

BY-LAWS

FLORIDA FIRE SPRINKLER ASSOCIATION

ARTICLE I: PURPOSES

It shall be the purpose of the Corporation to promote and enhance the business of manufacturing and installing fire sprinkler systems and fire sprinkler devices, and to foster and promote the recognition of the fire sprinkler industry as a unique identity in itself and to conduct such programs and undertake such projects and services as are in keeping with these objectives.

Such projects and services may include but not be limited to:

Building and Fire Codes

To promote the acceptance of fire sprinklers among the building regulatory bodies including the Model Code Organizations, Federal, State, County and City Agencies.

Legislation

To represent the industry in such legislative matters as may be from time to time determined to be in keeping with the objective and purposes of the Corporation.

Field Programs

To maintain a coordinated statewide field service program designed to promote and enhance the fire sprinkler market and to serve the goals and objectives of the Corporation and its member firms.

Membership

To seek the broadest possible participation of all firms which manufacture and/or install fire sprinklers and/or provide related equipment or services and to promote harmonious relations among members.

Education

To conduct educational programs and/or seminars, on regional and/or statewide basis for the purpose of executing the general purpose expressed in this Article.

Membership Services

To provide services intended to enhance the business of the fire sprinkler industry. Examples may include but not be limited to publication of periodicals, newsletters, technical and management oriented journals and papers, advice on compliance with OSHA and other safety requirements, affirmative action programs, supplementary installation rules as promulgated by insurance engineering authorities, fire marshals, building officials, or other authorities having jurisdiction.

It may also include the development of engineering certification programs to improve the skills, knowledge, and standing of fire protection system designers and technicians.

ARTICLE II: MEMBERSHIP

Section 1 - Membership

Any person, firm or corporation, trade association, or professional society engaged in the sale, design, installation, maintenance, promotion, and/or regulation of fire sprinkler systems or their components shall be eligible for membership in the Corporation. Except for the Special Florida SAM membership category, all members of the FFSA must be members of the NFSA.

Section 2 - Classes of Membership

- A. Active Members. Any person, firm, or corporation who holds a State of Florida license as a contractor I, II, IV, or V for the automatic fire sprinkler industry is eligible for membership as an active member.
- B. Supplier and Manufacturer Members. A Supplier and Manufacturer Member is a person, firm, or corporation which manufactures, sells or distributes materials or services whose end use is intended for inclusion in fire sprinkler systems, but who is not eligible for other classes of membership as defined in Section 2, Subsections A, C, or D.
- C. Professional Members. A Trade or Professional Association, society or institute whose principal service is to the construction or fire protection industries, such as architects, engineers, consultants, insurance firms and accountants, are eligible for non-voting membership.
- D. Subscriber Members. A Subscriber Member is a person, firm, or corporation, trade association or professional society not eligible for membership under Section 2, Subsections A, B, or C:

Any person, firm or corporation may hold multiple memberships in accordance with classes of membership as defined herein.

- E. Special Florida Supplier & Manufacture Members. A Special Florida Supplier and Manufacturer Member is a person, firm, or corporation which manufactures, sells, distributes materials or services whose end use is intended for inclusion in fire

sprinkler systems and whose business is limited to activity within the State of Florida. Membership in the Special Florida Suppliers and Manufacturers category does not afford one access to the multitude of NFSA services but does allow recognition within and access to FFSA sponsored functions and publications.

Section 3 - Approval of Membership Application

Approval of membership is in accordance with NFSA By-Laws and procedures. Approval of Special Florida Supplier & Manufacturer Membership is by the Board of Directors of the FFSA at any regular or special meeting, a quorum being present.

Section 4 - Termination of Membership

The membership of any member of FFSA may be terminated pursuant to the procedures of membership termination established in the NFSA By-Laws. The FFSA Board of Directors may terminate Special Florida Supplier & Manufacturer Membership at any time by any of the following procedures:

- A. By voluntary written resignation of such member, to take effect on the date the Board of Directors shall accept such resignation at any regular or special meeting; or
- B. By termination of such membership by the action of the majority of all Directors of the Corporation present at a regular or special meeting of the Board of Directors for which such member shall have received at least three (3) days prior written notice that the termination of its membership will be considered, and at which such member shall have the right to have a representative present during the discussion of a proposition to terminate such membership; or
- C. When any member has not paid its dues for a period of four (4) months, its membership may be terminated by the Board of Directors.

No member shall, upon termination of membership by any of the foregoing methods, have any further right or privilege in the affairs or property of the Corporation, except that if membership is terminated under Subparagraph "B" above, the Board of Directors may authorize the refund to the terminated member of a pro rata share of its dues representing the future portion of the fiscal period for which dues have been paid.

ARTICLE III: BOARD OF DIRECTORS

Section 1 - Selection of Directors

There shall be not less than four (4) nor more than fifteen (15) Directors.

- A. Eight (8) Directors will be Active Members elected from eight (8) different geographic locations. The geographic locations will be designated by the Board of Directors.
- B. At the option of the Board of Directors, up to five (5) Active Members may be elected at large from any area of the State of Florida.
- C. One (1) Director from the Suppliers and Manufacturers Committee shall be elected by and from the Suppliers and Manufacturers Committee.
- D. The immediate Past President shall be a Director, ex-officio.

Section 2 - Meeting of the Board of Directors

Four (4) meetings of the Board of Director shall be held annually. Meetings shall be held on the second Tuesday of March, June, September and December at such times and places as may be determined by the Directors. All regularly scheduled meetings of the Board of Directors shall be open to any member of the Corporation in good standing.

Section 3 - Special Meetings

Special meetings may be called by the Chairman of the Board, and shall be called by the Chairman or the Secretary of the Corporation upon the written request of three (3) Directors. Notice of special meetings shall be given by the Secretary orally, by fax, or by mail. Such notice shall be given or sent not less than seven (7) days before the meeting. meetings may be held at any time without notice if all the Directors are present or if those not present waive, in writing, notice of the meeting before the meeting.

Section 4 - Annual Meeting

The Annual Meeting will be held immediately prior to the December Board of Directors meeting.

Section 5 - Quorum

The majority of the Board members present, but in any event not less than twenty-five (25) percent, shall constitute a quorum for the Board meetings. Twenty-five (25) percent of the voting membership shall constitute a quorum for the purpose of conducting business at any regular or special meeting of the membership.

Section 6 - Voting

Each Director shall, at each meeting of the Directors, be entitled to one (1) vote on any matter duly coming before the meeting. All questions shall be decided by a majority of votes cast, except as otherwise provided by statute, the Certificate of Incorporation or these By-Laws.

Section 7 - Vacancies

If the office of any Director become vacant by reason of death, resignation, retirement, disqualification or removal from office, a successor Director shall be elected by the Board of Directors. Any successor Director shall hold office until the expiration of the term of the Director whom he succeeded.

Section 8 - Removal of Directors

Any Director may be removed at any time for cause by a vote of two-thirds (2/3) of the Directors present at any special meeting called for that specific purpose. A quorum shall be present.

Section 9 - Informal Action

Any action required or permitted to be taken at any meeting of the Board of Directors or any Council or Committee may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board or of the Council or Committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or such Council or Committee.

ARTICLE IV: TERMS OF OFFICE

Section 1

Each Director shall assume office at the beginning of the march meeting of the Board of Directors immediately following his election and shall serve for a term of three (3) years.

Section 2

The Supplier and Manufacturer Director shall assume office at the beginning of the March meeting of the Board of Directors immediately following his election by the Supplier and Manufacturers Committee and shall serve for a term of one (1) years.

Section 3

No firm or corporation shall have more than two (2) representatives on the Board of Directors.

ARTICLE V: OFFICERS

The membership, by written ballot shall elect a President, First Vice President, Second Vice President and a Secretary/Treasurer. These officers will serve as the Executive Committee. These officers shall serve a one (1) year term and may succeed themselves. These officers must be Directors.

ARTICLE VI: DUTIES OF OFFICERS

Section 1 - President

The President shall be the chief elected officer of the Association. The President shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee, appoint the chair and members of all standing and special committees and perform all duties necessarily incident to the office of the President.

Section 2 - First Vice President

The First Vice President shall assist the President and carry out all duties delegated to the office of the First Vice President by the President or the Board of Directors. In the absence of the President, the First Vice President shall assume all the duties and responsibilities of the President.

Section 3 - Second Vice President

The Second Vice President shall carry out all duties delegated to this office by the President or the Board of Directors. In the absence of the President and the First Vice President, the Second Vice President shall assume all the duties and responsibilities of the President.

Section 4 - Secretary/Treasurer

The Secretary/Treasurer shall be responsible for the proper and legal mailing of notices to the membership, the proper recording of the proceedings of all meetings of the Association, the Board of Directors and the Executive Committee, and the maintenance of an accurate roster of the membership. The Secretary/Treasurer shall serve as a liaison between the Florida Fire Sprinkler Association and the National Fire Sprinkler Association on the financial matters.

ARTICLE VII: EXECUTIVE DIRECTOR

The Board of Directors has the authority to select, hire, and fire an Executive Director and other staff positions necessary to administrate and manage the affairs of the Association. The Executive Director shall perform all duties as prescribed by the President of the Association.

ARTICLE VIII: BOARD OF DIRECTOR COMMITTEES

Section 1 - Standing Committees

Standing committees of the Association shall be the Nomination, Membership, Legislation, Education and Promotion Committees, each made up of a chair and at least two (2) other members appointed by the President.

Section 2 - Special Committees

Special committees may be established by the Board of Directors. The chair and other members of each such committee shall be appointed by the President.

ARTICLE IX: DUES

Section 1

Membership Dues and effective dates for these dues shall be determined by the NFSA Board of Directors

Section 2

The FFSA Board of Directors may call for a special assessment for any purpose consistent with the mission of FFSA as outlined in Article I, said assessment shall be due as required by the Board.

ARTICLE X: FINANCIAL MATTERS

Section 1

Financial matters of the FFSA shall be managed by NFSA.

Section 2

NFSA shall make a distinction in its accounting for additional funds generated by the FFSA through special assessments or programs. These special monies shall be distributed only after approval by the FFSA Board of Directors.

ARTICLE XI: DISSOLUTION

Section 1 - Dissolution by Members

Subject to the law of Florida, the Corporation may be dissolved at any time by a vote of the Directors at regular or special meetings of the Board of Directors, provided that the notice of such meetings shall refer to the proposal to vote upon dissolution. The vote for dissolution must be two-thirds (2/3) of the Directors present.

Section 2 - Distribution of Corporate Property Upon Dissolution

Upon the dissolution of the Corporation, after paying or adequately providing for its debts and obligations, the remaining assets and property, if any, shall be applied and distributed as follows in the order specified:

- A. Each member of the Corporation in good standing shall be entitled to a refund of the unearned portion of the annual dues for the number of months remaining in the fiscal period for which dues were paid after the adoption of the resolution of dissolution;
- B. The net assets of the Corporation remaining, if any, shall be divided among the members of the Corporation in such a way that each such member shall receive that proportion of said assets which the total amount of dues paid by that member to the Corporation for the past five (5) years (including the year in which dissolution occurs) bears to the total amount of dues paid by all members for the same period.

ARTICLE XII: MISCELLANEOUS

Section 1 - Offices

The principal office of the Corporation shall be at Tallahassee, Florida but the Corporation may also have any office and place of business at such other places as the Directors may determine.

Section 2 - Seal

The seal of the Corporation shall be circular in form and shall bear the name of the Corporation and the year and state of its incorporation.

Section 3 - Waiver of Notice

Any member, officer or Director may, in writing, waive any notice, required to be given under these By-Laws.

Section 4 - Fiscal Year

The Corporation's fiscal year shall be the calendar year.

ARTICLE XIII: AMENDMENTS

Subject to the limitations imposed by law, these By-Laws may be amended by any of the following methods:

- A. By the action of all the Directors of the Corporation in accordance with Section 9 of Article III, or
- B. By the vote of a majority of all the Directors of the Corporation at a regular or special meeting, the notice of which shall have contained the substance of the proposed amendment.

Revision approved by written ballot of membership and at December 5, 1995, Board meeting.