

**BYLAWS
of
NORTH TEXAS ALARM ASSOCIATION**

ARTICLE I

OFFICES

Section 1. The principle office of the North Texas Alarm Association, Inc. (hereinafter referred to as the "Association") shall be located in the County of Dallas, State of Texas.

Section 2. The Association may have such other offices at such other places within or without the State of Texas as the Board of Directors may from time to time determine, or as the business of the Association may require.

ARTICLE II

LIMITATION

Section 1. The activities of the Association shall not result in any agreement, understanding, combination or any other form of concerted action to limit production, fix prices, suppress competition or in any other manner restrain trade or commerce or monopolize or attempt to monopolize trade or commerce or any business practice.

Section 2. The Association shall conduct its business affairs to comply with IRC 501(c)(6) Organizations.

ARTICLE III

MEMBERS

Section 1. The Association shall have three (3) classes of membership: Regular, Associate, (sometimes hereinafter referred to individually as "Regular Members", or "Associate Members", and collectively as "Members") and Honorary.

Section 2. Regular membership shall be available to any business entity, which shall meet all of the following requirements:

- A. Primarily engage in the sale, lease, installation and servicing of electronic alarm and life safety systems including burglar alarms, fire alarms, access controls and closed circuit television; in providing security consulting services; or in the monitoring of alarm systems.
- B. Be willing and agree to conduct its business in accordance with the Code of Ethics adopted by the Association.
- C. Be licensed by the Texas Department of Public Safety Private Security Bureau and/or the State Board of Insurance office of the Fire Marshall, if required.
- D. Each Regular Member may serve on a committee of their choice, or if a choice is not made, may be appointed to serve on a committee by the Board of Directors.
- E. Pay to the Association the required dues as set forth in these bylaws.

Section 3. Associate membership shall be available to any business entity, which is engaged in the business of manufacturing, distributing, supplying, selling or otherwise dealing in products, or services that are related to and in support of the business of Regular Members.

- A. Associate Members may be appointed to serve on any committee at the discretion of the President with confirmation by the Board of Directors.
- B. Associate Members must be willing and agree to conduct business in accordance with the Code of Ethics adopted by the Association.
- C. Associate Members must pay to the Association the required dues as set forth in these bylaws.

Section 4. Honorary Membership may be conferred upon an individual by recommendation by a Board of Directors Member 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 Association. Honorary members may attend meetings but shall have no voting rights, or hold office in the Association.

Section 5. The Board of Directors, by the affirmative vote of two-thirds (2/3) of all the Directors, may suspend or terminate a Member for cause, including, without limitation, ineligibility, violation of the Code of Ethics, default in the payment of dues and other charges or failure to serve on a committee to which he or she has been appointed; provided, however, that such termination or suspension shall not relieve any Member of the obligation to pay any dues, fees, assessments or other charges theretofore accrued and unpaid.

Section 6. Membership in the Association is not transferable or assignable.

Section 7. Membership shall not include a professional association of business entities primarily engaged in the sale, lease, installation and servicing of electronic alarm and life safety systems including burglar alarms, fire alarms, access controls and closed circuit television; in providing security consulting services; or in the monitoring of alarm systems.

Section 8. Members attending seven (7) or more general membership meetings per calendar year shall be active Members.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. An annual meeting of the Members shall be held in September of each year for the purpose of electing Directors and Officers and for the transaction of such other business as may come before the meeting. If the election of Directors and Officers shall not be held in the month designated herein for the annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as possible.

Section 2. Regular meetings of the Members shall be held each month at such time and place as shall from time to time be determined by the Board of Directors.

Section 3. Special meetings of the Members may be called by the President, the Board of Directors or not less than one-tenth (1/10) of the Members.

Section 4. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual, regular or special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association in the State of Texas; but if all of the Members shall meet at any time and place, either within or without the State, and consent to the holding of the meeting, such meeting shall be valid without call of notice and any Association action may be taken at such meeting.

Section 5. Notice stating the place, day and hour of any meeting of Members shall be delivered, either personally, by phone, mail, email, telegram, or facsimile (FAX) transmission to each Member not less than three (3) nor more than fifty (50) business days before the date of such meeting, by or at the direction of the President, the Secretary or the Officers or persons calling the meeting. In the case of a special meeting or when required by law or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. 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 Association, with postage thereon prepaid. If notice be given by email or FAX, such notice shall be deemed to be delivered when the email or FAX is sent from the initiating party. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.

Section 6. Any action required by law to be taken at a meeting of the Members or any action which may be taken at a meeting of the Members may be taken without a meeting only if a) the request for the action is delivered either personally in

writing, mail, email or facsimile (FAX) transmission to each Member and b) the Member written responses are recorded by the Association by Member. For acts and purposes of this section, a quorum is considered 100% of the Members. All actions taken without a meeting shall be recorded in the minutes of the next meeting.

Section 7. A quorum of the Membership shall be 20% of the total Membership represented in person or by proxy at such meeting.

Section 8. At each regular or annual general membership meeting each Regular and Associate Member will be allowed to carry a maximum of one (1) vote by proxy of another Regular or Associate Member or by his or her duly authorized attorney-in-fact. Each proxy must be declared to the Secretary at the beginning of the meeting in which the proxy is intended to be used. Each proxy must be in the prescribed form and style maintained by the Secretary of the Association. Each proxy shall be dated and shall apply only to the specific regular, special, or annual general membership meeting.

Section 9. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members, unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 10. When the Articles of Incorporation or these Bylaws are mute on a point, then the current version of Roberts Rules of Order shall apply.

ARTICLE V

VOTING AND ELECTIONS

Section 1. Board Meeting Voting

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

Section 2. General Membership Voting

- A. At any regular or special general membership meeting, each Regular and Associate Member will be allowed one (1) vote.
- B. Honorary Members shall have no general membership voting rights.
- C. The primary contact person listed on the Membership application or Membership annual renewal form is the authorized voting delegate for each voting member unless an "Election of Delegates" form, provided by the Association, is completed and submitted on or by the date the vote is to occur.

Section 3. Elections

- A. Qualified nominations from the floor will be accepted for each Board position being voted on.
- B. All persons nominated must be willing to serve in that position.
- C. Any uncontested position shall be voted on by voice vote or show of hands.
- D. Each candidate in a contested position will be given three (3) minutes to address the membership prior to the vote.
- E. Any contested position will be voted on by individual ballot. A voting ballot or blank piece of paper is given to each voting member who in turn writes his or her candidate of choice.
- F. All ballots shall be counted independently by two people that have been approved by the members present at the election.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed by the Board of Directors.

Section 2. The Board of Directors shall consist of the Officers as stipulated in Article VII , Section 1, immediate past President, three (3) Directors-at-Large from the Regular Members, one (1) Director-at Large from the Associate Members and immediate past Treasurer.

A. The President upon approval of a majority of the Board of Directors may appoint one (1) or more persons to serve as Assistants to the Board. The Assistant positions 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. An Assistant may be reappointed for additional terms at the discretion of the President and the Board.

B. The President upon approval of a majority vote of the Board of Directors may appoint one (1) 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.

Section 3. Regular meetings of the Board of Directors shall be held ten (10) times a year, with no more than one Board of Directors meeting on any given day, at such time and place as shall be determined by the President.

Section 4. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may designate any place, either within or without the County of Dallas, State of Texas, as the place for holding any special meetings of the Board called by them.

Section 5. Notice of any special meetings of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally, by phone, mail, email, telegram, or facsimile (FAX) transmission to each Director at his or her address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by email or FAX, such notice shall be deemed to be delivered when the email or FAX is sent from the initiating party. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 6. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 8. Any vacancy occurring on the Board of Directors, except that of an elected officer, the immediate Past President or the immediate Past Treasurer, shall be filled by the affirmative vote of a majority of the Members at the next meeting of the membership following the occurrence of a vacancy. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. In the event the immediate Past President's position becomes vacant, then that position will remain vacant until the current President's term expires. In the event the immediate Past Treasurer's position becomes vacant, then that position will remain vacant until the current Treasurer's term expires.

Section 9. Directors shall not receive any salaries for their services, but nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

Section 10. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting only if a) the request for the action is delivered either personally in writing, mail, email or facsimile (FAX) transmission to each Director and b) the Director written responses are recorded by the Association by Director. For acts and purposes of this section, a quorum is considered 100% of the Board of Directors. All actions taken without a meeting shall be recorded in the minutes of the next meeting.

Section 11. The order of business at any regular meeting of the Board of Directors shall be as follows: reading of minutes, report of officers, report of committees, unfinished business, new business and adjournment.

Section 12. Any Board of Directors member, missing three (3) consecutive Board meetings or failing to maintain their status as an Active Member as defined in Article III, Section 9, shall automatically be removed from the Board of Directors. When any Director or Officer is not employed for over 90 days by a member company that qualifies him or her for that office, that board position shall be considered a vacancy. Vacancies on the Board of Directors as a result of automatic removal shall be filled in accordance with these bylaws

Section 13. When the Articles of Incorporation or these Bylaws are mute on a point, then the current version of Roberts Rules of Order shall apply at all meetings of the Board of Directors.

Immediate Past President

Section 14. The Immediate Past President provides guidance and assistance to the new President in an effort to assure continuity during a Boards transition. The Immediate Past President will continue to work on any unfinished projects carried over from their term with guidance from the newly elected President and Board. The Immediate Past President shall perform such other duties, when possible, as may be prescribed from time to time by the President or by the Board of Directors.

Immediate Past Treasurer

Section 15. The Immediate Past Treasurer will serve as a trainer for the new Treasurer providing both historical guidance as well as fiscal practice continuity. The Immediate Past Treasurer will assist the Treasurer with any responsibilities, when possible, upon request. Will assume the duties of the Treasurer should they be absent from official meetings. Will assume the Treasurer's duties should the Board determine the elected Treasurer can no longer to perform the duties of their office. The Immediate Past Treasurer shall perform other duties, when possible, as assigned by the President or Board of Directors as needed.

Director

Section 16. The Directors at Large shall serve on the Membership Committee. The Directors at Large shall chair one other Committee. The Directors at Large shall perform such other duties as prescribed from time to time by the President or the Board of Directors.

Associate Director

Section 17. The Associate Director shall serve on the membership committee. The Associate Director shall chair one other committee. The Associate Director shall perform such other duties as may be prescribed from time to time by the President or by the Board of Directors. The Associate Director shall operate as a Board liaison on behalf of the Associate Members.

Assistant Secretary

Section 18. The Assistant Secretary shall assist the Secretary whenever needed, assuming the Secretary's duties in their absence at official meetings. The Assistant Secretary assumes the Secretary's duties in the event the Secretary is no longer able to perform the duties as determined by the President or Board. The Assistant Secretary shall perform, if possible, such other duties as may be prescribed from time to time by the President or by the Board of Directors.

Board Member Qualification: Term

Section 19. Qualification

A. With the exception of the Associate Director, all Board of Directors members, including officers, must be Regular Members of the Association.

B. To qualify as President or Vice President, an individual must have served a minimum of one year as a

Board Member.

C. All Board Members must be members of the Association for at least six (6) months immediately prior to their election.

Section 20. Term

A. Each position of the Board of Directors shall run for one year, from October 1 through September 30.

ARTICLE VII

OFFICERS

Section 1. The officers of the Association shall consist of the President, Vice President, Secretary, and Treasurer. Such officers shall have the authority and perform the duties as may be prescribed from time to time by the Board of Directors.

Section 2. The officers shall be Regular Members of the Association and shall be elected at the annual meeting of the Members in September of each year by the affirmative vote of a majority of the Members present at the meeting. If the election of officers shall not be held at such meeting, such election shall be held in accordance with Section 1 of Article IV hereof. Each officer shall hold office for a term of one (1) year or until his or her successor shall have been duly elected and qualified.

Section 3. The four (4) most immediate past Presidents of the Association, and any Member appointed by the current President shall constitute a nominating committee for the purpose of nominating officers and Directors of the Association. The duty of the nominating committee is to find the best candidate for each Board position. The nominating committee shall consist of at least three (3) and no more than five (5) members. In the event any of the most immediate past presidents are unavailable to serve on this committee causing the committee to fall below the minimum three (3) members, then the next immediate past president(s) in reverse chronological order shall be included until the minimum of three (3) is met. Such committee shall meet during the first week in August of each year, and shall announce their nominations at the August Meeting of the Members. The most recent past president participating on the committee shall serve as chair of the nominating committee.

Section 4. In the event that a vacancy occurs for any reason in any office, except that of the President, the nominating committee shall select one (1) candidate to fill such vacancy and shall present such selection to the Members at any regular or special meeting of the Members. The Members shall then nominate any additional candidates and shall fill such vacancy by the affirmative vote of a majority of the Members. The successor to any office shall serve for the unexpired term of his or her predecessor in office.

Section 5. Any officer may be removed by the affirmative vote of a majority of the Members.

President

Section 6. The President shall be the chief executive officer of the Association and shall in general, supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the Members and of the Board of Directors and shall be an ex officio member of all committees. The President may sign, with the Secretary or any other proper officer of the Association, authorized by the Board of Directors, any deeds, mortgages, bonds, contracts 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; and, in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

Vice President

Section 7. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions

upon the President. In the event of the death or resignation of the President, the Vice President shall succeed to the office of President and shall hold office until the next annual election of officers. The Vice President shall perform such other duties as may be prescribed from time to time by the President or by the Board of Directors.

Treasurer

Section 8. The Treasurer shall have charge and custody of and be responsible for all funds of the corporation, shall receive and give receipts for moneys due and payable to the Association from any source whatsoever and shall deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be elected by the Board of Directors in accordance with Article X hereof, and in general, shall perform all the duties incident to the office of Treasurer and such other duties as may be prescribed from time to time by the President or by the Board of Directors. Expenditures over \$1000 that are not included in the current approved Association budget shall require the approval of the Board of Directors.

Secretary

Section 9. The Secretary shall prepare and keep accurate minutes of the proceedings of all meetings of the Board of Directors and the Members, shall coordinate all notices in accordance with the provisions of these Bylaws or as required by law, shall have charge of all correspondence of the Association and of the Board of Directors, shall be custodian of the corporate records and of the seal of the Association and shall affix the seal of the corporation to all documents, the execution of which on behalf of the Association under its corporate seal is duly authorized in accordance with the provisions of these Bylaws, shall keep a register of the post office address of each Member, and in general, shall perform all duties incident to the office of Secretary and such other duties as may be prescribed from time to time by the President or by the Board of Directors.

ARTICLE VIII

COMMITTEES

Section 1. The Board of Directors, by resolution adopted by a majority of Directors in office, shall designate the committees necessary to serve the Association. Each committee shall consist of two (2) or more Members who have chosen or been appointed to the committee, and the committee shall report to that member of the Board of Directors as designated by the Board of Directors resolution.

Section 2. The failure of a Member to actively serve on a committee to which he or she has been appointed may result in the suspension of such Member from all rights and privileges of membership in the Association.

Section 3. Grievance Procedure

The Grievance Committee shall consist of three (3) members appointed by the President and approved by a majority of Directors present at a meeting at which a quorum is present. Each member of the Grievance Committee shall be a Member of the Association. 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 Association 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 Association. 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 given 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
3. Revocation of membership

ARTICLE IX

INITIATION FEES, DUES AND ASSESSMENTS

Section 1. The Board of Directors may from time to time determine the amounts of the initiation fees and the annual dues payable to the Association by the Regular Members and Associate Members.

Section 2. Dues shall be paid annually in advance on the first day of each calendar year. The initial dues of a new Member shall be prorated on a quarterly basis ; members joining in January, February or March pay 100%, members joining in April, May or June pay 75%, members joining in July, August or September pay 50% and members joining in October, November or December pay 25%..

Section 3. In addition to the payment of initiation fees and annual dues of the Association, the Members may be assessed by the Board of Directors for the projected cost of any contemplated program of the Association; provided, however, that the assessment shall be approved by the affirmative vote of a majority of the Members at any regular or special meeting of the Members of the Association.

Section 4. If any Member fails to pay the prescribed dues, fees or assessments within thirty (30) days after they shall have become due, such Member shall, upon receipt of notice in regard thereto from the Treasurer, be suspended from all rights and privileges of membership in the Association. Such suspension shall continue until all arrears of the Member so suspended shall have been paid in full or until the termination of the Member. Suspension or termination shall not relieve any Member of the obligation to pay any dues, fees, assessments or other charges theretofore accrued and unpaid.

ARTICLE X

DISSOLUTION

Upon the dissolution of the Association, the assets of the corporation shall be donated, after the payment of all lawful obligations, to any existing non-profit organization which is dedicated to the furtherance of any or all of the purposes set forth in Article IV of the Articles of Incorporation, as decided upon by the affirmative vote of two-thirds (2/3) of the Members.

ARTICLE XI

CONTRACTS, CHECKS AND DEPOSITS

Section 1. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances and, unless so authorized by the Board of Directors, no officer or agent shall have the power or authority to bind the Association by a contract or engagement or to pledge its credit or to render it liable for any purposes or to any amount.

Section 2. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or the Vice President of the Association.

Section 3. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may elect.

ARTICLE XII

BOOKS AND RECORDS

Section 1. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees and shall keep a record of the names and addresses of the Members at the registered or principal office of the Association. All books and records of the Association may be inspected for any proper purpose during regular business hours by any Member or his or her agent or attorney.

ARTICLE XIII

FISCAL YEAR, BUDGET AND AUDIT

Section 1. The fiscal year of the Association shall commence on the first day of October of each year and shall end on the 30th day of September of each year.

Section 2. The Board of Directors shall annually prepare and approve a budget of the anticipated income and expenses of the Association for the ensuing year.

Section 3. The Board of Directors shall provide for an annual audit or review of the financial statements of the Association by a certified public accountant utilizing generally accepted accounting principles. Upon completion and within a reasonable period of time, such audit or review shall be given to each officer and director of the Association, and shall be made available to any member requesting same.

ARTICLE XIV

SEAL

Section 1. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association.

ARTICLE XV

WAIVER OF NOTICE

Section 1. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI

AMENDMENTS TO BYLAWS

Section 1. The initial Bylaws of the Association shall be adopted by the Board of Directors. The Bylaws may be altered, amended or repealed, and new bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the Members present at the meeting if written notice setting forth such proposal is given to each Member in accordance with the provisions of these Bylaws or by the affirmative vote of two-thirds (2/3) of the total Members if taking action without a meeting as defined in Article IV Section 6.

These Bylaws were revised on January 18, 2018 and supersede all previous NTAA Bylaws revisions.