



BYLAWS

OF

THE GEORGIA ELECTRONIC LIFE SAFETY & SYSTEMS ASSOCIATION

ADOPTED BY THE MEMBERSHIP ON FEBRUARY 10TH, 2007

Saint Simons Island



**P. O. Box 2924
Suwanee, Georgia 30024**

Mission Statement

GELSSA is dedicated to bringing Security Alarm Professionals, Providers, Low Voltage Contractors, Public Safety Officials and anyone with an interest in life safety or security together to form a strong and united organization, which will work to promote, strengthen and build better, safer communities to work and live in.

We will strive to make sure our Members have access to the best products, and the best training available. We will work to use our group strength to try to lower the cost of certain insurances and offer discounted services from other sources or companies.

One of our primary goals will be to promote unity between our professions and the Public Safety Officials. We will work to help the Public Safety Departments in our local communities who wish to have legislation, write, propose and get passed, False Alarm Prevention Ordinances, that will be fair to all parties involved and cut down on the number of false dispatches.

We will promote the Association as one that can be trusted to make sure that all our members meet or exceed current Licensing requirements. We will offer the public access to companies which offer a high level of security and service. They will have properly trained personnel and will be a company with a great reputation.

Finally we will work with and support the NBFAA and other chartered states to ensure that we can stand strong and have a voice for our industries issues not only on a local level but, on the national level as well.

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Section I GELSSA General Rules of Anti-Trust Compliance

The following rules are applicable to all GELSSA activities and must be observed in all situations and under all circumstances, without exception or qualification other than as noted below.

1. Neither GELSSA nor any committee, product group, conference or activity of GELSSA shall be used for the purpose of bringing about, or attempting to bring about, any understanding or agreement, whether written or oral, formal or informal, express or implied, among competitors with regard to prices, terms or conditions of sale, discounts, distribution, volume of production, territories or customers.
2. No GELSSA activity or communication shall include discussion or action, for any purpose or in any fashion, of prices or pricing methods, production quotas or other limitations on either the timing or volume of production or of sales, or involve allocation of territories or markets or customers in any way.
3. No GELSSA committee or product group shall undertake any activity which involves exchange or collection and dissemination among competitors, of any information regarding prices, pricing methods, costs of production, or of labor or sales or distribution or individual company statistics of any kind, without first obtaining the advice of legal counsel, provided by the Association, as to those proper and lawful methods by which these activities may be pursued.
4. No GELSSA activity or communication shall include any discussion or action which might be construed as an attempt to prevent any person or business entity from gaining access to any market or to any customer for goods or services, or to prevent or boycott any business entity from obtaining a supply of goods or otherwise purchasing goods or services freely in the market.
5. No GELSSA activity or communication shall include any discussion or action which might be construed as an agreement or understanding to refrain from purchasing any raw materials, equipment, services, or other supplies from any supplier.
6. Neither GELSSA nor any committee or product group thereof, shall make any effort to bring about the standardization of any product or method of manufacture or certification of any product or program, for the purpose of preventing the manufacture or sale of any product not conforming to a specified standard or which would tend to have the overall effect of either lessening competition or resulting in a degree of price stabilization.
7. No person or company shall be unreasonably excluded from GELSSA membership or participation in any GELSSA activity, committee or product group, where exclusion may impair such person's or company's ability to compete effectively in the private security alarm industry.
8. In conducting GELSSA committee meetings, or product group meetings, the chairman thereof shall prepare and follow a formal agenda. Minutes of each meeting shall be distributed to all persons who attend such meetings. Approval of the minutes shall be obtained from the membership of the committee or product group at its next meeting. Copies of the minutes shall be transmitted to the headquarters staff and to legal counsel.
9. Association speakers and authors of conference papers shall be informed of the need to comply with the Association's antitrust policy in the preparation and presentation of their papers.
10. In informal or social discussions at the site of a GELSSA meeting, which are beyond the control of its officers and chairmen, all representatives are expected to observe the same standards of personal conduct required of the Association in its compliance with these antitrust guidelines. In addition, copies of the foregoing Antitrust Policy Statement and General Rules of Antitrust Compliance will be included in meeting registration packets and will also be printed in GELSSA Directories.

Antitrust Policy Approved by the Board of Directors of NBFAA, July 27, 1983

The National Burglar & Fire Alarm Association is a trade association of member companies in the private security alarm industry, which was incorporated in 1948 under the nonprofit corporation law of the State of Illinois.

It is organized to promote the common interests of its members and of the members of private security alarm industry, when such interests do not conflict with the common good. GELSSA is not involved, and will not become involved, in the competitive business decisions of its member companies, nor will it take any action, which would tend to restrain competition in the burglar and fire alarm equipment and supply industries.

Nevertheless, it is recognized by the Board of Directors of GELSSA that the Association and its varied activities could be regarded by some as a forum for opportunity to promote anti-competitive conduct. For this reason, the Board of Directors has taken this occasion, through this statement of policy, to make clear its unequivocal support for the policy of competition served by the antitrust laws as well as its uncompromising intent to comply strictly in all respects with those laws.

In addition to the Association's firm commitment to the principle of competition served by the antitrust laws, the penalties which may be imposed upon both the Association and its individual and corporate members involved in any violation of such laws are now so severe that good business judgment demands that every effort be made to void any such violation. Certain violations of the Sherman Act, such as price-fixing, are felony crimes for which individuals may now be imprisoned for up to three (3) years or fined up to \$100,000 or both, and corporations can be fined up to \$1,000,000 for each offense. In addition, treble damage claims by private parties (including class actions) for antitrust violations are extremely expensive to litigate and can result in judgments of a magnitude which could destroy the Association and seriously affect the financial interests of its individual members.

It shall be the responsibility of every member of GELSSA to be guided by GELSSA's policy of strict compliance with the antitrust laws in all GELSSA activities. It shall be the special responsibility of Association officers, committee chairmen, and officers of product groups to ensure that this policy is known and adhered to in the course of activities pursued under their leadership. To assist the GELSSA staff and all its officers, directors, committee chairmen and product group officers in recognizing situations, which may raise the appearance of an antitrust problem, the Board of Directors will as a matter of policy furnish to each of such persons copies of the Association's General Rules of Antitrust Compliance. The Association will also make available general legal advice when questions arise as to the activities of GELSSA or to any committee or product group thereof.

Antitrust compliance is the responsibility of every GELSSA member. Any violation of the GELSSA General Rules of Antitrust Compliance or of this general policy will result in immediate suspension from membership in the Association, and immediate removal from any Association office held by any official representative violating the same.

ARTICLE I - GENERAL

Section I Name. The name of this nonprofit corporation is The Georgia Electronic Life Safety & Systems Association, Inc.

Section II Office. The registered office of the Association is **P.O. Box 2924, Suwanee, Georgia, 30024**. The Association may also have offices at such other places as the Board may from time to time determine.

Section III Purpose. The Association is incorporated for the purpose of engaging in any lawful act or activity for which nonprofit corporations may be organized in the State of Georgia, including:

(a) Serving as a source of education and information regarding electronic security and fire alarm systems for the Members, emergency response personnel and the general public;

(b) Cooperating with others in matters affecting the Members' business and common interests;

(c) Promoting the interests of the electronic security and fire alarm industry;

(d) Stimulating wider and more extensive use of electronic security and fire alarm systems; and

(e) Fostering a spirit of justice, honor and fairness among Members, the electronic security and fire alarm industry and the general public.

Section III Addendum Neither the Association nor any Member shall agree to, support or attempt to use any form of action to limit production, fix prices, suppress competition, restrain trade or commerce, or monopolize the electronic security and fire alarm industry.

ARTICLE II - MEMBERSHIP

MEMBERSHIP

Section I CLASSES OF MEMBERSHIP AND QUALIFICATIONS.

The membership of this Association shall be divided into classes:

a. REGULAR MEMBERS.

Any partnership, corporation, proprietorship, or association deriving revenue from the sale, installation, and service of any low voltage application (including access control and closed-circuit television) in the state shall be eligible to become a regular member and have the right to vote on Association matters. This Regular Membership status may also apply to monitoring companies if the company selects the "Regular Member" status.

b. ASSOCIATE MEMBERS.

Any partnership, corporation, proprietorship, or association deriving revenue by manufacturing or supplying alarm equipment or services or any other electronic security equipment shall be eligible to become an Associate Member and have the right to vote on Association matters. This Associate Membership status may also apply to monitoring companies if the company selects the "Associate Member" status.

c. HONORARY MEMBERS.

Any individual as selected by the Board and confirmed by the membership shall be eligible to become an Honorary Member. Honorary Members shall not have the right to vote or hold elected office.

d. AFFILIATE MEMBER.

Any individual or business entity involved in the installation, service or monitoring of alarm equipment for its own use and not to either the general public or to alarm dealers. Affiliate Members shall not have the right to vote or hold elected office.

e. PUBLIC SAFETY MEMBER.

Any individual, duly authorized Public Safety Department, or an organization (made up of such individuals) who provide services to the community. Public Safety Members shall not have the right to vote or hold office.

f. LIFE MEMBER.

Conferred on a Regular Member who has formerly served or rendered meritorious service to the Association, provided that individual is confirmed as "Life Member" by a seventy-five percent (75%) majority vote at a Membership Meeting. Such Member shall be exempt from payment of all GELSSA dues and assessments, may attend all meetings, and shall have the right to vote.

g. CONTRIBUTING MEMBER.

Any person/company who elects to become a member of GELSSA by virtue of an interest in and/or concern for the low voltage industry, life safety, fire, and system integration industry. This membership category shall not vote and shall not have NBFAA privileges. Dues for this category shall be determined by the Board of Directors.

h. MULTI-LOCATION.

Shall be open to any company with two (2) or more offices in one (1) but not more than fourteen (14) states and which shall meet the following requirements:

- Provides installation and repair of burglar alarms, fire alarms, or other electronic security systems, which are consistent with the stated objectives of the association;
- A Multi-Location Company shall become a member of the CSAs in not less than fifty-one percent (51%) of those states or regions where there is a CSA and in which the company has an office.

i. NATIONAL COMPANY.

Shall be open to any company with offices in fifteen (15) or more states and which shall meet the following requirements:

- Provides installation and repair of burglar alarms, fire alarms, or other electronic security systems, which are consistent with the stated objectives of the association;
- A National Company shall become a member of the CSAs in not less than fifty-one percent (51%) of those regions where there is a CSA and in which the company has an office.

Section II

Membership Requirements. Any Member (except an Honorary Member or a Public Safety Member) must meet all of the following general requirements:

- a. It must apply for membership in writing, on forms provided by the Association, and must supply such other information as the Association reasonably deems necessary.
- b. It must conduct its business and affairs in accordance with the bylaws of the Association and with such rules and regulations promulgated by the Board from time to time.
- c. It must tender payment of all initial fees and dues upon submitting its written application, and it must tender payment of all subsequent fees, dues and other monetary obligations to the Association within thirty days of receiving notice from the Association.
- d. It must designate a primary/alternate who is a principal or an employee of the business to exercise the Member's rights. The Member may change or terminate such designation at any time by written notice to the Association.
- e. It must comply with the licensing and employment laws in the state(s) and municipalities in which it operates.
- f. Neither it nor any of its Affiliates shall have been convicted of a felony or pleaded nolo contendere to a felony charge or indictment.

Section III

Duration and Renewal of Membership. All Members (except Honorary Members) shall be Members for an initial term of the remainder of the calendar year in which they join, but such membership may be renewed annually by paying dues for the next calendar year and by meeting current membership requirements. Honorary Members shall be members for life (unless expelled under Article II Section IX) and shall not be required to pay dues.

Section IV. APPLICATION FOR MEMBERSHIP.

Applicants for membership, in each class, shall submit to the Membership Committee a written application for membership on the form prescribed by the Board of Directors. Regular member applicants must attach proof of holding a valid Georgia (local) Business Registration/license and contractors license as issued by the State of Georgia, Construction Licensing Board, Low Voltage Division. The Membership Committee shall review all applicants for membership as per Article II, Section II.

Section V. ELECTION TO MEMBERSHIP

- A. Names of all applicants for membership shall be listed in a communication to all voting members in good standing. This shall be achieved by publishing each name, company name, and location of company on the GELSSA web page upon receipt of the application and shall remain posted until the end of the following month. All pending memberships will be posted thirty days.
- B. The Membership Committee shall review each applicant for membership, and by majority vote make a recommendation to the Board of Directors on the last day of the month.
- C. Election to membership shall be based on the recommendation of the Membership Committee and approved by a majority vote of the Board of Directors after appropriate action in articles “a” and “b” of this section. Voting for all pending membership applications shall take place within thirty days of the submission of said application. Voting shall be done by a meeting, a conference call, or an electronic message of a majority of Board member.
- D. Each application for membership shall be accompanied by one year’s dues in such an amount as determined from time to time by a majority vote of the Board of Directors.

Section VI. RESIGNATION.

Any member may withdraw from the Association after fulfilling all obligations to it by giving written notice of such intention to any of the listed officers of the Association. Such notice shall be presented to the Board of Directors by the Secretary at the first duly organized meeting of the Board of Directors after its receipt.

Section VII. VOTING AND REPRESENTATION.

Only Active and Associate Members of the Association shall have a vote in the affairs of the Association and each active and Associate Member shall have but one (1) vote. Each Regular and Associate Member shall designate the person or persons who will attend a meeting on its behalf cast its one (1) vote.

Section VIII. OUT-OF-STATE MEMBERSHIP.

While applicants from outside the State of Georgia (not having “primary offices” within the State) may become Regular Members of the Association with all the benefits thereof and even hold elected or appointed office within GELSSA, they shall not be nominated and elected to a position of Director (unless a “primary office” exists within one of the five GELSSA Districts). In addition, they may not hold elected or appointed office within GELSSA if they also hold “elected or appointed” office in any other NBFAA Chartered State Association.

Section IX. SUSPENSION AND EXPULSION.

The Board of Directors may recommend to the membership that a member be suspended for a period or expelled if such member:

- a. Violated any of the Bylaws or Rules of the Association;
- b. Shall have been found in violation of the Association's Code of Ethics;
- c. A member shall be automatically suspended for failure to pay dues within (30) days after the time they become due;
- d. A member shall be automatically expelled by failure to pay dues within ninety (90) days after they are due;
- e. Has made false reports to the association;
- f. Shall have violated any agreement lawfully and formally entered into with the Association;
- g. Shall have failed to continue to fulfill all the standards and requirements for membership;
- h. Shall have been convicted of a felony;
- i. Shall be guilty of such conduct which in the opinion of the Board of Directors and the membership is judged to be detrimental to the best interest of the Association; except for failure to pay dues, if a recommendation of suspension or expulsion is voted on and confirmed by a two-thirds (2/3) majority of the regular members at any duly organized meeting of the membership called for that purpose. Such suspension or expulsion shall be effective immediately, provided, that any member against whom charges have been alleged will be provided a hearing before the Board of Directors prior to any final action by the membership and a statement of the charges mailed by registered mail to the accused member at his last recorded address at least fifteen (15) days prior to the time final action is due to be taken. This statement shall be accompanied by a notice of the time and place of the meeting at which the action is to be taken. The member shall be given an opportunity to present a defense at that time.
- j. The above procedure shall not be used or interpreted to in any manner have violated any Federal Anti-Trust Law which may now or hereinafter be in existence.

ARTICLE III

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IV

DUES

Section I. ANNUAL DUES.

The Board of Directors may determine from time to time the amount of the annual dues for all classes of membership payable to the Association.

Section II. PAYMENT OF DUES.

Following the initial application for membership and the accompanying payment of dues and/or initiation fees as the case may be provided for above, dues shall thereafter be payable in advance on the first day of January in each fiscal year. Dues of the new member shall be pro-rated from the first day of the month in which such new member is elected to membership for the remainder of the fiscal year of the Association. Dues of all Regular Members of the Association shall be collected by NBF AA, who in turn shall remit the CSA portion to GELSSA.

a. At the discretion of the Board of Directors, a percent of all GELSSA dues collected shall be allocated to the Legal Fund.

Section III. DEFAULT AND TERMINATION OF MEMBERSHIP.

When a member shall be in default in the payment of dues for a period for which such dues become payable, his membership shall be suspended as herein before provided. If said default is not cured by the end of ninety (90) days from the period for which such dues become payable, his membership will there upon be terminated by the Board of Directors, at their discretion.

ARTICLE V

MEETINGS and ELECTIONS

Section I. REGULAR MEETINGS.

The membership of the Association shall hold quarterly meetings each year. Each member shall be notified by the Secretary in writing by mail not less than thirty (30) days prior to the regular meeting and such notice shall set forth the time and place of the meeting. Robert's Rules of Order shall prevail at all Association meetings.

Section II. SPECIAL MEETINGS.

Special meetings of the members may be called by the Board of Directors, after a majority of the Board of Directors has approved such a special meeting. Notification of such special meetings shall be mailed to each member at least fifteen (15) days in advance of the meeting. Such notices shall designate the time, place, and agenda of the meeting.

Section III. PROXIES.

The voting by proxy at membership meetings shall be allowed, providing the proxies are delivered to the President or Secretary prior to the meeting at which the proxies will be cast. All proxies must be in writing with a valid signature of the person authorizing the proxy. Proxies are valid for only one specified meeting. One person may cast no more than two (2) proxies.

Section IV. NOTICES.

Facsimile notice of meetings to the latest FAX telephone number of Members is deemed as acceptable "meeting notice" provided that notice indicates the time, place and agenda of topics to be discussed at that meeting.

Section V. NOMINATION OF OFFICERS AND BOARD OF DIRECTORS.

Nomination of Officers, Directors, and Associate Members Advisor. Election of the positions of President, Vice President, Director(s) and Associate Members Advisor shall be made at the fourth (4th) quarterly meeting of each year from the Regular and Associate Members in good standing.

- A. The Nominating Committee shall nominate a candidate for election to each available position of Officer and Director.
- B. Nominations shall be accepted from the Membership Meeting floor.
- C. Write-in candidates will be accepted on the ballot.

Section VI. ELECTION OF OFFICERS, DIRECTORS, and ASSOCIATE MEMBERS ADVISOR.

Election of the positions of President, Vice President, Director(s) and Associate Members Advisor shall be by mail-out ballot to all Regular and Associate Members of GELSSA who are in good standing.

- A. The Secretary shall see that a ballot of nominations for all available positions be mailed (first class U.S. Mail) to all Regular and Associate Members in good standing and insure that a thirty (30) day window is provided for the return of said ballots to the Association.
- B. The Secretary, the Executive Director of GELSSA, and the Chairperson of the Nominating Committee shall cause these ballots to be counted and tallied in a secure manner so as to insure voting accuracy. Once these calculations have been concluded, the Board of Directors shall be made aware at once of the election results. Election results shall be published in an issue of the newsletter preceding the next regular meeting of the Association.
- C. Candidates must receive a majority (50% +1vote) of the votes cast to be declared the victor. The run-off process must continue until a majority winner has been established.
- D. The newly elected representatives shall receive the oath of office at the first quarterly meeting of the year following the election process, whereupon they shall assume their duties of office.

ARTICLE VI

BOARD OF DIRECTORS

Section I. NUMBER.

The property, affairs, activities, and concerns of the Association shall be vested in a Board of Directors, consisting of five (5) directors and two (2) Associate Members Advisors. The members of the Board shall, upon election, be duly installed on a date to be determined, then enter upon the performance of their duties and shall continue in office until their successors shall have been elected and installed. Directors and the Associate Members Advisors may serve only two successive terms in office.

- a.** Two Associate Members shall be elected by the General Membership as ASSOCIATE MEMBER ADVISORS to the Board of Directors. The Associate Member Advisors will serve the same term as a Board of Director and serve as Advisors to the Board of Directors on matters affecting the Associate Members and others as requested. The Associate Member Advisors shall be voting members of the Board of Directors and shall be counted in establishing a quorum. It shall be understood that the Associate Member Advisors are duly elected members of the GELSSA Board of Directors.
- b.** The outgoing President (Immediate Past President) of GELSSA shall be appointed as a member of the Board of Directors for the term of one year after leaving the office of President. The Immediate Past President shall have input into discussions on GELSSA planning and operations, and shall have one vote pertaining to the actions of the Board. Service in this position is at the discretion of the Immediate Past President.
- c.** The Director of Training shall be appointed by the Board of Directors for an undetermined term limit. The Director of Training shall sit on the Board of Directors as an appointed Director and shall have one (1) vote pertaining to the actions of the Board.

Section II. ELECTION OF DIRECTORS AND TERM.

The Directors shall be elected by a majority vote of the Regular and Associate Members of the Association who are in good standing, and installed in office no later than the first (1st) quarterly meeting of each year. Directors may serve only two (2) successive two (2) year terms in office. Director's terms shall be as follows: District 1, 2, and The Associate Member Advisors shall begin during even calendar years and District 3, 4, and 5 shall begin during odd calendar years. The five (5) District Directors shall be nominated from Regular members in good standing in the District where their "primary office" resides and the Associate Members Advisor shall be nominated from the Associate Membership in good standing.

Section III. DUTIES OF DIRECTORS.

The Board of Directors may:

- (1) Hold meetings at such times and places as it thinks proper;
- (2) Appoint Standing Committees as described in Article VIII from the members of the Board or from other members of the Association;
- (3) Audit bills and disperse the funds of the Association;
- (4) Print and circulate documents and publish articles;
- (5) Carry on correspondence and communicate with other Associations interested in the Alarm Industry;
- (6) Devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the Association and to best protect the interest and welfare of the members.

Section IV. REGULAR MEETINGS.

The Board of Directors shall meet once per quarter as to be set by the President with thirty (30) days notice to each member of the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without other notice than said resolution.

Section V. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called by or at the request of, the President or any two (2) members of the Board of Directors, and such meetings shall be held at the time and place designated in the call of such meetings.

Section VI. NOTICE.

Notice of any special meeting of the Board of Directors shall be given at least 15 days prior thereto by written notice mailed.

Section VII. QUORUM.

A majority of the whole Board of Directors and Officers, including the President, Vice President, Secretary and Treasurer, shall constitute a quorum at a meeting of the Board of Directors. All members of this Body shall have one (1) vote. If less than a majority of the members of the Board of Directors are represented at a meeting, a majority of the members of the Board of Directors so represented may adjourn the meeting from time to time without further notice.

Section VIII. VACANCIES.

Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote by ballot of the remaining members of the Board at a special meeting which shall be called for the purpose. The election shall be held within sixty (60) days after the occurrence of the vacancy. The new Director shall serve for the unexpired portion of the term of his predecessor Director.

Section IX. JURISDICTION OF DIRECTORS.

One director shall be nominated and elected from each of the following five districts:

(1) Northwest District- Dade, Walker, Catoosa, Whitfield, Murray, Fannin, Gilmer, Chatooga, Floyd, Bartow, Gordon, Pickens, Cherokee, Dawson, Coweta, Heard, Troup, Meriwether, Spalding, Butts, Pike, Lamar, Forsyth, Polk, Paulding, Cobb, Harlason, Douglas, Carroll Counties.

(2) Northeast District - Union, Towns, Rabun, Lumpkin, White, Habersham, Stephens, Hall, Banks, Franklin, Hart, Barrow, Jackson, Madison, Elbert, Walton, Oconee, Clarke, Oglethorpe, Wilkes, Lincoln, Newton, Morgan, Greene, Taliaferro, Jasper, Putnam, Hancock, Warren, McDuffie, Columbia, Rockdale and Richmond Counties.

(3) Southeast District - Baldwin, Jones, Twiggs, Wilkinson, Washington, Glascock, Jefferson, Burke, Johnson, Bleckley, Laurens, Treutlen, Dodge, Emanuel, Jenkins, Screven, Candler, Bulloch, Effingham, Telfair, Wheeler, Montgomery, Toombs, Tattnall, Evans, Jeff Davis, Appling, Coffee, Bacon, Wayne, Long, Liberty, Monroe, Bryan, Chatham, McIntosh, Atkinson, Ware, Pierce, Brantley, Glynn, Lanier, Clinch, Echols, Charlton, and Camden Counties.

(4) Southwest District - Harris, Talbot, Upson, Taylor, Peach, Houston, Bibb, Muscogee, Chattahoochee, Marion, Schley, Macon, Stewart, Webster, Dooly, Pulaski, Crisp, Wilcox, Quitman, Clay, Randolph, Terrell, Calhoun, Dougherty, Worth, Turner, Ben Hill, Irwin, Tift, Early, Miller, Baker, Mitchell, Colquitt, Cook, Crawford, Berrien, Lee, Seminole, Grady, Thomas, Brooks, Decatur, Sumpter, and Lowndes Counties.

(5) Metro District - Fulton, DeKalb, Gwinnett, Clayton, Henry, Fayette Counties

Section X. REMOVAL OF DIRECTORS.

Any one or more of the Directors may be removed with justifiable cause, at any time, by a vote of two-thirds (2/3) of the active members present at any special meeting called for that purpose. A Director or Officer may also be removed at the request of the Board of Directors and Officers if said Director or Officer has missed two (2) or more consecutive scheduled quarterly meetings of the Board of Directors/Membership.

Section XI. INFORMAL ACTION BY DIRECTORS.

In the day-to-day operation of the Association, issues not deemed critical nor requiring a vote of acceptance by the Board may be routinely handled by the individual who

normally manages such tasks. Issues deemed critical in nature, where time constraints will not allow for a "Special" Meeting of the Board of Directors to be called, may be dealt with in person, by FAX or by telephone, provided all Directors have an equal opportunity to participate and a record of the "Informal Action" is kept and approved at the next Regular Meeting of the Board.

Section XII. PETITION TO OVERRIDE.

Any executive action taken by the Board or Officers deemed inappropriate by the membership may be challenged at a membership meeting or a special meeting, providing the meeting has been called for that purpose. Such meeting may be called by the President, any two Directors or by a petition signed by one third of the current active membership of the Association. An Override of the action in question shall require a two-thirds majority vote of members present. Proxies shall not be allowed.

ARTICLE VII

OFFICERS

Section I. NUMBER.

The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer. Upon election, the Officers shall be duly installed on a date to be determined, and then enter upon the performance of their duties and shall continue in office until their successors have been elected and installed.

Section II. METHOD OF ELECTION.

The President and the Vice President of the Association shall be elected separately by a majority of the voting members. The Secretary and Treasurer of the Association shall be elected by a majority vote of the Board of Directors. These Officers shall serve for a term of one (1) year with no term limitations with the only exception being the office of President, which is subject to a limit of four one (1) year terms. Such elections shall occur no later than the first quarterly meeting of each year.

Section III. DUTIES.

The duties and powers of the officers of the Association shall be as follows:

a. PRESIDENT. The President shall preside at the meetings of the Association and the Board of Directors and of the Executive Committee, if created, and shall be a member ex officio, with right to vote, of all committees organized under these Bylaws. The President may from time to time appoint Special Committees to promote the business and welfare of the Association. These committees may be comprised of anyone the President deems appropriate. He shall also, communicate to the Association or to the Board of Directors, such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incident to the office of the President. The President may serve four (4) successive one (1) year terms in office.

b. VICE-PRESIDENT. The Vice President may serve an unlimited number of elected, one-year successive terms in office. In case of the President's death or absence or inability from any cause of the President to act, the Vice-President shall perform the duties of his office. In addition, the Vice- President may be assigned other duties by the President or the Board.

c. SECRETARY. It shall be the duty of the Secretary to give notice of and attend all meetings of the Association and its several districts and all committees and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to notify the officers and members of the Association of their election; to notify members of their appointment on committees; to prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the Association, and generally to devote his best efforts to forwarding the business and advancing the interest of the Association. In the case of absence or disability of the Secretary, the Board of Directors may appoint a secretary pro tem. The Secretary shall be the keeper of the Association's seal.

d. TREASURER. The Treasurer shall keep an account of all monies received and expended for the use of the Association and shall make disbursements only upon vouchers approved in writing by any member of the Board of Directors. He shall deposit all sums received in a bank or banks or trust company approved by the Board of Directors and make a report at meetings or if called upon by the President. Funds may

be drawn upon the signature of the Treasurer and any other member of the Board of Directors or officers as determined by the Board of Directors. The funds, books, and vouchers in his hands shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. At the expiration of his term of office, he shall deliver over to his successor all books, monies, and other property, or in the absence of a Treasurer elect, to the President. In case of absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro tem. The office of Secretary and Treasurer may be held by the same person.

Section V Executive Director. The Board may hire an individual or a management company to serve as Executive Director of the Association. Although not an Officer, or Director, the Executive Director shall carry out the policies set by the Board and manage the day to day affairs of the Association as directed by the Board. The Board shall determine the Executive Director's salary. The Executive Director shall be required to: give notice of and attend all Board Meetings and other meetings of Board Committees as requested by the Board of Directors or the Executive Committee; initiate all correspondence and carry out all orders, votes, and resolutions not otherwise delegated; keep a list of the Members; carry out such responsibilities as may be designated by the Board; and generally devote his or her best efforts to forwarding the business and advancing the interest of the Association as interpreted by the Board. The Executive Director is authorized to disburse Association funds in accordance with the currently approved budget, but only at the direction of the Board or the Executive Committee. The Executive Director shall serve at the pleasure of the Board and may be removed by the Board with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Except as set forth in Article XIII concerning indemnification rights, the hiring of an Executive Director shall not create any contract rights on behalf of the Executive Director in relation to the Association.

Section IV. VACANCIES.

All vacancies in any office shall be filled by the Board of Directors without undue delay at its regular meeting, or at a meeting specially called for that purpose.

ARTICLE VIII

COMMITTEES

Section I. MEMBERSHIP COMMITTEE.

The Membership Committee shall review all applications for membership and make a recommendation to the Board of Directors for membership in the association. Items for review shall include: (1) correct dues received, (2) if individual or company is actually in the Security Alarm business in Georgia, (3) holding valid licenses (where applicable) and (4) if there are any known complaints on file against this individual or company.

Section II. ETHICS COMMITTEE.

The Ethics Committee shall maintain a current Code of Ethics, adopted by the Membership. In addition, they shall review and make recommendations to the Board concerning any reported ethic violations.

Section III. NOMINATING COMMITTEE.

The Nominating Committee shall have the duty to nominate a candidate for election to each of the five (5) positions of the Board of Directors as well as the positions of President and Vice President.

Section IV. LEGISLATION COMMITTEE.

The Legislation Committee shall be the liaison between the Association and State and Local Governments regarding legislation, which may have an effect upon the Alarm Industry.

Section V. FIRE COMMITTEE.

The Fire Committee shall be responsible for studying, identifying, and promoting all aspect of the industry as it related to fire safety, fire systems design, and installation of fire systems. This would include identifying changes, trends, and needed training and making recommendations to the Board regarding fire training and education for GELSSA members.

Section VI. OTHER COMMITTEES.

The Board of Directors may from time to time appoint such other committees as it deems necessary in order to promote the business and welfare of the Association.

Section VII. ELECTION TO MEMBERSHIP ON COMMITTEES.

Each member of the Board of Directors shall have the authority to appoint one member to each of the above standing committees, with the five (5) members thereupon voting on a Chairman.

ARTICLE IX

NBFAA AFFILIATION

GELSSA shall maintain CSA status with the NBFSA and the GELSSA President shall serve on NBFSA's Board of Directors. The President may appoint some other individual to represent GELSSA on the NBFSA Board.

ARTICLE X

INDEMNIFICATION

The Association shall indemnify any and all of its Directors, Officers and Employees or any person who may have served at the request of the Association, from any suit or proceeding brought. If said person acted lawfully and in good faith in a manner believed to be in the best interest of the Association.

Section 1 **Personal Liability of Directors.** No Officer, Executive Director or Director shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless such person has breached or failed to perform the duties of his or her office under these bylaws or, if a Director, under the applicable law of the State of Georgia governing nonprofit corporations, and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit the responsibility or liability of such Officer, Executive Director or Director pursuant to any criminal statute. Any repeal, modification or adoption of any provision inconsistent with this Section 1 shall be prospective only, and neither the repeal or modification of this bylaw, nor the adoption of any provision inconsistent with this bylaw, shall adversely affect any limitation on the personal liability of an Officer, Executive Director or Director existing at the time of such repeal or modification or the adoption of such inconsistent provision.

Section II **Fiduciary Responsibility.** A Director shall stand in a fiduciary relation to the Association and shall perform the duties of Director, including duties as a member of any committee of the Board upon which such Director may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill and diligence as a person of ordinary prudence would use under similar circumstances. In performing such duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more Officers, or employees of the Association whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or
- (c) A committee of the Board upon which he or she does not serve, duly designated in accordance with the law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if such Director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Association.

Section III Mandatory Indemnification of Directors and Certain Other Persons

(a) Subject to Section II(b), the Association shall indemnify and hold harmless, to the full extent permitted by law, each person who is made a party or is threatened to be made a party to or is otherwise involved in (as a witness or otherwise) any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not by or in the right of the Association or otherwise (collectively, a "Proceeding"), by reason of the fact that he or she, or a person of whom he or she is the heir, executor or administrator, is or was a Director, Executive Director, Officer or is or was serving at the request of the Association as a director, officer or trustee of another association or of a partnership, joint venture, trust or other enterprise (including service with respect to employee benefit plans), or where the basis of such Proceeding is any alleged action or failure to take any action by such person while acting in an official or other capacity as a Director, Executive Director, Officer or against all expenses, liability and loss, including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement (whether with or without court approval), actually and reasonably incurred or paid by such person in connection therewith.

(b) Notwithstanding the foregoing, and except as provided in Section IV, the Association shall indemnify any such person seeking indemnification in connection with a Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) was authorized by the Board.

(c) Subject to the limitation set forth above concerning Proceedings initiated by the person seeking indemnification, the right to indemnification conferred in this Section III shall be a contract right and shall include the right to be paid by the Association for the expenses incurred in defending any such Proceeding (or part thereof) or in enforcing his or her rights under this Section III in advance of the final disposition thereof promptly after receipt by the Association of a request therefore stating in reasonable detail the expenses incurred; provided, however, that to the extent required by law, the payment of such expenses incurred by a Director, Executive Director, Officer of the Association in advance of the final disposition of a Proceeding shall be made only upon receipt of an undertaking, by or on behalf of such person, to repay all amounts so advanced if and to the extent it shall ultimately be determined by a court that he or she is not entitled to be indemnified by the Association under this Section III or otherwise.

(d) The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a Director, Executive Director, Officer or to serve in any of the other capacities described herein, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section IV Payment of Indemnification. If a claim for indemnification under Section III is not paid in full by the Association within sixty days after a written claim therefore has been received by the Association, the claimant may, at any time thereafter, bring suit against the Association to recover the unpaid amount of the claim and, if successful in whole or in part on the merits or otherwise in establishing his or her right to indemnification or to the advancement of expenses, the claimant shall be entitled to be paid also the reasonable expenses of prosecuting such claim.

Section V Non-Exclusivity of Rights. The rights under this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses hereunder may be entitled under any agreement, or resolution of the Members or the Board. The Board shall have the express authority to enter into such agreements as the Board deems appropriate for the indemnification of and advancement of expenses to present or future Directors, Officers, employees, representatives or agents of the Association.

Section VI Funding. The Association may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, including its obligation to advance expenses, whether arising under or pursuant to this Article X or otherwise.

Section VII Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a Director, Executive Director, Officer, or representative of the Association, or is or was serving at the request of the Association as a representative of another corporation, partnership or other enterprise, against any liability asserted against such person and/or incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify such person against such liability under the laws of this State or any other state. For purposes of any insurance procured pursuant to this section, the Executive Director and all shall be deemed to be "officers" of the Association.

Section VIII Modification or Repeal. Neither the modification, amendment, alteration or repeal of this Article X or any of its provisions, nor the adoption of any provision inconsistent with this Article X or any of its provisions, shall adversely affect the rights of any person to indemnification and advancement of expenses existing at the time of such modification, amendment, alteration or repeal or the adoption of such inconsistent provision.

ARTICLE XI

RE-IMBURSMENT / COMPENSATION

The Officers, Directors and Committees may be reimbursed for actual expenses incurred on behalf of the Association, and training class instructors may receive fees, subject to approval by the Board of Directors. Otherwise, there shall be no compensation.

ARTICLE XII

SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have thereon the name of the Association, GEORGIA ELECTRONIC LIFE SAFETY AND SYSTEMS ASSOCIATION, INC., and the words, Corporate Seal, Georgia.

Section I *Inspection of Corporate Records.*

Every Member shall, upon written verified demand stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the register, books and records of account, and records of the proceedings of the incorporators, Members and Directors and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to the interest of the person as a Member. In every instance where an attorney or other agent is the person who seeks the right of inspection, the demand shall be accompanied by a verified power of attorney or other writing that authorizes the attorney or other agent to so act on behalf of the Member. The demand shall be directed to the Association at its registered office. Every Member receiving such information shall keep such information confidential and shall not use such information for his or her own personal benefit or to the detriment of the Association.

Section II *Limitations.*

(a) None of the Association, Members, Officers, or any committees shall take any action, incur any obligations or announce any policy in the name of the Association unless the action or obligation or policy shall have first been authorized by the Board.

(b) Neither the Association nor membership therein shall be used for the promotion of individual interests. No Director, Officer or Regional Officer shall use his or her office or title on his or her personal business stationery. Members in good standing may designate their membership by using the name and logo of the Association on their letterhead, telephone book advertising, business cards or other similar materials. The use of the Association's name or logo by nonmembers is expressly prohibited, and Members must not promote or foster the use of the Association's name or logo by nonmembers.

ARTICLE XIII

AMENDMENTS

These Bylaws may be amended, repealed or altered in whole or in part by a two-thirds (2/3) majority vote of members present at any duly organized meeting of the regular members of the Association. The proposed change shall be mailed to the last recorded address of each member at least thirty (30) days before the time of the meeting that is to consider the change.