Applicant must disclose all Business Partnerships (i.e. Multiple Corporations including LLC etc...). Voting Membership Applicants must be carefully investigated so that no one small group of Voting Members may control the Association. Available Associate Memberships will ensure eligibility and input from multiple business locations, Member's Employees, Partnerships, and all Industry Professionals. Any change in the applicant's status or business acquisitions must be reported to the Association's Secretary within ninety (90) days. All Membership information required by these By-Laws shall be updated thru AFSP's Secretary prior to any Membership Vote being caste. Violation of any part of these By Laws can result in the Member's voting status being lowered to that of an Associate Membership or other action deemed appropriate by the Elected Officers.
 - (d) Applicant shall initially be a registered Corporation with the Office of the Secretary of State where the Primary Business is located and also is a business in good standing with the State of Georgia and shall have no convictions for civil or criminal violations arising out of the applicant's business activities. Waivers may be considered on a case by case basis and must be approved by the Voting membership by simple majority. Industry Retirement will not be just cause for revoking any membership status previously awarded.
 - (e) Applicant will be charged annual membership dues established by and changed from time to time by the Board of Directors. The current Annual Membership Dues is \$100.00. Associate Annual Membership Dues are \$25.00.

- (f) Voting Membership gives Members the right to Vote, to be voted a Member of the Board of Directors and attend Closed Business Meetings conducted by AFSP. Voting members may attend any meeting of the Association.
- Membership Voting may be accomplished by Notarized Absentee Ballot.
 - Members may designate a “Written Designated Proxy” for purposes of attending Closed Meetings and casting an Association Vote in the Voting Member’s Stead.
 - Closed Meetings will be for AFSP Business purposes, Membership Voting and for Professional or Member Grievance Resolution. The remainder of AFSP’s meetings will be open to anyone that wishes to attend.
 - Voting privileges shall be limited to One Vote per Voting Member.
 - Any Resolution for Presentation to the State Fire Marshal’s Office or other organization or political entity for Consideration must have the support of **51%** of the Voting Membership.

2. Associate Membership. To be eligible for an Associate Membership, the applicant must be a Sister Corporation of a Current Member, Manufacturer, or Business Partner. Associate Memberships are issued to applicants who pays fees for such membership. The current Membership Fee is \$25.00. There shall be no limit on the number of Associate Memberships. In general, Associate Members shall not be entitled to vote. However, Membership will entitle members to run for Committees and attend Open Door Association meetings, In-State low Cost Training and other Association Benefits. Dues for Manufacturers and other product providers shall be set by the Board of Directors based on level of involvement. Dues shall not be applied to State Employees, AHJ’s or Firemen who wish Membership.

3. Honorary Membership. The Board of Directors, shall by unanimous vote, have the power to name as an Honorary Member of the Association any person whose position within the Industry and whose prestige is above reproach and which adds to the overall Professionalism of AFSP.

4. Honorary Lifetime Membership. The Board of Directors, Shall by Unanimous Vote and with the Approval of the Voting Membership, have the power to name as an Honorary Lifetime Member of the Association any person whose contributions to the Fire and Safety Industry are, in the opinion of the Board, sufficient to merit this Honor. No dues or fees shall be charged to Honorary Lifetime Members. These Members shall not be entitled to Vote or Hold Office in the Association but will be allowed to attend all open and closed door functions. They shall be placed on AFSP’s Membership list and be copied on all Board Member or Association correspondence. Honorary Members may address the Voting Membership at any time.

SECTION 2. APPLICATION FOR MEMBERSHIP. Application for Membership shall be in writing and shall contain such relevant information consistent with the Bylaws as the Board of Directors determines from time to time. The application shall be promptly evaluated.

The Board of Directors shall review the applications for Membership and within thirty (30) days of receipt of an application, the Board’s recommendations for the acceptance or rejection of the application shall be submitted to the Applicant. Approval by a simple majority of the Board of Directors is required for an application for Membership. Memberships may be investigated for correctness and may be declined without a refund of the application fee.

SECTION 3. CERTIFICATE OF MEMBERSHIP. When a Membership has been approved and such initiation fees and/or dues have been paid, a certificate shall be issued in their name and delivered to the Member by U.S. mail or other common carrier.

SECTION 4. RECOGNITION CERTIFICATES. The Board of Directors may, at its discretion, provide for the issuance of a certificate or plaque recognizing Honorary Members or other Industry Professionals whose contributions to AFSP's goals are above average and worthy of this honor.

SECTION 5. VOTING RIGHTS OF MEMBERS. Each Voting Member shall be entitled to one vote on each matter submitted to a vote of the Members. Only Active (Voting) Members, or a proxy designated in writing by the member shall be entitled to any vote. Notarized Absentee ballots shall be required. A Non Response to a called Vote Shall be considered a Yes.

SECTION 6. INITIATION FEE AND DUES. Annual dues for Members shall be established by and changed from time to time by the Board of Directors. The Board of Directors will keep the Smallest Member in mind when setting Membership dues. Membership dues must be Current in order to Vote. Member Dues must be paid by the end of the First Quarter.

SECTION 7. TERMINATION OF MEMBERSHIP. The Board of Directors, by a Majority Vote of all Members of the Board, may suspend or expel a Member for suspension or revocation of Georgia State License. Also, by Majority Vote of those present at any scheduled meeting, terminate the Membership of any Member who becomes ineligible for membership, or suspend or expel any member who shall be in default in payment of Membership dues for a period of ninety (90) days or more. Any conduct in violation of AFSP's Charter and By Laws shall be reason enough for membership revocation.

SECTION 8. RESIGNATION. Any Member may resign by filing a written resignation with the Association Secretary, but such resignation shall not relieve the member of his/her obligation to pay any dues or other charges accrued and unpaid or remit in full any funds or association property placed in his/her custody.

SECTION 9. REINSTATEMENT. Upon receipt of appropriate dues and a written request signed by a former Member and duly filed with the Secretary, the Board of Directors may (by majority vote), reinstate such former Member to the Membership under such terms as the Board may deem appropriate.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1. GENERAL AUTHORITY. The affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall consist of a President, Northern Vice President, Southern Vice President, Treasurer and Secretary for a total of five (5). AFSP's President and Elected Officers shall shoulder any duties created by an unfilled Office until such time as a nominee can be elected from the Membership. The Annual election will decide any and all issues before the Membership including the election of Officers. All Officers will vote on issues before the Board. Any Board Member may abstain from voting on a particular issue

and/or request that the Vote be put to the Voting Membership for Resolution. Quick Action involving any AFSP Decision or AFSP Member Dispute Shall be Resolved or acted on Quickly.

SECTION 2. NUMBER AND TERM OF SERVICE. The Board of Directors shall be composed of five (5) Members of the Association. As the Association grows, the number of Board Members may change. All elected Officers shall take an Oath of Office. The term of elected office will be three years. Elected Officers may serve for more than one term. The elected President will serve a term not to exceed four (4) years to ensure the orderly establishment of AFSP and the time necessary to stagger elections so that at least one Board position is open to election each year. The President or any Board member may be removed or replaced at any time by majority election. The Elected Vice Presidents will serve a three-four year term. The Elected Secretary will serve a term that will allow the election of one (1) elected Officer per calendar year. All Elected Officer's terms may be extended by majority vote.

SECTION 3. PRESIDENT. The President shall be the Principal Executive Officer of the Association and in general shall supervise and control the business affairs of the Association. He/She shall preside at all meetings of the Board of Directors. He/She may execute the duties of the Vice President, Secretary and Treasurer when absent. He/She may sign, with the simple majority (51%) approval of the Association Voting Membership, any Legal instruments to which the Officers of the Board of Directors have been authorized to execute by the voting membership. In general, the President shall perform all duties implied by the Office of the President. The President shall submit a list of goals upon election and a present a yearly update of Association accomplishments at the Annual Meeting.

SECTION 4. VICE-PRESIDENT. In the absence of the President or in the event of his/her inability to act, the Vice-President shall perform all duties of the President. The Vice-President shall perform such other duties as assigned to him/her by the President or by the Board of Directors. He/She shall address the Membership at the Annual Meeting.

SECTION 5. TREASURER. The Treasurer shall be charged with the opening or direct supervision of AFSP's financial account (checking). He/She will make deposits and issue checks for reasonable expenses of the Association. Any amounts over \$500.00 shall be unanimously approved by the Board. Any amounts over \$1,000.00 require the prior simple majority approval of the Voting Membership. The Treasurer shall be liable for any misappropriation of funds. He/She will make an Association Financial Report at each meeting of the Board and to the General Membership in conjunction with the Association's Annual Membership meeting. He/She shall keep detailed verifiable records of all Association Financial transaction activities.

SECTION 6. SECRETARY. The Secretary's duties shall include the keeping of the minutes for the Board of Directors Annual and any Special meetings called by the President or in compliance with these By-Laws. The Secretary will also serve as Chairman for the Annual Election. An end of year report will be required summarizing Board Member actions and decisions.

SECTION 7. Oath of Office. An Oath of Office shall be administered to each elected officer. As Follows: I do Solemnly Swear to Faithfully carry out and Discharge the Duties of the AFSP Office to which I am Elected and to perform my Duties to the Best of my Capabilities without any Mental Reservation or Purpose of Evasion.

SECTION 8. REMOVAL. Any Board or Appointed Committee Member may be removed from office for cause (conduct unbecoming) or for violation of AFSP's Charter and By Laws consistent with a majority vote of the Voting Membership.

SECTION 9 VACANCIES. Any Office Vacancy due to death, resignation, removal, disqualification or other reason may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 10. REGULAR MEETINGS. A Board of Directors meeting shall be held at a scheduled time and place prior to the Annual Business Meeting. The Board of Directors may decide the time and place for the holding of additional meetings as deemed necessary. It is the President's option to have AFSP's Treasurer issue a check for the cost of the Meeting Location and any meal. The President is Not to abuse this Privilege.

SECTION 11. SPECIAL MEETINGS. Special meetings of the Board of Directors may be requested by a Voting Member or called by an AFSP Officer.

SECTION 12. NOTICE OF MEETING. Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior to by phone, mail, email or fax to each Board Member as shown by the records of the Association Secretary.

SECTION 13. COMPENSATION. Board Members shall not receive any payment for their services or expenses for attending a regular or special meeting of the board. Voting Membership approval is Required for any monetary compensation for the expenses of attendance at special functions, meetings, seminars, conferences, etc. while representing AFSP. There shall be no restrictions to preclude any Board Member from serving in any other capacity and receiving compensation therefore. Any compensation received by a Board Member over actual expenses for activities in Direct Representation of AFSP will be deposited in the Association's General financial account.

SECTION 14. Election Nominations. Nominations for Members of the Board of Directors will be accepted by the Association Secretary ninety (90) days prior to the annual meeting. Nominations for Members of the Board of Directors may also be solicited in any official AFSP membership correspondence. A Voting Ballot shall be sent to each voting member's address in a timely manner prior to the annual business meeting. Each member has one vote. Ballots must be returned and received by the Secretary at least ten (10) business days prior to the Voting Deadline unless the Election takes place at the Annual Meeting. Ballots received or Postmarked after the stated deadline date will not be counted. Write-in votes are acceptable; however, the Nominee must submit a letter of willingness to serve.

The AFSP Secretary and two supervising (Non Board Member) AFSP voting members will be responsible for the tabulation of the votes. The AFSP Secretary will announce the election results by news letter, email, fax, phone or mail when the results have been totaled and verified or in conjunction with the Annual Meeting.

ARTICLE VI – BUSINESS MEETINGS OF MEMBERS

SECTION 1. ANNUAL BUSINESS MEETING. There will be an annual meeting of the Members held during the calendar year for the purpose of electing Board members, resolving any Member grievances and for the resolution of such other business as may come before the meeting. This portion of the meeting shall be closed to Voting Members only; the remainder of the meeting shall be open to all. A Vote of No-Confidence may come from the floor concerning any Board Member. A simple majority vote is necessary to have full and immediate effect.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Members may be called either by any Board Member. A report of the meeting shall be disclosed to the Voting Membership.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate any place as the place of meeting for the Annual Meeting. An effort shall be made to designate a Centrally Located meeting place. If no such designation is made, the place of the meeting shall be the Georgia Public Safety Training Center (GPSTC) in Forsyth, Georgia.

SECTION 4. NOTICE OF MEETING. A notice stating the location, date and time of any business meeting of the members shall be delivered by phone, mail or email to each member entitled to vote, not less than thirty (30) before the date of such meeting. An Official Ballot shall be included in the notice.

SECTION 5. FORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the Members may be taken if fifty one (51) percent of the Members entitled to vote approve the action. Absentee Ballots shall be included.

SECTION 6. PROXIES. At any meeting, a Member entitled to Vote may vote either in person, by proxy, (executed in writing with a copy filed with the Secretary of the Association) or by Notarized Absentee Ballot.

ARTICLE VII – COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Board Members of the Association. Meetings of the Executive Committee may be called by the President or by any Board Member for the purpose of considering Emergency matters.

SECTION 2. OTHER COMMITTEES. The Board of Directors may establish or dissolve such committees as deemed necessary for the proper fulfillment of the goals of the Association.

ARTICLE VIII – AUTHORITY TO CONDUCT BUSINESS

SECTION 1. AFSP DEPOSITS. All funds of the Association shall be deposited from time to time to the credit of AFSP in financial institutions such as a bank initially by the President and then by the Treasurer once elected.

SECTION 2. AFSP CHECKS, ETC. All checks issued for the payment of debt issued in the name of the Association shall be signed by the President initially, and once elected, by the Treasurer of the Association and in such manner as shall be determined by resolution of the Board of Directors.

SECTION 3. AFSP CONTRACTS. With the approval of the Voting Membership, The Board of Directors may authorize the President of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the Association any monetary or material contribution for general purposes or for any specific purpose of the Association. This gift must aid in Member Assembly, Training for Members or otherwise support AFSP in General or the Fire Safety Industry. A Report of all Gifts Shall be made at AFSP's Annual Meeting.

ARTICLE IX – AFSP BOOKS AND RECORDS

The Association shall keep **Accurate** books and records of accounts and shall also keep minutes of the proceedings of its members and Board of Directors. The Association shall keep at the registered (principal) office and Secretary's office a record giving the names and address of the Members entitled to Vote. The Treasurer may keep Association Financial records or books at His/Her office. However, a copy of AFSP's Financial books and records shall be maintained at the Office of the President of the Association and may be inspected by any member for any purpose at any reasonable time.

ARTICLE X – INDEMNIFICATION OF BOARD MEMBERS

The Association shall indemnify to the extent allowed by the Statutes of this State any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that the person is or was a Board Member of the Association or served any other enterprise at the request of the Association. The person to be indemnified must have acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of AFSP or its members and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

ARTICLE XI - AMENDMENTS

These By-Laws may be altered, amended or repealed and new by-laws may be adopted by a vote of the Members representing a 75% Majority of all Active Voting Memberships issued at any annual Member's meeting, at any Special Member's meeting or by registered mail when the proposed amendment has been stated in the notice of such meeting.