Constitution and By-Laws
of the
The New York Burglar & Fire Alarm Association, Inc.

ARTICLE I - NAME AND LOCATION

A. The name of the Association shall be The New York Burglar & Fire Alarm Association, Inc., doing business as the New York State Electronic Security Association, and the office of the Association shall be located in Albany, New York and/or in other such localities as may be determined by the Board of Directors.

ARTICLE II - OBJECTIVES

A. The objectives of this Association are:

1. To promote mutual interests of the electronic security industry.

2. To foster cordial relations among the members.

3. To stimulate by all lawful means wider and more extensive use of burglar alarms, fire alarms, supervisory systems, and other electronic security services.

4. To serve by all lawful means as a medium for exchange and dissemination to members and public, of information applicable to the electronic security industry.

5. To cooperate by all lawful means with others on matters affecting the business and common interests of the members of the Association.

6. To promote the concepts that members be guided by a spirit of justice and honor in all business activities and that all members observe the Association's Code of Ethics and Anti-Trust Policies at all times.

7. To conduct or engage in all lawful activities in furtherance of the foregoing objectives, or those incidental thereto.

ARTICLE III – REGIONS

A. The Association shall be made up of such geographic regions as are established from time to time by the Board of Directors. Each of which will be referred to as a Regional Chapter.

B. For purposes of representation to the Board of Directors of the Association, each Regional Chapter shall be represented by occupying a position by its president or appointee.

ARTICLE IV – REGIONAL CHAPTERS

A. The Regional Chapter shall have a minimum number of Regular members as may be

determined from time to time by the Board of Directors of the New York Association.

B. The Regional Chapter shall have a fiscal year corresponding with the fiscal year of the NYBFAA.

C. The By-Law requirements of Regional Chapters for Regular membership should be consistent with the NYBFAA and should contain the following:

1. The By-Law requirements of the NYBFAA for Regular membership;

2. A clause that the Chapters are a Regional Chapter of the NYBFAA;

3. A grievance procedure consistent with current NYBFAA procedure;

4. A clause that all Regular members in good standing will be given due notice, fair representation, and the right to participate in all elections, and will conduct its affairs in conformance with the NYBFAA By-Laws, the NYBFAA Anti-Trust Statement, the NYBFAA Code of Ethics, and the rules and regulations which may be promulgated by the Board of Directors of the NYBFAA.

ARTICLE V – MEMBERSHIP

A. There will be seven (7) classes of membership, namely:

Regular Membership
Life Membership
Associate Membership
Honorary Membership
Public Safety Membership
Applicant Regular Membership
Probationary Membership

Proprietary Membership

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

a. Have as its major activity in the electronic security industry, the installation, servicing or monitoring of burglar alarms, fire alarms, supervisory systems and other electronic security systems;

b. Have made application to an NYBFAA Regional Chapter where the applicant does business and shall have been approved for membership by the Regional Chapter;

c. Shall at all times be a member in good standing of the NYBFAA Regional Chapter in the areas in which they do business;

d. Be willing and agree to conduct their business in accordance with the Code of Ethics, By-Laws of the NYBFAA and Anti-Trust Statement of the NYBFAA;

e. Shall hold a current New York State Alarm License as per Article 6D or the General Business Law of New York State.

A Regular Member will be entitled to all benefits of the Association.

2. Life Membership, may be conferred on a person who formerly served as a designated representative of a Regular Member and who has rendered meritorious service to the Association. Upon motion and second by members of the Board of Directors a majority vote of seventy-five percent (75%) is required to convey the Life Membership to referenced individual. A Life Member will be entitled to all the benefits of the Association as a Regular Member without the encumbrance of dues or assessments.

3. Associate Membership shall be open to any business entity which is engaged in the business of manufacturing, distributing, supplying products or services generally used by the members of the Association that is usually not done in the house. Associate Members shall not hold office within the Executive Committee.

4. Honorary Membership may be conferred by a majority vote of seventy-five percent (75%) of the Board of Directors on a person who has performed meritorious service to the Association or upon others who cannot fulfill the requirements of Regular or Associate memberships. Honorary members shall receive Association publications and may attend conventions and meetings, but shall not have the right to vote or to hold office. Such members shall be exempt from payment of all dues and assessments.

5. Public Safety Membership may be open to any member of the police or fire department of any governmental organization, or any governmental agency concerned with law enforcement or fire safety, upon request of their department head. Public Safety members shall not have voting status or the ability to hold office. This membership shall continue only so long as the enabling employment continues.

6. Applicant Regular Membership shall be available to any Applicant Regular Member who meets all sections of Article V.A.1 a through d, for one full year, while they achieve a New York State Alarm License. They do not have a vote nor hold office at the State Association Level.

7. Probationary Membership has no vote or rights until returned to original membership classification.

8. Proprietary Membership shall be open to any business entity that engages in the activity of installing, servicing or maintaining low voltage systems for and on its own facilities. The Proprietary Member does not make its low voltage system activities of installation or service available for the general publics use. Proprietary Member Companies do not have the right to hold office or vote on matters before the Membership.

B. Method of Election to Membership

1. The business entity applying for Regular membership or Applicant Regular Membership shall make initial application to the Regional Chapter in the area in which the applicant does business on the official application form, with a check to cover dues for one (1) year.

a. The Regional Chapter shall provide for investigation of the applicant to determine if the applicant meets the requirements set forth in Article V.A.1 or Article V.A.6.

b. Upon approval by the Regional Chapter in accordance with the By-Laws requirements of this Association, the applicant will become a Regular member or Applicant Regular Member.

c. If the Regional Chapter rejects the applicant, the applicant may file a written appeal the Board of Directors setting forth with PARTICULARITY the reason for the appeal. The matter shall then be submitted to the membership chairman and the legal counsel of the Association who shall make a report to the Board of Directors, who shall vote on the acceptance or rejection of the applicant.

2. The business entity applying for an Associate Membership, Public Safety Membership or Proprietary Membership shall make initial application to the NYBFAA, on the official application form with a check to cover the dues for one (1) year to the NYBFAA Headquarters.

a. The application shall then be referred to the Executive Director to determine whether applicant meets the requirements set forth in Section A.3.above. Upon completion of the investigation, the Executive Director shall refer the report to the Board of Directors.

b. Once eligible the applicant may become an Associate Member, Public Safety Member or Proprietary Member upon the approval of the Board of Directors.

C. Transfer of Membership

The membership conferred herein is vested in the business entities and are not transferable with the individual.

ARTICLE VI – OFFICERS

A. The officers of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer, and the Immediate Past President, each performing the usual duties of their office. Collectively the Officers are also the Executive Committee of the Association, as also defined in Article VIII. All elected officers must be selected from, and be authorized to represent a member in good standing. A member may not be nominated for or elected President of the Association unless the member has served on the Executive Committee for at least one term.

B. The Duties of the Officers shall be:

1. President – It shall be the duty of the President to preside at all meetings of the Association and its Board of Directors. Appoint all committees and perform such duties as may be incidental to this office, or which shall be required by a vote of the membership or the Board of Directors. To enforce at all meetings the observance of decorum among the members; to inform the assembly, when necessary, or when referred to for the purpose, on a point of order or practice pertinent to pending business. To authenticate by signature, when necessary, all the acts, to co-sign checks, orders and proceedings of the assembly declaring its will in all things and obeying its commands and be guided at all times by the Constitution and by By-Laws of the Association and Robert's Rules of Order. The President may also appoint a Sergeant at Arms and a Chaplain. The President shall have the authority to declare any meeting or part there of, a "closed session" which would exclude all but voting and ex-officio members of the Board of Directors.

2. Vice President - The Vice President shall promote all of the objectives of the Association statewide and shall perform such duties as assigned to him from time to time by the President and the Board of Directors to whom they shall report.

3. Secretary - The Secretary shall be responsible for calling the roll of voting members at the annual meeting for the preparation of accurate minutes of the proceedings of the annual meeting and all of the Board of Director meetings.

4. Treasurer - The duties of the Treasurer shall consist of providing for the deposit of Association funds, and co-signing the checks with the President . In the absence of the President, the Vice President shall co-sign checks with the knowledge of the President. All checks for expenditures that are covered by the current approved Association budget must be properly documented by a vendors invoice and necessary supporting papers such as receiving reports and purchase orders, etc., or, in the case of payees other than vendors, by proper supporting vouchers and documents. . Other expenditures must be presented in detail to the Board of Directors for their information at their next meeting. The Treasurer shall be required to report regularly as to the financial condition of the Association to the Board of Directors and at least annually to the membership.

C. Nomination and Election of Officers

The Board of Directors shall, at least ninety (90) days prior to the date of the meeting, appoint a nominating committee and its chairman, consisting of at least three (3) Regular members with a maximum of five (5). At least one of the members shall be a Past President.

1. The report of the Nominating Committee will be presented to the Board of Directors for acceptance and, at least forty-five (45) days prior to the annual meeting, the Nominating Committee shall propose and submit to the voting membership a nomination for each of the elected officers of the Association. The Nominating Committee shall obtain the prior written consent of any person nominated for a given office.

2. Other nominations for each office may be made in writing by a Regular Member in good standing at least thirty (30) days before the annual meeting, provided there is a second to the nomination in writing, by ten (10) Regular Members in good standing and provided further that the nominee shall have given prior written consent to the nomination and election as an officer.

The nomination and second must be received at the Association office at least thirty (30) days prior to the election.

3. Election for each office shall be held, in a manner that is approved by an affirmative vote of at least 75% of the Board of Directors sixty (60) days in advance, at the annual meeting of the Association. A majority of the vote cast shall elect.

4. The President, Vice President, Treasurer, and the Secretary shall be elected at the annual meeting. All shall serve for a term of one (1) year and/or until their successors are elected and qualified. In the event of a vacancy occurring in the office of President, the most immediate Past President shall become Acting President and shall assume all the duties and authorities of the vacant office until such office shall be filled through election by the remaining members of the Board of Directors. Vacancies occurring in the office of Vice President, Secretary or Treasurer, shall likewise be filled by election of the Board of Directors.

ARTICLE VII – BOARD OF DIRECTORS

A. There shall be a Board of Directors consisting of the President, the Vice President, the Secretary, the Treasurer, Immediate Past President, and one (1) duly elected representative of each Chapter.

1. The Regional Chapter representative from each region must be nominated from and be authorized to represent a Regular Member in good standing.

B. The Board of Directors shall, subject to Instructions given by resolution passed at a regular or special meeting, have charge of the affairs and funds of the Association. In case the President cannot attend the meeting, the Vice President or then the Past President shall chair the meeting.

ARTICLE VIII – EXECUTIVE COMMITTEE

A. The Executive Committee shall consist of five (5) members and shall include the President, the Vice President, the Secretary, the Treasurer and the Immediate Past President. The term of the members of the Executive Committee shall not be more than two (2) consecutive terms in any one office.

B. The Executive Committee shall convene and meet at the call of the President or on call of a majority of the members of the Executive Committee.

C. The Executive Committee shall act for and instead of the Board of Directors during the intervals between the meetings of the Board and subject to policies agreed to by the Board of Directors.

D. The Executive Committee shall keep minutes of all its meetings and shall report to the Board of Directors in the form of minutes of its meetings.

ARTICLE IX – INDEMNIFICATION

A. The Association shall Indemnify any and all of its Directors, Officers, Committee Chairs and Employees or former Directors, Officers, Committee Chairs 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, Committee Chair, Employee or Agent of the Association or is or was serving at the request of the Association as a Director, Officer, or Committee Chair 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 believe 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 X – MEETINGS AND QUORUM

A. A regular meeting of the membership designated as the Annual Meeting, and a regular meeting of the Board of Directors shall be held at least once a year, the time and place of such meetings to be determined by the Board of Directors.

B. A special membership meeting may be called by the President upon recommendation of two-thirds (2/3rds) of the Board of Directors, or upon written request signed by representatives of one-third (1/3rd) of the Regular Members. Only (30) days notice is necessary.

C. Members present at a meeting held with proper notice shall constitute a quorum. All action taken at any regularly called meeting shall be pursuant to majority vote except amendments to the Constitution and By-Laws as outlined in Article XVII A.

D. The voting members present at a properly called Board of Directors, Regular Membership or a Special Membership Meeting shall constitute a quorum.

ARTICLE XI – VOTING

A. Each Regular Member shall be entitled to one (1) vote. No Regular Member may cast more than one (1) vote.

B. All voting shall take place in a manner that is approved by an affirmative vote of at least 75% of the Board of Directors sixty (60) days in advance of any election, Annual, Regular or Special Membership Meeting where the membership is expected to cast their votes.

C. By – Laws may only be amended as prescribed in Article XVII A.

ARTICLE XII – DUES

A. Annual dues for all classes of membership except Honorary and Life Members shall be determined from time to time by a majority vote of the Board of Directors.

ARTICLE XIII - COMMITTEES

A. The President shall recommend to the Board of Directors the establishment of such committees as are necessary to achieve the objectives of the Association. The Board of Directors, in authorizing the establishment of any committee, shall adopt a statement of functions and operations for that committee. The President shall then appoint a Chairman and members of each committee.

B. All committee appointments shall expire at the next Annual Membership Meeting following such appointment.

C. Committees shall report to the Board of Directors, and to the members, if so directed, by the submission of the minutes of their meetings and by such other means as are desirable or appropriate, as deemed by the President.
D. Committees may be abolished by action of the Board of Directors.

ARTICLE XIV – GRIEVANCE PROCEDURES

A. The Grievance Committee shall consist of three (3) members appointed by the President, one (1) of whom shall be the Director from the region of the accused party. 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 Executive Committee. The procedure is as follows:

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

a. Complainant's name: Address of same.

b. Trade name and personal name of accused party. Address of same.

c. Nature of complaint. Attach supporting data, places, pictures, advertising clips and/or other applicable items.

2. Preliminary investigation will be made by the Vice President.

3. If grievance is substantiated, a mutually agreeable time shall be set for a meeting of the accused and the accusers. Hearing shall be presided over by the representative of the region and the two (2) members of the Grievance Committee.

4. The chairman of the Grievance Committee is to make a report of the Committee's findings to the Executive Committee in writing. If not resolved, complainant and defendant must be notified to appear before the Executive Committee. Matters not resolved by the Executive Committee shall be presented at the annual meeting of the Association, provided a minimum of thirty (30) days notice has been given to all parties concerned.

5. Involved parties shall be notified within two (2) weeks from hearing of Executive Committee's decision.

6. In the event the Executive Committee shall find a member responsible or guilty of the accusation, the Executive Committee may, upon majority vote, impose one of the following sanctions:

a. Warning;

b. Remanded to Probationary member status for a period of not more than one (1) year. If the grievance is not resolved to the committee's satisfaction, the member will not be permitted to renew, but may re-apply after two (2) years from the start of probationary membership.

ARTICLE XV – LIMITATIONS

A. Neither the Association nor any of its officers or committees shall incur any obligation or announce any policy in the Association unless the action or obligation or policy shall have been formally approved by the Board of Directors.

B. The Association or membership therein shall not be used for the promotion of individual interests. No member shall use the office of title on their personal or business stationery. Members may designate their membership by using the name of the Association on their letterheads, advertising or business cards.

C. At meetings of the Association, discussions and consideration shall be limited to such questions as are acceptable to the majority of the representatives present.

D. All meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE XVI – PROCESS OF PROBATION AND EXPULSION

A. Any dues paying members who shall fail to pay any dues or indebtedness to the Association within three (3) months after statement of such obligation has been mailed with adherence to the procedures of the Association will be designated as a Probationary Member.

B. At the expiration of a one (1) month period of probation for nonpayment the member will be expelled from the Association, if their dues or other indebtedness to the Association has not been satisfied.

C. The above Process of Probation and Expulsion may be appealed by the members involved by filing a Notice of Appeal to the Committee established in Article V.B.1.c.

D. In similar manner, 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.

ARTICLE XVII – AMENDMENTS

A. The By-Laws may be amended in the following manner. A written notice setting forth the proposed amendment verbatim shall be sent to each voting member at least four (4) weeks before the meeting of the State Association at which the amendment will be voted upon. Before the amendment is adopted, it shall receive a favorable vote of two-thirds (2/3rds) or more of the votes cast at the meeting.

ARTICLE XVIII – RESIGNATION

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

ARTICLE XIX – LEGAL COUNSEL AND AUDITOR

A. Such Legal Counsel or Auditor 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 Auditors, and whenever possible, fees and/or retainers.

ARTICLE XX – DISSOLUTION

A. In the event of dissolution of the Association and after payment of all debts and other obligations, the assets of this Association shall be dedicated or transferred only in accordance with objectives set forth in Article II of these By-Laws as a majority of the Board of Directors shall decide.

Adopted: October 9, 1994

Amended: November 7, 2002

Amended: May 10, 2007

Amended: November 12, 2009

Amended: November 17, 2011