

# Mississippi Alarm Association Constitution and By-Laws

## ARTICLE I

### Name and Location

**Section 1.** The name of the Association shall be the Mississippi Alarm Association and its location and principal office shall be at 623 Green Court, Jackson, Mississippi 39272, or at such place as may be fixed by the Board of Directors.

**Section 2.** The Association is a nationally chartered state association of the National Burglar and Fire Alarm Association.

## ARTICLE II

### Objectives and Purpose

**Section 1.** The objectives or purpose for which this Association is organized are:

- A.** To promote and advance the mutual interest of those engaged in the electronic life safety and security industry.
- B.** To stimulate, by lawful means, wider and more extensive use of electronic protection devices including life safety, intrusion alarms, fire alarms, closed circuit television, access control, and integration systems.
- C.** To cooperate with others on matters affecting the business and common interest of the members of the Association.
- D.** To promote the concept that members are guided by a spirit of justice and honor in all business activities and that all members observe the Association's Code of Ethics at all times.
- E.** To conduct or engage in all lawful activities in furtherance of the foregoing objectives and purposes or any lawful activity reasonably incidental thereto.
- F.** To educate all members and the public by serving as a medium for exchange and dissemination of information applicable to the life safety industry.

## ARTICLE III

### Limitations of the Association

**Section 1. The Association shall not be conducted for profit.**

**Section 2. The activities of the Association shall not be such as will 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 to monopolize or attempt to monopolize trade or commerce, or any other act or acts which might be in contravention of law or ethical business practice.**

**Section 3. The Associations membership rosters, directories, and mailing lists shall not be used for any purpose not specifically authorized by the Board of Directors.**

**Section 4. The Association nor any of its officers nor any of its committees shall incur any obligation or announce any policy in the name of the Association unless the action or obligation or policy shall have been formally approved by a majority vote of members present by the Board of Directors.**

**Section 5. No officer or director shall use his office or title on his personal business stationary. The Association or membership therein shall not be used for the promotion of individual interest.**

**Section 6. The Association should not act contrary to the National Burglar and Fire Alarm Association Bylaws and will conform to the National Anti-Trust Statement and the National Code of Ethics.**

## **ARTICLE IV**

### **Membership**

**Section 1. The membership of this Association shall be divided into Six (6) classes.**

**A. Regular Membership: Regular membership shall be open to any business entity, except a public utility or a subsidiary thereof which shall meet the following requirements:**

**(1) Be licensed as an Alarm Systems Contractor as defined by Mississippi State Code, SB2742 Section 3.b.**

**(2) Applicants must be willing and agree to conduct their business in accordance with the Code of Ethics of the Association.**

**(3) Regular Members will be entitled to all benefits of the Association and will be given due notice, fair representation and the right to participate in all elections.**

**B. Associate Membership: Associate membership shall consist of any business entity deriving revenue by manufacturing, distributing, supplying, dealing in or selling products or services relating and necessary to the members of the Mississippi Alarm Association.**

**Associate members, under the guidelines of Article VI, are eligible to serve on the Board of Directors and hold office as such, and be eligible to vote therein.**

**C. Public Safety Membership: Public Safety Membership shall consist of any governmental employee involved with public safety who has the capability and desire to contribute to the advancement of the Association's objectives and purposes. Public Safety members shall not have a voting status and may not hold office in the association. Affiliate members may be appointed to serve as ex officio members of committees as directed by the Board of Directors.**

**D. Life Membership: Life membership may be conferred on a person who formerly served as a designated representative of a Regular Member or Associate Member and who has rendered meritorious service to the Association, provided that such membership shall be recommended by the Board of Directors and shall receive a majority vote of the members present at any regularly called meeting of the Association. Such members shall be exempt from payment of all dues and assessments and may attend all conventions and meetings and shall have the right to vote.**

**E. Honorary Membership: Honorary membership may be conferred by recommendation of the Board of Directors and with a majority vote of the members present at any regularly called meeting of the Association upon a person who has performed meritorious service to the Association or upon others who cannot fulfill the requirements of Regular or Associate membership. Honorary members shall be entitled to all the privileges of Regular members except the right to vote or hold office. Such members shall be exempt from payment of all dues and assessments.**

**F. Probationary Membership: Probationary membership shall be a new member applicant pending approval of full membership by the Board of Directors or a reduction of membership status imposed by majority vote of the Board of Directors after full hearing and due**

consideration for failure to fulfill all the standards and requirements of membership. Such members shall not have the right to vote or hold office and shall be subject to further action by the Board of Directors in accordance with the Bylaws of the Association.

## **Section 2                    ELECTIONS TO MEMBERSHIP**

**A.     All applications for membership shall be made in writing on an official application approved by the Board of Directors with a check or appropriate payment method for the first year dues to the Secretary of the Association. The Secretary shall submit all such applications to the Membership Committee for review and then to the Board of Directors for action.**

**B.     The Membership Committee shall investigate the applicant to determine the applicant's worthiness and appropriate class of membership.**

**C.     Upon satisfactory submission of application and all appropriate fees, the applicant will be given a probation membership pending completion of the investigation and upon recommendation of the Membership Committee, the applicant may then be approved for the appropriate class of membership by majority vote of those members of the Board of Directors present and voting at the next regularly scheduled Board meeting.**

**D.     It shall be the duty of the Executive Director or designated appointee of the Board of Directors, to notify the applicant of the Board of Directors decision. Each applicant is subject to election, rejection, or being placed on a waiting list for future Board action. If an applicant is rejected, all fees and dues shall be refunded.**

**Section 3.    Transfer of Membership: The memberships conferred herein are vested in the business entities and are not transferable with the individual, except in the cases of Life or Honorary memberships which are vested in the individual.**

**Section 4.    Regions:    For administrative purposes, the Association shall have three separate regional divisions, each with a representative Vice President. The regions shall be called Northern, Central and Southern regions of the Mississippi Alarm Association as designated by SB 2742. The territorial limits of these regions shall be such as shall be delineated from time to time by the Board of Directors.**

## **ARTICLE V**

## Board of Directors

**Section 1.** The management of the Association shall be vested in the Board of Directors subject to the limitations expressed by the bylaws.

**Section 2.** The Board of Directors shall consist of the President, President-Elect, three (3) Regional Vice-Presidents, Secretary, Treasurer, Immediate past President, and Associate Member Director.

**Section 3.** The Board shall hold monthly conference calls to attend to the Associations business and meet at least quarterly at a time and place to be determined by the chairman. Appropriate advance notice as indicated in Article XVIII shall be given to each member of the Board of Directors.

**Section 4.** Any Board Member or officer who misses two (2) consecutive meetings without having submitted a written request to be excused which is approved by the Board may be removed from office.

**Section 5.** The President shall serve as Chairman of the Board of Directors.

**Section 6.** All past Presidents of the Association holding a current, voting, membership in the Association shall be ex officio members of the Board of Directors.

**Section 7.** The Executive Director and Counsel, if any, shall be ex officio members of the Board of Directors. These members and all ex officio members shall not have voting rights, except pertaining to their membership level.

## Article VI

### Nomination and Election of Officers and Directors

**Section 1.** The elected offices of the Association shall be the President, President Elect, three (3) Regional Vice-Presidents, Secretary, Treasurer, and Associate Board Member.

#### **Section 2.** Election Procedure

**A.** The President-Elect shall automatically succeed to the office of President.

**B. Immediate past President is not an elective office but is filled by ascension of the President upon election and installation of his successor. To fill the office as Immediate past President and continue to serve in that capacity, the individual shall either be representative of a Regular Member of the Association or shall hold Life or Honorary Membership in the Association.**

**Section 3. Specific qualifications of persons nominated for the elective offices of the Association shall be as follows:**

**A. The President-Elect shall have previously served on the Board of Directors provided a willing candidate exists.**

**B. One Regional Vice-President shall be elected from each regional division of the state provided a willing and duly qualified candidate exists.**

**C. Officers must be selected from, and authorized to represent, a Regular Member in good standing.**

**D. Associate Board Member must be selected from, and authorized to represent, an Associate Member in good standing.**

**Section 4. Elections for each office shall be held by secret ballot, except when those nominated are unopposed when only a voice vote is needed, at the annual meeting of the Association. Each member eligible to vote in good standing shall be entitled to vote in accordance with the appropriate provisions of the Bylaws. A majority of the votes cast shall elect.**

**Section 5. Election Procedure.**

**A. The Nominating Committee shall officially report at the Annual Meeting of the Association its list of Nominations for each elective position.**

**B. After the Nominating Committee has submitted its nominations, and prior to election, other nominations for each office may be made from the floor, provided the nominee is a member in good standing and shall have given prior consent to nomination and election as an officer. If the nominee is not present at the time of nomination, consent must be in writing and presented to the presiding officer with the nomination.**

**C. Each position, starting with the first opposed position, shall be elected separately in the order listed in Section 1 above.**

**Section 6. Vacancies in elective offices shall be filled by an election of the Board of Directors. In the event of the death of or resignation of the President, the President-Elect shall succeed to the office and fill the unexpired term in addition to the subsequent term which would normally have been served. In the event the President-Elect is unable or unwilling to assume the office of President, the Board of Directors shall elect a new President, who shall serve until the next regular election, from among its current membership provided a willing and qualified candidate can be found.**

**Section 7. Vacancy in the office of Immediate past President shall be filled by an election of the Board of Directors from selecting from among Previous past Presidents provide a willing and duly qualified candidate is available.**

## **ARTICLE VII**

### **Executive Director**

**Section 1. The Executive Director and/or Association Management Organization may be either an employee or contracted position of the Association and shall be selected by the Board of Directors. The Executive Director is not required to be a member of the Association and may be compensated in such manner and in such amounts as the Board of Directors determines.**

**Section 2. The Executive Director shall perform such duties as may be assigned by the Board of Directors and the President, and shall report directly to them.**

## **ARTICLE VIII**

### **Duties and Terms of Office**

**Section 1. Terms of Office.**

**A. All officers shall serve for one (1) calendar year, from January 1<sup>st</sup> until December 31<sup>st</sup> or until their successor shall have been duly elected and assume office.**

**B. No President or Regional Vice-President shall serve more than two (2) full or partial consecutive terms in that office unless no nominee accepts the appointment for that particular office.**

**Section 2. President. The President:**

- A. Shall preside at all meetings of the Association.**
- B. Shall be the chief Executive Officer with the power to delegate his authority.**
- C. Shall call meetings in accordance with the provisions of these Bylaws.**
- D. Shall appoint all committees, subject to the approval of the Board of Directors.**
- E. Shall be member ex-officio of all committees not specifically itemized.**

**Section 3. President-Elect. The President-Elect:**

- A. Shall prepare to succeed to the office of President.**
- B. Shall preside at meetings of the Association and Board of Directors in the absence of the President.**
- C. Shall be member ex-officio of all committees not specifically itemized.**
- D. Perform such other duties as may be assigned by the President or the Board of Directors.**

**Section 4. Regional Vice-Presidents**

- A. The regional Vice-Presidents shall be responsible for the scheduling of and arranging of programs for monthly regional meetings of the Association. The dates and location of the regional meetings shall be at the discretion of the regional Vice-Presidents. Dates, times, locations, and programs of the regional meetings shall be planned sufficiently in advance to allow publication in the Association Newsletter.**
- B. In the absence of the President, the regional Vice-President shall preside over his regional meeting.**
- C. Each Regional Vice-President shall, at the last regional meeting prior to the annual membership meeting, call for a recommendation to the Nominating Committee for the Regional Vice-President for the next calendar year. This recommendation shall be submitted to the Nominating Committee for its consideration and guidance.**

**Section 5. Secretary. The Secretary:**

- A. Shall keep a permanent record of all meetings of the Association and the Board of Directors.**

- B. Shall issue notices of all regular and special meetings as herein provided.**
- C. Shall have charge of all correspondence of the Association and of the Board of Directors.**
- D. Shall file an annual report to the Internal Revenue Service and to the Mississippi Secretary of State as required by the bylaws.**
- E. Shall give bond in such sums as is required and with such sureties as are approved by the Board of Directors, the same to be filed with the President and paid for out of the funds of the Association. At the expiration of the term of office, the Secretary shall deliver over to a successor or to the President all records and any other Association property in their possession.**
- F. Shall perform such other duties as may be assigned from time to time by the President and Board of Directors.**
- G. The Secretary may be assisted in the duties of the office by the Executive Director or by others. This assistance shall not relieve the Secretary of the responsibility for the accuracy and timeliness of these records, reports and/or notices.**

**Section 6. Treasurer. The Treasurer:**

- A. Shall receive or collect all fees, dues, and other monies constituting the revenue of this Association and deposit them in such location and manner as designated by the Board of Directors. The Treasurer shall disburse these funds in the manner authorized by the Board of Directors and in accordance with Article XI, Finance, of these Bylaws.**
- B. Shall keep current the accounts and fiscal records of the Association which shall at all times be open to the inspection of the Board of Directors and any auditor authorized by the Board of Directors.**
- C. Shall prepare and submit to the Board of Directors for their approval an operating budget for the fiscal year.**
- D. Shall make an annual report to the Association and at such other times as the Board of Directors may require.**

**E. Shall give bond in such sums as is required and with such sureties as are approved by the Board of Directors, the same to be filed with the President and paid for out of the funds of this Association. At the expiration of the term of office, the Treasurer shall deliver over to a successor or to the President all funds, books of account, and any other Association property in his possession.**

**F. Shall only authorize expenditures that are covered by the current approved Association budget. Other expenditures must be submitted to the President for approval and presented in detail to the Board of Directors at their next meeting.**

**Section 7. Immediate past President. The Immediate past President shall:**

**A. Act in an advisory capacity and assist the President and the Board of Directors in all matters which may come before them.**

**B. Perform such other duties as may be assigned by the President or the Board of Directors.**

**Section 8. Associate Member Director.**

**The Associate Member Director is a member of the Board of Directors, with voting rights as an officer of the board, who with the Association officers shall deal with all matters which may come before the Board. The Associate Member Director shall also perform such other duties as may be assigned to him by the President or the Board of Directors collectively.**

**Section 9. All officers at the expiration of the their term(s) of office, shall deliver over to a successor or to the President all funds, books of account, and any other Association property in his possession.**

## **ARTICLE IX**

### **Committees and Their Duties**

**Section 1. There shall be the following standing committees:**

**A. Nominating Committee.**

**(1) The Immediate past President, the President-Elect, and one (1) prior past President, one (1) Regular Member in good standing and the Associate Member shall be members of the Nominating Committee for the purpose of nominating officers and directors for the Association. The President may appoint other members to serve**

on this nominating committee, if either of the indicated officers is unable to serve.

(2) Members of this committee shall be appointed by the President not less than ninety (90) days prior to the annual meeting.

(3) The Immediate past President shall serve as chairman of the Nominating Committee and shall schedule all necessary meetings.

(4) At least sixty (60) days prior to the annual meeting, the Nominating Committee shall propose and submit to the President, the Secretary, and the Executive Director, a nomination for each of the elective offices of the Association to be elected for the coming year. These nominations shall be listed in the notices sent in accordance with Article X of these bylaws.

A. The Nominating Committee shall be guided in nominations for the offices of the Regional Vice-Presidents by recommendations from each respective region.

B. The Nominating Committee shall obtain the prior consent of any person nominated for a given office.

B. Education Committee. The Education Committee shall cooperate with the board of Directors and the NBF AA in developing training and certification programs, educational conferences and seminars, and the educational phase of the annual Association meeting. All efforts of this committee shall be directed towards the goal of improving and developing the capabilities and professionalism of the members of the Association.

C. Legislative Committee.

(1) The Legislative Committee shall advise the Association and the Board of Directors on legislative matters that may be of interest or have impact upon the Association and its members.

(2) The Legislative Committee, subject to the limitations of ARTICLE III of these Bylaws and under the direct supervision of the Board of Directors, shall act as a liaison between the Association and governmental bodies and individuals involved within the legislative and/or regulatory process affecting the Association. Members of the Legislative Committee shall voice only those opinions and policies approved by the Board of Directors when representing the Association.

D. Convention Committee. The Convention Committee shall assist the Board of Directors in formulating the official program and order of business for the Annual Meeting of the Association. The

**Chairman of the committee shall be appointed by the Association President.**

**Section 2. Each standing committee shall serve for a term of one (1) calendar year or until its successor is appointed.**

**Section 3. Special Committees, authorized by the Board of Directors, shall be appointed by the President and shall perform such duties as may be defined in their creation.**

**Section 4. All committees shall consist of at least three (3) members. Each committee shall be responsible to the President and shall make such reports as may be directed. All Chairpersons and the members of committees shall be subject to removal by the President.**

## **ARTICLE X**

### **Meetings**

**Section 1. The Annual meeting of the Association shall be scheduled for not later than December 31<sup>st</sup> of each year. The time and place of such meeting will be determined by the Convention Committee subject to the approval of the Board of Directors**

**Section 2. All regional meetings will be scheduled monthly. The time and place of such meetings will be determined by the Regional Vice-Presidents.**

**Section 3. Special meetings for the purpose of conducting the Associations business shall be called by the President whenever:**

- A. He shall deem the same necessary.**
- B. He shall be called upon to do so by a majority of the members of the Board of Directors.**
- C. He shall receive written request of one-third (1/3) of the Regular membership.**

**Section 4. Not less than thirty (30) days before the date of the annual or special general meeting of the Association, the Secretary shall give written notice of the meeting to all members. Written notice shall include notice of the day, time and place of the meeting, any known resolutions or items of business to be presented, and the agenda and/or order of business. Included with the Notice shall be advance registration forms and a schedule of fees, if any.**

**Section 5. Voting members present at a properly called meeting shall constitute a quorum for the transaction of business at any regular or Board Meeting of the Association.**

**Section 6. Each member authorized to vote shall have one (1) vote on any question and may vote only in person. There shall be no voting by proxy. Unless otherwise specifically provided by these bylaws a majority vote of those members present and voting shall govern.**

**Section 7. Whenever a question arises which requires a membership vote and in the judgment of the Board of Directors it is not expedient to call a special meeting of the members of the members for the specific purpose, the Board of Directors is hereby vested with the authority to submit the issue by mail ballot to the voting membership for decision. Questions and issues presented in this manner shall require a response of not less than thirty (30%) present of the Association Membership whereupon a majority of the members casting votes shall have the same force and effect as if the issue had been voted upon at a meeting of the Association. However, Bylaws may only be amended as prescribed in ARTICLE XXIV1, XXV.**

## **ARTICLE XI**

### **Finance**

**Section 1. The fiscal year shall begin January 1<sup>st</sup> and terminates December 31<sup>st</sup>. annually.**

**Section 2. Trust or surety bonds shall be furnished by the Secretary, Treasurer, Executive Director, and such other officers of the Association as the Board of Directors shall direct. The amount of such bonds shall be determined by the Board of Directors and the cost paid by the Association.**

**Section 3. The Board of Directors shall at their first regular meeting, approve and adopt a balanced budget concerning the total anticipated income and expenses for the ensuing year. The officers or Board of Directors shall not obligate the Association in excess of the anticipated budget without the approval of the membership.**

**Section 4. All fees, dues, and other monies constituting the revenue of this Association shall be deposited in the name of the Association in such location and manner as designated by the Board of Directors.**

**Section 5. All checks, drafts, notes or other obligations of the Association shall be issued under the direction of the Treasurer. The Board of Directors shall designate the official or officials who shall sign checks, and/or other negotiable instruments. All negotiable instruments exceeding One Hundred (\$100.00) dollars shall require two (2) signatures one of which shall be that of the Treasurer.**

**Section 6. The necessary expenses of all Association officers and/or Directors (including the Executive Director) when engaged in business of this Association may be paid by the Association in accordance with the provisions of the budget.**

## **ARTICLE XII**

### **Indemnification**

**Section 1. The Association shall indemnify any and all of its Directors, Officers, and Employees or former Directors, Officers or any person who may have served at its request as a Director or Officer of another entity, from any suit or proceeding, by reason of the fact that he or she was or is a Director, Officer, Employee or Agent of the Association or is or was serving at the request of the Association as a Director, or Officer of another entity, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, if said person acted in good faith, in a manner he or she believed to be in the best interest of the Association and had no reason to his or her conduct was unlawful. Provided, however, no indemnification shall be made in respect to any suit or proceedings as to which such Director, Officer or Employee shall be judged to have committed an act including wanton or willful misconduct in the performance of his or her duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any agreement, vote of members of the Association or otherwise.**

## **ARTICLE XIII**

### **Dues, Initiation and Assessments**

**Section 1. Initiation fees and annual dues for all classes of membership shall be determined from time to time by a majority vote of the Board of Directors subject to the approval of a majority of the members present and voting at a specially or a regularly called meeting of the Association.**

**Section 2. Dues shall be paid annually in advance, on the first day of each Calendar year.**

**Section 3.** The Board of Directors may, when they deem it advisable, assess the cost of any contemplated program of the Association against the members, in addition to their dues, provided that such assessment be approved by a majority vote of the members present at any regular meeting (or special meeting called for that purpose) of the membership of the Association.

**Section 4.** All members shall have dues and assessments paid in full to be considered in good standing. Any member over thirty (30) days delinquent in payment of dues or assessments shall be notified by the Treasurer that continued delinquency could result in suspension of membership. Any member over sixty (60) days delinquent in payment of dues or assessments may be suspended from membership by action of the Board of Directors.

#### ARTICLE XIV

##### Reports

**Section 1.** An annual report, as required by the Internal Revenue Service, shall be submitted by the Secretary to the Internal Revenue Service on an official form furnished by the Internal Revenue Service.

**Section 2.** An annual report shall be filed by the Secretary with the Mississippi Secretary of State on forms or in a format such as that office may require.

#### ARTICLE XV

##### Use of Name and Emblem

**Section 1.** Members of the Association in good standing shall be entitled to wear the emblem and/or other insignia, as may be from time to time adopted by the Board of Directors. Members may also designate their membership by using the name and/or logo of the Association on the letterheads, advertising or business cards with written approval by the Board of Directors.

**Section 2.** The titles of Mississippi Alarm Association, MAA, and any emblem, seal or insignia of the Association shall not be used for purposes other than those authorized by the Board of Directors.

#### ARTICLE XVI

##### Grievance Procedure

**Section 1. Upon receiving written report of a grievance against any Member of the Association, the President shall promptly appoint a Grievance Committee to begin investigation of the matter.**

**Section 2. The Grievance Committee shall consist of three (3) disinterested and impartial members; one (1) who shall be from the region wherein the complaint originated and the remaining two (2) shall be from other regions. One (1) of the members shall be a Regional Vice-President who shall serve as the Committee Chairman. All grievances must be sent to 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 procedure is as follows:**

**A. The Complainant shall submit the grievance in writing setting forth:**

- (1) Complainant's name, address.**
- (2) The Trade name, personal name and address of the accused party.**
- (3) The nature of the complaint with any pertinent documents and/or information. Attach supporting data, places, pictures, advertising clips, and/or other applicable items.**

**B. Preliminary investigation will be made by the Committee Chairman. A report detailing the results of this preliminary investigation shall be submitted to the other members of the Grievance Committee for a decision whether or not to proceed with a full hearing. In any case, a full report shall be made to the Board of Directors.**

**C. If the preliminary investigation indicates that the grievance may be substantiated, a mutually agreeable time shall be set for a meeting of the accused. The hearing shall be presided over by the Vice-President and the two (2) members of the Grievance Committee.**

**D. The Chairman of the Grievance Committee is to make a report of the Committee's findings to the Board of Directors in writing. If not resolved, complainant and defendant must be notified to appear before the Board of Directors.**

**Section 3. In the event the Board of Directors shall find a member responsible or guilty of the accusation, the Board may upon majority vote impose one of the following sanctions:**

- A. Warning**
- B. Remanded to Probationary Member status.**
- C. Dismissal from the Association.**

**Section 4. Involved parties shall be notified within two (2) weeks from the hearing of Board of Directors decision.**

**Section 5. Matters not resolved by the Board of Directors shall be presented at the annual meeting of the Association provided a minimum of thirty (30) days notice has been given to all parties involved.**

## **ARTICLE XVII**

### **Board of Directors Order of Business**

**Section 1. The order of business at any regular meeting of the Board of Directors shall be:**

- A. Reading of Minutes**
- B. Report of Officers**
- C. Report of Committees**
- D. Unfinished Business**
- E. New Business**
- F. Adjournment**

**Section 2. The Agenda and order of Business at any meeting of the Board of Directors may be amended or changed by a majority vote of the Board.**

## **ARTICLE XVIII**

### **Notice and Waiver of Notice**

**Section 1. Any notice required by statute or by these Bylaws to be given to the members or to any officer of the Association, shall be deemed to be sufficient to be given by depositing the same in a post office box, in a sealed postpaid wrapper, addressed to such member or officer at their last known address and such notice shall be deemed to have been given at the time of such mailing. Notice of meetings whether of the memberships or the Board of Directors shall be given at least thirty (30) days prior to the scheduled meeting except as agreed by waiver of notice.**

**Section 2. Whenever any notice is required to be given under the provisions of any statute, or of the Certificate of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person**

**entitled to such notice, whether before or after the date stated thereon, shall be deemed equivalent thereto.**

## **ARTICLE XIX**

### **Parliamentary Authority**

**Section 1. ROBERTS RULES OF ORDER (Latest Revision) shall be the parliamentary authority for matters of procedure not specifically covered by the Constitution and Bylaws of this Association.**

## **ARTICLE XX**

### **Suspension and Expulsion of Members**

**Section 1. The Board of Directors may recommend for expulsion any member it may decide has been guilty of making false reports to the Association, or to have violated any agreement, lawfully and formally entered into with the Association, or who fails to continue to fulfill all the standards and requirements for membership, or has been convicted of a felony.**

**Section 2. Dues invoices shall be mailed no later than November 15<sup>th</sup> and due on January 1<sup>st</sup>. Members will receive a second notice on February 1<sup>st</sup>. If dues are not received by March 1<sup>st</sup>, the member will be suspended from the Association and will be removed from membership and so notified by the Secretary.**

**Section 3. Lose of State license with the Mississippi State Fire Marshals office will be grounds for immediate suspension or expulsion from the Mississippi Alarm Association.**

## **ARTICLE XXI**

### **Resignation**

**Section 1. Members in good standing may resign at any time, upon filing a written statement to this effect with the secretary, provided all obligations as to dues for the current year have been met.**

## **ARTICLE XXII**

### **Legal Counsel**

**Section 1. Such legal Counsel as may be considered necessary shall be selected by the Board of Directors, which shall also designate contract terms, specific matter or matters to be handled by Counsel, and whenever possible, fees and/or retainers.**

**ARTICLE XXIII**  
**Official Publications**

**Section 1.** The Board of Directors shall publish, or cause to be published, under its direct supervision and control, an official publication of the Association. This publication shall be mailed to each member of the Association on a periodic basis.

**Section 2.** The Board of Directors shall annually publish or cause to be published under its direct supervision and control, an official Directory listing all officers and members of the Association.

**ARTICLE XXIV**  
**Masculine and Feminine Genders**

**Section 1.** Wherever in these Bylaws reference is made to the words "him," "he," "his," and similar references shall be deemed to include, as appropriate, "her," "she," "hers," and similar references, to the end that all distinction between the male and female sexes, for the purposes of these Bylaws, shall be deemed eliminated.

**ARTICLE XXV**  
**Amendments**

**Section 1.** The Bylaws may be amended by a two-thirds majority of those present and voting at a regularly called Association meeting under the following conditions:

**A.** Proposed amendments submitted by voting members shall be received by the Secretary at least ninety (90) days prior to meeting of the Association at which they will be voted on.

**B.** At the direction of the President and within thirty (30) days of receipt by the Secretary, the proposed amendment(s) shall be submitted to the Board of Directors for review and recommendations.

**C.** A written notice setting forth the proposed amendment verbatim shall be sent to each voting member at least thirty (30) days before the meeting of the Association at which the amendment will be voted upon.

**ARTICLE XXVI**  
**Dissolution**

**Section 1. In the event of dissolution of the Association and after payment of all debts and other obligations, the assets of this Associations shall be dedicated or transferred only in accordance with the objectives set forth in ARTICLE II of these Bylaws as a vote of two-thirds (2/3) of all members present shall decide.**

## CODE OF ETHICS

- 1. We will further the public interest by contributing to the development of a better understanding and use of the capacities, abilities, and technical skill of the electronic protection industry of the State of Mississippi and by accepting our responsibilities to the communities within which we live and work.**
- 2. We will present our qualifications to prospective clients solely in terms of our ability, experience and reputation and will strive continuously to improve our knowledge, skills, and techniques to make available to our clients the benefits of our professional attainments.**
- 3. We will always be mindful of the trust placed in us by our Subscribers and Customers and of our responsibility to render service at the highest level of quality.**
- 4. We will assure that all of our employees are carefully oriented so that they will clearly understand company operations, policies, and procedures and their relationship with Subscribers and Customers and their Employees.**
- 5. We will apply uniform and equitable standards of employment opportunity and assure that the best possible use is made of the abilities, technical and other, of our employees regardless of race, creed, color, sex or age.**
- 6. We will endeavor to provide opportunity for the professional advancement of those employees who enter the electronic protection industry by assisting them to acquire additional knowledge and competence in their technical skills and to keep up with significant advances in the state of the art.**
- 7. We will maintain a wholly professional attitude toward those we serve, those who assist us, toward other firms in the industry, toward the members of other professions, and toward the practitioners of allied arts and sciences.**
- 8. We will respect the reputation of other firms in the electronic protection industry, but we will expose, without hesitation, conduct which may be unethical to the proper Mississippi Alarm Association authority.**