

By-Laws
Of The
Automatic Fire Alarm
Association of New Jersey Inc.

Date adopted by the general membership: _____

Verifying Signature of President: _____

Name of President: Dennis Boone

TABLE OF CONTENTS

ARTICLE I	1
NAME: Automatic Fire Alarm Association of New Jersey, Inc.	1
ARTICLE II	1
PURPOSE: Fire and Safety for New Jersey	
APPROACH:	1
ARTICLE III.....	2
OFFICES.....	2
ARTICLE IV.....	2
SECTION 1 - Classes of Membership and Eligibility.....	2
SECTION 2 - Transfer of Membership.....	3
SECTION 3 - Voting Rights.....	3
SECTION 4 - Meeting of Members.....	3
Annual Meetings.....	3
Special Meetings.....	3
SECTION 5 - Quorum – Board of Directors.....	3
SECTION 6 – Quorum – General Membership.....	3
SECTION 7 - Voting – General.....	4
SECTION 8 – Minutes.....	4
SECTION 9 – Discussion Topics.....	4
ARTICLE V.....	5
SECTION 1 – Board of Director and Executive Committee.....	5
SECTION 2 – Election of Directors and Terms.....	5
SECTION 3 – Special Meetings.....	5

SECTION 4 – Removal.....	6
SECTION 5 – Vacancy.....	6
ARTICLE VI.....	6
Committees.....	6
ARTICLE VII.....	6
DUES, FEES, AND FISCAL YEAR.....	6
SECTION 1 – Fiscal Year.....	6
SECTION 2 – Dues.....	6
SECTION 3 –Terms Membership.....	6
ARTICLE VIII	
TERMINATION OF MEMBERSHIP.....	6
ARTICLE IX	
AMENDMENTS TO BY-LAWS.....	7
ARTICLE X	
RULES OF ORDER.....	7
ARTICLE XI	
WAIVER OF NOTICE.....	7
ARTICLE XII	
CONFLICT OR AMBIGUITY OF THE BYLAWS.....	8

DRAFT – REVISION #5 – 8/31/2022

BY- LAWS OF THE

Automatic Fire Alarm Association of New Jersey Inc.
A general Non-Profit Corporation

ARTICLE I

1. **NAME:** Automatic Fire Alarm Association of New Jersey Inc.
(Hereinafter referred to as AFAANJ)

ARTICLE II

1. **PURPOSE:** FIRE AND LIFE SAFETY FOR NEW JERSEY

A cooperative effort of concerned organizations and individuals to meet the public need for life safety in New Jersey through early warning fire detection and alarm systems.

To foster and improve the standards in the industry and the relationships among manufacturers, sellers, installers, and users of the products, and the Bureaus and other Agencies regulating the standards of the automatic fire alarm industry and the public through education, research, and cooperative effort at all levels. To provide a unified voice for the automatic fire alarm industry in the pursuit of these objectives.

Any revenue generated through the collection of dues, assessments, stipends for seminars, or fees for educational materials, or revenues from other sources shall be used solely to offset the costs of operation of the Association and its activities as delineated herein.

2. **APPROACH:**

Make cost-effective use of the communication resources of such groups as Distributor Associations and the information resources of such groups as Associations of systems and device manufacturers, in a unified manner with other concerned groups and individuals, in a variety of ways, such as the following:

- a. Influence codes and standards at all levels to make buildings safer through the proper application of automatic fire alarm systems. Encourage knowledgeable representation on all major building code panels as well as state and local code making bodies.

- b. Assist in educating all levels of the industry including but not limited to Authorities Having Jurisdiction (AHJ'S) to properly apply, install, use, test, and maintain automatic fire alarm systems. Manufacturing, members to provide up to date, training manuals and materials, for such groups and subjects as AHJ's Plan inspection; On-site inspection and check-out; Distributor/Installers Applications UL Field Certification program and System Designers.
- c. Promote the role of our industry in meeting the public need for Fire and Life Safety in New Jersey. Collect, maintain, and distribute factual information on national trends, codes and research to support valid industry positions. Assist members in formulating positions, presenting testimony at legislative or regulatory hearings, and publicly addressing life safety issues of concern to the member and the public.
- d. Provide a communication network to quickly and accurately identify industry problems, exchange ideas and information for solutions, and organize corrective programs. Further the Association's goal of Life Safety for New Jersey by maintaining familiarity with the national policies and procedures of NFPA, UL, all appropriate Building Codes, NEMA, AFAA and other organizations helpful to the industry, and conduct all activities with the spirit as well as the letter of all antitrust laws.

ARTICLE III

1. OFFICES

The association shall have and continuously maintain a registered office and a registered agent, and in addition may have other offices as the Board of Directors may from time to time determine.

ARTICLE IV

1. Classes of Membership and Eligibility:

Membership is open to all persons with an interest in the stated purpose of the association:
There will be classes of membership as follows:

(a) Regular members:

Includes an individual with an interest in the stated purpose of the association that has paid dues for his membership.

(b) Government:

Includes non-AHJ Federal, State, and Local Agencies/Government and Public and Private Higher education (colleges and universities), K-12 and other similar institutions.

(c) AHJ (Authority Having Jurisdiction):

Includes all code officials responsible for code compliance or with AHJ discretionary power in Federal, State, or local governmental agencies.

(d) Student Member:

Includes any full-time student enrolled in a high school, technical school, community college, or university in a certificate or degree program with an interest in AFAANJ.

(e) Member Emeritus:

Individuals who have shown exemplary dedication over several years to the goals and aims of the AFAANJ, upon a majority vote of the Board of Directors may be elected to Member Emeritus status.

2. Transfer of Membership:

Membership in the Association is not transferrable or assignable.

3. Voting Rights:

Each regular and member emeritus will have one vote on all matters subject to vote by the membership including any changes of by-laws. When a letter ballot is authorized by the Executive Committee on any matter, it shall require that the results be agreed to by a majority of those responding and in the case of changes to the by-law by a simple majority of the entire membership. AHJ and student members do not have voting rights unless they are on the board of directors.

4. Meeting of Members:

(a) Annual Meetings – The association shall have an Annual Meeting during the month of September in each year. The place and date shall be set by the Board of Directors. Notice shall be by the president through the Secretary at least two weeks in advance of the meeting date.

(B) Special Meetings – May be called by a majority vote of the Board of Directors who shall also set the place and date. Notice shall be by the President through the Secretary at least two weeks in advance of the meeting date.

5. Quorum – Board of Directors:

A quorum of the Board of Directors shall consist of 3 members of the Executive Committee plus 2 board members.

6. Quorum – General membership:

A quorum of the general membership shall consist of 3 members of the Executive Committee, 2 board members, plus members present.

7. Voting – General

Any vote at a Board of Directors meeting or General Membership meeting will be decided by a simple majority of members present. In the event of a tie vote, the highest ranking member of the Executive Committee present, as ranked in Article V, will decide. Members must be present in a meeting to vote. Scheduled meetings where members are in attendance via online internet applications or via telephone conference call shall qualify as being considered to be in attendance.

Proxies or absentee voting shall not be permitted.

- 8. Minutes** – The legal importance of minutes of AFAANJ meetings must not be underestimated. They are the official record of the Association and represent the only contemporaneous evidence of what transpired at the meeting. They are one of the first types of documents that litigants and investigators will ask for. It is the Secretary’s responsibility to see that the minutes are clear, complete, and accurate with regard to the discussion which transpired, the actions which were taken, and the justification for those actions. Minutes shall be delivered to the Board of Directors for their review within 10 days of all meetings.

For the benefit of members, it should be noted there is no such thing as a conversation “off the record” at an AFAANJ meeting. The Secretary is obligated to record accurately all matters discussed. If you feel that your comments are not appropriate for recording, they probably are not proper for an AFAANJ meeting and should not be made.

- 9. Discussion Topics** – It is a practical impossibility to delineate in a set of Guide-Lines the permissible limits of discussion at an AFAANJ meeting, because so much is dependent upon the content in which any particular subject is to be raised. Nevertheless, a prudent rule, which is to be followed at all AFAANJ meetings, is that no commercial topics should be acted upon or even discussed. To avoid the more sensitive areas, there should never be a discussion of the following at AFAANJ meetings:

- (a) Price or any elements of price or pricing policies, including cost, discounts, etc;
- (b) Sales or production quotas, territories, allocations, boycotts, or market shares;
- (c) Identified individual company statistics, inventories or merchandising methods;
- (d) Particular competitors or customers
- (e) Commercial liabilities, warranties, guarantees, or the particular terms or conditions of sales, including credit, shipping, and transportation arrangements;
- (f) Discussion of coercive trade uses or the exclusion or controlling of competition:

ARTICLE V

1. **Board of Directors and Executive Committee** – The affairs of the Association shall be directed by a ten-member Board of Directors. The board will decide among its members who will carry out the duties of:

1. President
2. Immediate Past President
3. Vice President
4. Treasurer
5. Recording Secretary
6. Five Additional Directors

The President, Immediate Past President, Vice President, Secretary and Treasurer shall comprise the Executive Committee. Any officer shall not serve in the same capacity for more than three successive terms. (Unless extended by a 2/3 majority vote of the Board of Directors.)

No more than two members that are employed by the same company or affiliated companies are eligible to serve on the Board of Directors and Executive Committee. Affiliated companies are companies that share common ownership. This rule in the by-laws will become effective when the composition of the board comes into compliance with this rule due to attrition of existing Board Members subsequent to adoption of these bylaws.

2. **Election of Directors and Terms** – Directors shall be elected from among those members presented by a Nominating Committee and those nominated from the floor at the Annual Meeting or by a petition supported by the signatures of at least two members in good standing and submitted to the Board of Directors Meeting preceding the Annual Meeting. The nominees of the Nominating Committee and those nominated by petition shall be presented to the membership with the Agenda for the Annual Meeting. Voting will take place at the annual meeting.

To provide continuity within the Board of Directors, directors shall be elected to a term of three years. Three classes shall be established, each consisting of three members. Initially one class must serve for one year, another class for two years and the final class for three years. In every year following the formation year one class of three members retires (positions to be filled by elections) providing an annual directorship carryover of six seasoned members into the next year. All directors serve without compensation.

3. **Special Meetings** – Special Meetings may be called by the President at his or her discretion to consider matters of urgency if they arise. The time and place shall be determined by the President, who shall notify all Board Members at least ten days in advance of the meeting date, Notice shall include an agenda of the items to be considered and the reason for their urgency.

4. **Removal** – An Officer or Director may be removed to a majority vote of the Board of Directors and notice to such Officer or Director, for failure to attend meetings, inadequate participation in Association affairs, or whenever, in the judgement of the Board of Directors, the best interests of the Association will be served thereby. Attendance at board meetings is mandatory. A total of three (3) unexcused absences in one calendar year can mean removal at the discretion of the board.
5. **Vacancy** - A vacancy in any office because of death, resignation, removal or otherwise, may be filled by the Board of Directors for the unexpired term.

ARTICLE VI

COMMITTEES

The President shall have the power to appoint whatever Committees he deems necessary for the purpose of carrying out any duties that will aid in accomplishing the objectives of the Association.

Participation in Committee activities shall be open to and expected of all members of the Association.

Appointments to represent the AFAANJ on the Committees or Boards of other organizations shall be made and reviewed annually by the President with the advice and consent of the Board of Directors.

ARTICLE VII

DUES, FEES, AND FISCAL YEAR

1. **Fiscal Year** – The fiscal year of the Association shall be from January 1 to December 31.
2. **Dues** – Membership dues amounts shall be determined by the Board of Directors and updated periodically. AFAANJ member emeritus, and AHJ members and student members are exempt from payment of dues.
3. **Terms of Membership** – A membership term shall start upon payment of dues and end one or three years later depending upon the number of years paid upon enrollment or renewal.

ARTICLE VIII

TERMINATION OF MEMBERSHIP

The membership of any member may be terminated by reason of any of the following:

- a. Cessation of industry related business activity
- b. Written resignation sent to the Board of Directors.

- c. Non-payment of dues, assessments or other obligations to the Association for a period of 45 days from the date upon which payment was due.
- d. By the vote of 2/3 of the members of the Board of Directors present at a regular or special meeting for actions detrimental to the Association. A member so charged shall be given an opportunity to be heard by the Board of Directors and may appeal the Board's decision to the full membership.
- e. There shall be no refunds for a terminated member or those that chose to leave the organization.

ARTICLE IX

AMENDMENTS TO BY-LAWS

These by-laws may be amended, altered, or repealed only by a simple majority of the members present at the regular or special meeting duly called in accordance with Article IV provided that the notice of the meeting shall have been announced at least two meetings prior to the Regular or Special Meeting. Whereas the change in the by-laws will be considered. This proposed change in the by-laws shall also include a general statement of the intent of the change, as well as a text of the changes proposed.

ARTICLE X

RULES OF ORDER

All meetings shall be conducted under Robert's Rules of Order.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation requirements of the State of New Jersey, under the provisions of these by-laws, or of the Articles of Incorporation of this Association, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

1. CONFLICT OR AMBIGUITY OF THE BY-LAWS

In the event that these by-laws do not address a particular issue, it will be resolved by a majority vote of the Board of Directors.