



Electronic Security Association

BYLAWS

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Article 1. Name and Location

- 1.1 The name of the Association shall be the Electronic Security Association, Inc., and hereinafter in the alternative may also be referred to as the ESA.
- 1.2 The office of the Association shall be located in Bethesda, Maryland and/or in other such localities as may be determined by the Board of Directors.

Article 2. Objectives

- 2.1 The objectives of this Association are:
 - 2.1.1 To promote mutual interests of the electronic security industry;
 - 2.1.2 To foster cordial relations among the members;
 - 2.1.3 To stimulate by all lawful means wider and more extensive use of burglar alarms, fire alarms, supervisory systems, and other electronic security services;
 - 2.1.4 To serve by all lawful means as a medium for exchange and dissemination to members and the public, of information applicable to the electronic security industry;
 - 2.1.5 To cooperate by all lawful means with others on matters affecting the business and common interests of the members of the Association;
 - 2.1.6 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
 - 2.1.7 To conduct or engage in all lawful activities in furtherance of the foregoing objectives, or those incidental thereto.

Article 3. Associations

Section 3.1 Description

- 3.1.1 In states or territories where a Chartered State Association does not exist, the National Association may recognize one or more state and or regional association(s) in each state in the United States, the District of Columbia and other locations as the National Association deems appropriate.
- 3.1.2 The two types of recognized associations are known as Affiliated Alarm Associations, and hereinafter in the alternative may also be referred to as AAA or as Chartered State Associations, and hereinafter in the alternative may also be referred to as CSA.

Section 3.2 Chartered State Association Duties

- 3.2.1 The Chartered State Association must have a minimum number of Regular members as may be determined from time to time by the Board of Directors of the National Association.
- 3.2.2 A state with less than the minimum number of Regular members may apply for a Charter by making application to the Board of Directors of the National Association.
- 3.2.3 The Board, upon majority vote, may authorize a Chartered State Association with less than the minimum number of Regular members.
- 3.2.4 Each Chartered State Association will have a full or part time Executive Director when its membership exceeds a number set by the Board of Directors.
- 3.2.5 The Chartered State Association must have a fiscal year corresponding with the fiscal year of ESA.
- 3.2.6 The bylaws of Chartered State Associations must contain the following:
 - 3.2.6.1 Each CSA shall have a membership category that includes in its definition the Installing Dealer sub category of the Regular Member of the ESA for the purpose of the dual membership requirement of the Charter State Association Agreement;
 - 3.2.6.2 A clause that the Association is a Chartered State Association of ESA;
 - 3.2.6.3 A grievance procedure consistent with current ESA procedure;
 - 3.2.6.4 A clause that all Regular members in good standing will be given due notice, fair representation, and the right to participate in all elections;

- 3.2.6.5 A statement that the CSA will conduct its affairs in conformance with the ESA bylaws, the ESA antitrust statement, the ESA Code of Ethics, and the rules and regulations which may be promulgated by the Board of Directors of the ESA.

Section 3.3 Affiliated Alarm Association Duties

- 3.3.1 The Affiliated Alarm Association must have a minimum number of Regular members as may be determined from time to time by the Board of Directors of the National Association.
- 3.3.2 A state with less than the minimum number of Regular members may apply by making application to the Board of Directors of the National Association.
- 3.3.3 The Board, upon majority vote, may authorize an Affiliated Alarm Association with less than the minimum number of Regular members.
- 3.3.4 The Affiliated Alarm Association must ratify an Affiliated Alarm Association Agreement including requirements adopted from time to time by the Board of Directors of the National Association including but not limited to:
 - 3.3.4.1 Agreement to support the objectives outlined in Article 2 of these bylaws;
 - 3.3.4.2 A statement that the AAA will conduct its affairs in conformance with the ESA bylaws, the ESA Antitrust Statement, the ESA Code of Ethics, and the rules and regulations which may be promulgated by the Board of Directors of the ESA;
 - 3.3.4.3 Indication that the Association is an Affiliated Alarm Association of ESA on letterhead, brochures, web sites and other appropriate communications;
 - 3.3.4.4 A grievance procedure consistent with current ESA procedure; a clause that all members in good standing will be given due notice, fair representation, and the right to participate in all elections.
 - 3.3.4.5 A clause that all members in good standing will be given due notice, for representation, and the right to participate in all elections.

Section 3.4 Disciplinary Procedures

- 3.4.1 An Association which fails to abide by the provisions of these bylaws or any agreement lawfully entered into with the ESA may be subject to revocation of its National Charter Agreement or Affiliated Alarm Association Agreement.
- 3.4.2 The President of ESA at his option shall determine or appoint a committee to determine if sufficient cause exists to initiate a proceeding to revoke a National Charter Agreement or Affiliated Alarm Association Agreement.
- 3.4.3 Upon such a determination, the President shall schedule a preliminary hearing on the matter before the Executive Committee of ESA.
- 3.4.4 Written notice of the nature of the infraction and the time, date, and location of a preliminary hearing on the facts shall be mailed by the Secretary of ESA to the President, Secretary, and Executive Director, if any, of the Association not less than thirty (30) days prior to the date of the hearing.
- 3.4.5 If after the hearing before the Executive Committee the matter remains unresolved, the Executive Committee may recommend that the Board of Directors revoke the National Charter Agreement or Affiliated Alarm Association Agreement.
- 3.4.6 Not less than thirty (30) days prior to the meeting of the Board of Directors at which the matter of revocation is scheduled to be voted, the Secretary of ESA shall mail notice of such meeting to each Regular member of ESA located in the state or region of the affected Association.
- 3.4.7 Such notice shall include the nature of the infraction, the time, date, and location of the meeting, and the penalty involved.
- 3.4.8 The Board of Directors shall by majority vote determine the witnesses and evidence to be considered on the matter.
- 3.4.9 No revocation of a national Charter Agreement or Affiliated Alarm Association Agreement shall be effective unless it shall receive a favorable vote of not less than two-thirds (2/3) of those present and entitled to vote.

Article 4. Members

Section 4.1 Types

- 4.1.1 There will be twelve (12) classes of membership, namely: Regular Membership, National

Company Membership, Life Membership, Alumni Membership, Honorary Membership, Applicant Membership, Probationary Membership, Public Safety Membership, Affiliate Membership, Multi-Branch Company Membership, Associate Membership, and Allied Organization Membership.

- 4.1.2 Nothing in these bylaws shall prevent an Association from establishing other classes of membership.
- 4.1.3 The Board at its discretion can create or eliminate an Applicant Membership Category within any state with the approval of the Chartered State Association.
- 4.1.4 The Board can extend benefits to the applicant member for up to one year.
- 4.1.5 The Board can restrict or modify membership benefits to the applicant member on a state by state basis, including the right to vote.
- 4.1.6 The Applicant Member must meet the requirements established for Regular Membership, National Company Membership or Multi-Branch Company Membership.
- 4.1.7 The Board can modify the qualifications established for the Applicant Member on a state by state basis, including the payment of dues provided the requirements are consistent with the requirements for Regular Membership, National Company Membership or Multi-Branch Company Membership.

Section 4.2 Qualifications

Subsection 4.2.1 General Requirements

- 4.2.1.1 A CSA member that meets the respective requirements of the Installing Dealer sub-category of Regular membership, National Company membership, or Multi-Branch Company membership as defined in these bylaws shall join the ESA under one of these three classes, and cannot join the ESA in more than one membership class.
- 4.2.1.2 All members must be willing and agree to conduct their business in accordance with the Code of Ethics, bylaws of ESA and Anti-Trust Statement of ESA.
- 4.2.1.3 The ESA Board may deny membership and/or renewal of membership to any individual or business entity whose membership could be harmful to the reputation, credibility, or financial health of the association or could potentially undermine and/or conflict with the goals and/or programs of the association.

Subsection 4.2.2 Regular Membership

- 4.2.2.1 Regular Membership shall be open to any business entity which shall meet the following requirements:
 - 4.2.2.1.1 Provides installation, repair and/or monitoring of burglar alarms, fire alarms, or other electronic security systems which are consistent with the stated objectives of the association;
 - 4.2.2.1.2 Have made application to an ESA Chartered State Association in the state where the applicant does business and shall have been approved for membership by the Chartered State Association;
 - 4.2.2.1.3 Shall at all times be a member in good standing of the ESA Chartered State Association in at least one (1) state in which they do business;
 - 4.2.2.1.4 If a Chartered State Association does not exist in the state in which they are located or do business, they may apply for Regular membership to the ESA.
- 4.2.2.2 Regular Members may be classified as an Installing Dealer, or a Third Party Monitoring Company.
 - 4.2.2.2.1 Installing Dealer Regular Members provide installation, repair and/or monitoring of burglar alarms, fire alarms, or other electronic security systems which are consistent with the stated objectives of the association.

4.2.2.2.2 Third Party Monitoring Company Regular Members who do not install or repair electronic security systems and do provide monitoring of burglar alarms, fire alarms, or other electronic security systems which are consistent with the stated objectives of the association.

Subsection 4.2.3 Multi-Branch Company Membership

4.2.3.1 Multi-Branch Company Membership 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:

4.2.3.1.1 Provides installation and repair of burglar alarms, fire alarms, or other electronic security systems which are consistent with the stated objectives of the association;

4.2.3.1.2 A Multi-Branch Company shall become a member of the CSA's 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;

4.2.3.1.3 Unless otherwise directed by the Board of Directors of ESA, one (1) of those CSA's shall be in the state or region where the company is headquartered.

Subsection 4.2.4 National Company Membership

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

4.2.4.1.1 Provides installation and repair of burglar alarms, fire alarms, or other electronic security systems which are consistent with the stated objectives of the association;

4.2.4.1.2 A National Company shall become a member of the CSA's 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;

4.2.4.1.3 Unless otherwise directed by the Board of Directors of ESA, one (1) of those CSA's shall be in the state or region where the company is headquartered.

Subsection 4.2.5 Life Membership

4.2.5.1 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.

Subsection 4.2.6 Alumni Membership

4.2.6.1 Alumni Membership may be conferred upon a person who wishes to continue membership in the Association but who is no longer associated with the electronic security industry.

4.2.6.2 To qualify for Alumni Membership, an individual must have previously served as the designated representative of a Regular Member.

Subsection 4.2.7 Honorary Membership

4.2.7.1 Honorary Membership may be on a person who has performed meritorious service to the Association or upon others who cannot fulfill the requirements of Regular or Associate memberships.

Subsection 4.2.8 Probationary Membership

4.2.8.1 Probationary Membership shall be a reduction of membership status designated by majority vote of the Board of Directors after due consideration for failure to fulfill all the standards and requirements of membership.

Subsection 4.2.9 Public Safety Membership

- 4.2.9.1 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 the request of their department head.
- 4.2.9.2 This membership shall continue only so long as the enabling employment continues.

Subsection 4.2.10 Affiliate Membership

- 4.2.10.1 Affiliate Membership shall be open to any individual or business that does not otherwise qualify for membership under any other membership category, but has the capability of contributing significant value or expertise to the electronic security industry, or provides design, installation, service or monitoring of electronic security systems for its own use and not to either the general public or to alarm dealers.

Subsection 4.2.11 Associate Membership

- 4.2.11.1 Associate Membership shall be open to any individual or business entity that is engaged in the business of manufacturing, distributing, supplying, or selling products or services, generally used and relating to the members of the Association.

Subsection 4.2.12 Allied Organization Membership

- 4.2.12.1 Allied Organization Membership shall be open to any organization that does not qualify for membership under any other membership category, but has the capability of contributing significant value or expertise to the electronic security and life safety industry.

Section 4.3 Method of Election to Membership

Subsection 4.3.1 Method of Election to Regular Membership

- 4.3.1.1 The business entity applying for Regular Membership shall make initial application to the Chartered State Association in the state in which the applicant does business on the official application form.
- 4.3.1.2 A business entity applying for Regular Membership and located in a state, or states, in which no Chartered State Association exists at the time of application, may apply directly to the ESA for membership provided it shall meet all other applicable requirements for Regular Membership.
- 4.3.1.3 At such time as an association is chartered in the state in which a member is located, membership shall be renewed through the Chartered State Association.
- 4.3.1.4 Once a Regular Member is approved, it shall automatically become a member of ESA.
- 4.3.1.5 The Chartered State Association shall provide for investigation of the Applicant to determine if the Applicant meets the requirements set forth in these bylaws.
- 4.3.1.6 Upon approval by the Chartered State Association in accordance with the by-law requirements of the National Association, the applicant will become a Regular member of the National Association.
- 4.3.1.7 If the Chartered State Association rejects the applicant, the applicant may file a written appeal with the Board of Directors of ESA setting forth, with particularity, the reason for the appeal.
- 4.3.1.8 The matter shall then be submitted to the membership chairman and the legal counsel of both the Chartered State Association and of the ESA who shall, by a majority vote, recommend acceptance or rejection of the applicant as a Regular member of the Chartered State Association.
- 4.3.1.9 The recommendation of both the Membership Chairman and both legal counsel shall be submitted to the ESA Board of Directors, who shall vote on the acceptance or rejection of the applicant.

Subsection 4.3.2 Method of Election to Multi-Branch Membership

- 4.3.2.1 The business entity applying for Multi-Branch Membership shall make initial application to the Chartered State Association in the state in which the applicant does business on the official application form.
- 4.3.2.2 A business entity applying for Multi-Branch Membership and located in a state, or states, in which no Chartered State Association exists at the time of application, may apply directly to the ESA for membership provided it shall meet all other applicable requirements for Multi-Branch Membership.
- 4.3.2.3 At such time as an association is chartered in the state in which a member is located, membership shall be renewed through the Chartered State Association.
- 4.3.2.4 Once a Multi-Branch Member is approved, it shall automatically become a member of ESA.
- 4.3.2.5 The Chartered State Association shall provide for investigation of the Applicant to determine if the Applicant meets the requirements set forth in these bylaws.
- 4.3.2.6 Upon approval by the Chartered State Association in accordance with the by-law requirements of the National Association, the applicant will become a Multi-Branch Company member of the National Association.
- 4.3.2.7 If the Chartered State Association rejects the applicant, the applicant may file a written appeal with the Board of Directors of ESA setting forth, with particularity, the reason for the appeal.
- 4.3.2.8 The matter shall then be submitted to the membership chairman and the legal counsel of both the Chartered State Association and of the ESA who shall, by a majority vote, recommend acceptance or rejection of the applicant as a Multi-Branch member of the Chartered State Association.
- 4.3.2.9 The recommendation of both the Membership Chairman and both legal counsels shall be submitted to the ESA Board of Directors, who shall vote on the acceptance or rejection of the applicant.

Subsection 4.3.3 Method of Election to National Company Membership

- 4.3.3.1 The business entity applying for National Company Membership shall make initial application to the National Association on the official application form to the National Association Headquarters.
- 4.3.3.2 The application shall then be referred to the Executive Officer to determine whether the applicant meets the requirements set forth in these bylaws.
- 4.3.3.3 Upon completion of the investigation, the Executive Officer shall refer the report to the Board of Directors.
- 4.3.3.4 The applicant may then be eligible to become a National Member upon the approval of the Board of Directors.

Subsection 4.3.4 Method of Election to Life Membership

- 4.3.4.1 Life Membership shall be approved by a seventy five percent (75%) majority vote of the Board.

Subsection 4.3.5 Method of Election to Alumni Membership

- 4.3.5.1 Alumni Membership shall be approved by a majority vote of the Board

Subsection 4.3.6 Method of Election to Honorary Membership

- 4.3.6.1 Honorary Membership may be conferred by a majority vote of seventy five percent (75%) of the Board of Directors.

Subsection 4.3.7 Method of Election to Probationary Membership

- 4.3.7.1 Probationary Membership shall be a reduction of membership status designated by majority vote of the Board of Directors after due consideration for failure to fulfill all the standards and requirements of membership.

Subsection 4.3.8 Method of Election to Public Safety Membership

4.3.8.1 The applicant for Public Safety Membership must secure approval of the Board of Directors.

Subsection 4.3.9 Method of Election to Affiliate Membership

- 4.3.9.1 The individual or business entity applying for Affiliate Membership shall make initial application to the Chartered State Association in a state in which the applicant does business.
- 4.3.9.2 If the CSA does not have a membership category to accommodate the Affiliate or if the applicant does business solely in a state or states without a Chartered State Association, the applicant may make application to the National Association directly on the official application form to the National Association's Headquarters.
- 4.3.9.3 At such time as an association is chartered in the state in which a member is located, membership shall be renewed through the Chartered State Association.
- 4.3.9.4 Upon approval by the Chartered State Association, the applicant will automatically become an Affiliate member of the ESA.
- 4.3.9.5 In the case of an applicant doing business solely in a state or states without a Chartered State Association or in a state whose Chartered State Association does not have a membership category to accommodate the Affiliate, the application shall then be referred to the Executive Officer of ESA to determine whether the applicant meets the requirements set forth in these bylaws.
- 4.3.9.6 Upon completion of the investigation, the Executive Officer shall refer the report to the Board of Directors.
- 4.3.9.7 The applicant doing business solely in a state or states without a Chartered State Association or in a state whose Chartered State Association does not have a membership category to accommodate the Affiliate, may then be eligible to become an Affiliate member upon the approval of the Board of Directors.

Subsection 4.3.10 Method of Election to Associate Membership

- 4.3.10.1 The individual or business entity applying for Associate Membership shall make initial application to the National Association on the official application form to the National Association Headquarters.
- 4.3.10.2 The application shall then be referred to the Executive Officer to determine whether the applicant meets the requirements set forth in these bylaws.
- 4.3.10.3 Upon completion of the investigation, the Executive Officer shall refer the report to the Board of Directors.
- 4.3.10.4 The applicant may then be eligible to become an Associate Member upon the approval of the Board of Directors.

Subsection 4.3.11 Method of Election to Allied Organization Membership

4.3.11.1 Allied Organization Membership shall be approved by a majority vote of the Board of Directors.

Section 4.4 Duties and Privileges

Subsection 4.4.1 Duties and Privileges of Regular Membership

4.4.1.1 A Regular Member shall have one (1) vote and shall be entitled to all other benefits of the Association.

Subsection 4.4.2 Duties and Privileges of Multi-Branch Membership

4.4.2.1 A Multi-Branch Company Member shall have one (1) vote and shall be entitled to all other benefits of the Association.

Subsection 4.4.3 Duties and Privileges of National Company Membership

4.4.3.1 A National Company Member shall have one (1) vote through its designated representative and shall be entitled to all other benefits of the Association.

Subsection 4.4.4 Duties and Privileges of Life Membership

4.4.4.1 Life members shall be exempt from payment of all dues and assessments, may attend all conventions and meetings and shall have the right to vote, but shall not have the right to hold office.

Subsection 4.4.5 Duties and Privileges of Alumni Membership

- 4.4.5.1 Alumni members shall receive Association publications and shall be eligible to attend such meetings that are open to Regular Members.
- 4.4.5.2 Alumni membership shall be subject to all rules and regulations pertaining to a Regular membership but shall not have the right to vote or hold office.
- 4.4.5.3 Alumni members shall be required to pay annual membership dues which from time to time will be determined by the Board of Directors.

Subsection 4.4.6 Duties and Privileges of Honorary Membership

- 4.4.6.1 Honorary members shall receive Association publications and may attend conventions and meetings but shall not have the right to vote or to hold office.
- 4.4.6.2 Honorary members shall be exempt from payment of all dues and assessments.

Subsection 4.4.7 Duties and Privileges of Probationary Membership

4.4.7.1 Probationary members shall not have the right to vote or to hold office and shall be subject to further action by the Board of Directors in accordance with the bylaws of the Association.

Subsection 4.4.8 Duties and Privileges of Public Safety Membership

4.4.8.1 Public Safety members shall receive Association publications and may participate in committees, attend conventions and meetings but shall not have the right to vote or the ability to hold elected office.

Subsection 4.4.9 Duties and Privileges of Affiliate Membership

4.4.9.1 Affiliate members shall receive Association publications and may participate in committees, attend conventions and meetings but shall not have the right to vote or the ability to hold elected office.

Subsection 4.4.10 Duties and Privileges of Associate Membership

4.4.10.1 Associate members shall receive Association publications and may participate in committees, attend conventions and meetings, shall have the right to vote but shall not have the ability to hold an elected office identified in Article 6.

Subsection 4.4.11 Duties and Privileges of Allied Organization Membership

4.4.11.1 Allied Organization members shall receive Association publications and may participate in committees, attend conventions and meetings but shall not have the right to vote or the ability to hold elected office unless such right is conferred in another section of these bylaws.

Section 4.5 Dues

4.5.1 Annual dues for each class of membership except Honorary and Life members shall be determined from time to time by a 2/3rds-majority vote of the Board of Directors.

Section 4.6 Transfer of Membership

- 4.6.1 The memberships conferred herein are vested in the business entities and are not transferable with the individual, except in the case of a Life, Alumni or Honorary Membership which are vested in the individual.

Section 4.7 Disciplinary Procedures

- 4.7.1 Any dues paying member who shall fail to pay any dues or indebtedness to the Association within ninety (90) days after statement of such obligation has been mailed by the Treasurer of ESA or by the Treasurer of a Chartered State Association which collects combined dues, shall be designated as a probationary member during the continuance of the delinquency.
- 4.7.2 At the expiration of a thirty (30) day period of probation the member will be expelled from the Association, if their dues or other indebtedness to the Association has not been satisfied.
- 4.7.3 The above process of probation and expulsion may be appealed by the member involved by filing a Notice of Appeal to the Committee consisting of the Membership Chairs and legal Counsel of involved CSA and the ESA. Upon a review of the appeal, the member, by a majority vote, may either be expelled, reinstated to a probationary membership, or restored to a full membership.
- 4.7.4 In similar manner, the Board of Directors may expel any member it may decide has been guilty of making false reports to the Association, or to have violated any agreement lawfully and formally entered into with the Association, or who fails to continue to fulfill all the standards and requirements for membership, or has been convicted of a felony.

Section 4.8. Resignation

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

Section 4.9 Meetings and Quorum

Subsection 4.9.1 Annual Meeting

- 4.9.1.1 An annual meeting of the general membership and an annual meeting of the Board of Directors shall be held once per year at a time and place to be determined by the Board of Directors.
- 4.9.1.2 The Secretary shall give written notice of such meeting to the membership and to the members of the Board of Directors at least thirty (30) days but not more than ninety (90) days prior to the meeting.

Subsection 4.9.2 Special Meeting

- 4.9.2.1 A special meeting of the general membership shall be called by the President upon the recommendation of two-thirds (2/3) of the Board of Directors, or upon the written request of one-third (1/3) of the regular members. The Secretary shall give written notice of such meeting not less than thirty (30) days prior to such meeting.

Subsection 4.9.3 Quorum and Voting

- 4.9.3.1 Members in good standing and entitled to vote, present at any properly called meeting of the general membership, shall constitute a quorum.
- 4.9.3.2 Except as may otherwise be provided in these bylaws, all action taken shall be by majority vote of those present and voting.
- 4.9.3.3 Each Regular Member, National Company Member, Multi-Branch Company Member, Associate and Life Member, shall be entitled to one (1) vote.
- 4.9.3.4 A member who does not attend the annual meeting may only vote in concurrence with the procedures established in Subsection 4.9.3.12.
- 4.9.3.5 No Regular Member, National Company Member, Multi-Branch Company Member, Associate or Life Member may cast more than one (1) vote.
- 4.9.3.6 Whenever a question arises which requires a membership vote and in the judgment of

- the Executive Committee it is not expedient to call a special meeting of the members for the specific purpose, the Board of Directors is hereby vested with authority to direct the Executive Officer to submit the issue by mail ballot to the voting membership for decision.
- 4.9.3.7 Questions and issues presented in this manner shall require a favorable vote of two-thirds (2/3rd) or more of the members casting votes and shall have the same force and effect as if the issue had been voted upon at a meeting of the Association.
- 4.9.3.8 However, bylaws may only be amended as prescribed in these bylaws.
- 4.9.3.9 In order to cast a vote the member must be in good standing.
- 4.9.3.10 A member in good standing is a member who has fully paid the appropriate annual dues.
- 4.9.3.11 In order to vote a person must be listed as the official representative or official alternate representative of that member company. Members will be asked to specify these representatives annually as a part of the dues billing process. Changes to the official representatives or official alternate representatives must be made at least 45 days prior to the meeting. The representative must be an owner, officer or bonafide full time employee of the Member Company who is 18 years of age or older to be eligible to cast a vote on behalf of that member.
- 4.9.3.12 The Board of Directors can establish appropriate procedures to allow qualified members who are otherwise eligible to vote but unable to physically attend the annual meeting to vote under the following guidelines:
- 4.9.3.12.1 The Board shall adopt a policy and procedure to ensure that the identity of the voter is known, that the voter is afforded appropriate secrecy and to ensure that each eligible voter is able to cast only one vote;
- 4.9.3.12.2 The Executive Officer shall send to all voting members, prior to the beginning of the voting period, a ballot containing a list of all nominees and all issues to be voted upon. A description of the voting procedures and deadlines and separate information as to the qualifications of the nominees and the pros and cons of the issue to be voted upon must also be sent to each potential voter;
- 4.9.3.12.3 The voter shall return the completed ballot to an objective party such as the association staff or a firm hired for the purpose of tabulating the voting.

Article 5. Board of Directors

Section 5.1 Composition

- 5.1.1 There shall be a Board of Directors consisting of the President, four (4) Vice Presidents, one of whom, following odd numbered year elections, shall be the Vice President/President Elect, the Secretary, the Treasurer, the three (3) immediate attending Past Presidents, one (1) representative from each CSA selecting direct representation, one (1) duly elected representative from each CSA group which has selected group representation, one (1) representative elected from the AAA(s) in each state with a AAA, one (1) representative who shall represent and be elected by the National Company Members, one (1) representative who shall represent and be elected by the Associate Members one (1) representative of CSAA and one (1) representative of SIA.
- 5.1.2 No elected officer of ESA shall simultaneously serve as Association representative to the Board of Directors.

Section 5.2 Duties

- 5.2.1 The Board of Directors shall, subject to instructions given by resolution passed at the regular or special meeting, have charge of the affairs and funds of the Association.

- 5.2.2 The Board of Directors shall have control of the bonding of all persons handling the Association's funds. Persons who must be bonded are the President, Treasurer and Executive Officer.
- 5.2.3 The Board of Directors shall establish and at all times maintain a current job description for each officer.
- 5.2.4 The Board of Directors shall approve the annual budget at a meeting before October 1 of the previous year.

Section 5.3 Selection

Subsection 5.3.1 Chartered State Association Representatives

Subsection 5.3.1.1 General

- 5.3.1.1.1 Annually each Chartered State Association shall select direct or group representation.
- 5.3.1.1.2 Each Chartered State Association's direct representative or group representative shall be nominated from and authorized to represent a Chartered State Association in good standing of ESA.
- 5.3.1.1.3 Each CSA electing a direct or group representative shall be in compliance with these bylaws at the time of the election.
- 5.3.1.1.4 Not less than one hundred fifty (150) days prior to the annual meeting, the Secretary of ESA shall solicit from each CSA their choice of either direct or group representation and the name of the direct representative or the nominee for group representative, whichever is applicable.
- 5.3.1.1.5 Not less than ninety (90) days prior to the annual meeting, each CSA shall notify the Secretary of ESA of their choice of direct or group representation.
- 5.3.1.1.6 The Executive Officer of the ESA and the Legal Counsel of ESA shall be Ex-Officio Members of the Board of Directors of ESA.
- 5.3.1.1.7 The President may designate the chairmen of certain key committees as Ex-Officio Members of the Board of Directors during their administration.
- 5.3.1.1.8 Ex Officio Members shall have no vote.

Subsection 5.3.1.2 Direct Representation

- 5.3.1.2.1 The Chartered State Associations selecting direct representation shall select their representative in a manner consistent with the bylaws of the Chartered State Association.
- 5.3.1.2.2 Each CSA selecting direct representation shall indicate the name of their representative or notify the Secretary of ESA of a different term of office pursuant to these bylaws.

Subsection 5.3.1.3 Group Representation

- 5.3.1.3.1 Each group of Chartered State Associations which have voluntarily joined together to be represented by group representation, shall, under supervision of the Secretary of ESA, each elect their representative to serve on the Board of Directors.
- 5.3.1.3.2 Chartered State Associations selecting group representation may voluntarily form groups of not more than ten (10) CSA's for the purpose of electing one (1) representative on the Board of Directors.
- 5.3.1.3.3 Unless otherwise agreed upon by all the CSA's in each group, each CSA shall be responsible for an equal amount of the cost of the funding for the group representative.
- 5.3.1.3.4 Any alternative plan shall be signed by the President or Secretary of each CSA and filed with the Secretary of ESA prior to the election of the Group Representative.
- 5.3.1.3.5 Each CSA choosing group representation shall include the nominee for group representative if they desire to make such nomination.

- 5.3.1.3.6 Not later than seventy-five (75) days prior to the commencement of the annual meeting, the Secretary of ESA shall distribute one (1) ballot to each CSA selecting group representation with the names of the nominees from the CSA's in that group.
- 5.3.1.3.7 Not less than forty-five (45) days prior to the annual meeting, the results of the vote of each CSA selecting group representation shall be submitted to the ESA office.
- 5.3.1.3.8 Said results shall be in writing and signed by the President or Secretary of each CSA.
- 5.3.1.3.9 In the event of a tie vote, the election shall be determined by weighing each vote according to the number of Regular Members in each CSA on the ESA roster sixty (60) days prior to the annual meeting.
- 5.3.1.3.10 The Secretary of ESA shall announce the results of each vote no less than thirty (30) days prior to the annual meeting.

Subsection 5.3.1.4 Term of Office for Chartered State Association Representatives

- 5.3.1.4.1 The term of office for group representatives shall commence immediately following the annual meeting of the general membership and shall end immediately following the succeeding annual meeting of the general membership.
- 5.3.1.4.2 The term of office for direct representatives shall:
 - 5.3.1.4.2.1 Commence immediately following the annual meeting of the general membership and shall end immediately following the succeeding annual meeting of the general membership. or;
 - 5.3.1.4.2.2 Be for a term consistent with the term of officers of the CSA, provided however, that the CSA shall notify the Secretary of ESA of such term and within thirty (30) days following the beginning of said term, the name of the person who shall serve as the representative for said CSA;
- 5.3.1.4.3 Nothing in these bylaws inclusive shall be construed to limit the number of terms any direct or group representative shall be permitted to serve.

Section 5.3.2 National Company Representative

- 5.3.2.1 The National Company Members, under the supervision of the Secretary of ESA, shall elect their representative to serve on the Board of Directors.
- 5.3.2.2 The National Company Representative shall be elected by the National Company Members who pay dues for fifteen (15) or more company owned and operated branch offices at least thirty (30) days prior to the annual meeting and serve for one (1) year, commencing at the conclusion of the annual meeting.

Section 5.3.3 Associate Representative

- 5.3.3.1 The Associate Members, under the supervision of the Secretary of ESA, shall elect their representative to serve on the Board of Directors.

Section 5.3.4 Representatives of Other Associations

- 5.3.4.1 The President may invite representatives of other associations with interests in common with the Association to sit on the Board of Directors as Ex Officio members during his/her term of office.
- 5.3.4.2 Ex Officio Members shall have no vote.
- 5.3.4.3 The representative of CSAA shall be appointed by the President of CSAA.
- 5.3.4.4 The representative of SIA shall be appointed by the President of SIA.

Section 5.3.5 Affiliated Alarm Association Representatives

- 5.3.5.1 Each group of Affiliated Alarm Associations (AAAs) in a state or territory without a Chartered State Association shall, under supervision of the Secretary of ESA, each elect their representative to serve on the Board of Directors.
- 5.3.5.2 Unless otherwise agreed upon by all the AAAs in each group, each AAA shall be responsible for an equal amount of the cost of the funding for the State AAA representative.
- 5.3.5.3 Any alternative plan shall be signed by the President or Secretary of each AAA and filed with the Secretary of ESA prior to the election of the State AAA Representative.
- 5.3.5.4 Not later than May 15th, the Secretary of ESA shall distribute one (1) ballot to each AAA with the names of the nominees from the AAAs in that group.
- 5.3.5.5 Not later than June 15th, the vote of each AAA shall be submitted to the ESA office.
- 5.3.5.6 Said votes shall be in writing and signed by the President or Secretary of each AAA.
- 5.3.5.7 In the event of a tie vote, the election shall be determined by weighing each vote according to the number of Regular Members in each AAA on the ESA roster on May 1.
- 5.3.5.8 The Secretary of ESA shall announce the results of each vote on or before July 1.
- 5.3.5.9 The term of office for state AAA representatives shall commence on July 1 and shall end on June 30.
- 5.3.1.10 Nothing in these bylaws shall be construed to limit the number of terms any state AAA representative shall be permitted to serve.

Section 5.4 Meetings and Quorum

Subsection 5.4.1 Regular Meetings

- 5.4.1.1 An annual meeting of the Board of Directors shall be held once per year at a time and place to be determined by the Board of Directors.
- 5.4.1.2 The Secretary shall give notice of such meeting to the members of the Board of Directors at least thirty (30) days but not more than ninety (90) days prior to the meeting.
- 5.4.1.3 A regular meeting of the Board of Directors may be called by the President or the Secretary of the Association upon not less than thirty (30) days written notice.
- 5.4.1.4 Any properly called regular meeting of the Board of Directors may, at the option of the President, be conducted via telephone or other electronic means, provided however, all parties to the meeting can communicate with all other parties to the meeting.

Subsection 5.4.2 Special Meetings

- 5.4.2.1 A special meeting of the Board of Directors may be called by the President or upon the recommendation of the Board of Directors.
- 5.4.2.2 The Secretary shall give notice of such meeting not less that twenty-four (24) hours prior to the meeting.
- 5.4.2.3 Any properly called special meeting of the Board of Directors may, at the option of the President, be conducted via telephone or other electronic means, provided however, all parties to the meeting can communicate with all other parties to the meeting.

Subsection 5.4.3 Quorum and Voting

- 5.4.3.1 One-third (1/3) of the members in good standing and entitled to vote shall constitute a quorum of the Board of Directors.

- 5.4.3.2 Except as may otherwise provided in these bylaws, all action taken by the Board of Directors shall be by a majority vote of the votes cast. Matters requiring a two thirds vote will require two thirds of the votes cast. Matters requiring a three quarter vote will require three quarters of the votes cast.
- 5.4.3.3 In order to cast a vote at any meeting of the Board of Directors, the CSA must be in good standing.
- 5.4.3.4 Each director representing a Chartered State Association shall have two (2) votes, all other voting directors shall have one (1) vote on the Board of Directors.

Subsection 5.4.4 Vacancies

- 5.4.4.1 In case the President cannot attend the meeting, the Board of Directors shall elect a President Pro Tempore for that session.

Article 6. Officers

Section 6.1 Types

- 6.1.1 The Officers of the Association shall consist of a President, four (4) Vice Presidents, one of whom for a one (1) year period following odd numbered year elections, shall have been elected Vice President/President Elect; a Secretary; and a Treasurer, each performing the usual duties of their office.

Section 6.2 Duties

Subsection 6.2.1 President

- 6.2.1.1 It shall be the duty of the President to preside at all meetings of the Association and its Board of Directors and 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 bylaws of the Association and Robert's Rules of Order.
- 6.2.1.2 The President, shall, each year, appoint a Parliamentarian to aid and assist in conducting meetings and conventions and shall appoint a member of the Board of Directors to serve as the representative of the Association on the Board of Directors of any other association as may be authorized by the Board of Directors.
- 6.2.1.3 The President may also appoint a Sergeant at Arms and a Chaplain.
- 6.2.1.4 The President shall have the authority to declare any meeting a "closed session" which would exclude all but voting and ex officio members.

Subsection 6.2.2 Vice President/President Elect

- 6.2.2.1 The Vice President/President Elect shall assume the presidency upon the conclusion of the term of the incumbent President.
- 6.2.2.1 The Vice President/President Elect shall report to the President and the Board of Directors, serve as liaison to at least one of the standing ESA committees, promote all of the objectives of the Association nationwide and perform such duties as assigned to them by the President and/or the Board of Directors.
- 6.2.2.3 The Vice President/President Elect shall have served on the Executive Committee for a period of at least one (1) year and be the official representative or official alternate representative of a member in good standing who is qualified to vote under these bylaws.

Subsection 6.2.3 Vice Presidents

- 6.2.3.1 Each Vice President shall report to the President and the Board of Directors, serve as liaison to at least one of the standing ESA committees, promote all of the objectives of the Association nationwide and perform such duties as assigned to them by the President and/or the Board of Directors.
- 6.2.3.2 Each Vice President shall have served on the Board of Directors or as a Committee Chairman for a period of at least one (1) year and be the official representative or official alternate representative of a member in good standing who is qualified to vote under these bylaws.

Subsection 6.2.4 Secretary

- 6.2.4.1 The Secretary shall be responsible for calling the roll of voting members at the annual meeting and for the preparation of accurate minutes of the proceedings of the annual meeting and the Board of Director's meetings and shall be responsible for arranging the election of any representatives called for in these bylaws.
- 6.2.4.2 The Secretary shall report to the President and the Board of Directors, serve as liaison to at least one of the standing ESA committees, promote all of the objectives of the Association nationwide and perform such duties as assigned to them by the President and/or the Board of Directors.
- 6.2.4.3 The Secretary shall have served on the Board of Directors or as a Committee Chairman for a period of at least one (1) year and be the official representative or official alternate representative of a member in good standing who is qualified to vote under these bylaws.

Subsection 6.2.5 Treasurer

- 6.2.5.1 The duties of the Treasurer shall consist of providing for the deposit of Association funds, and co-signing the checks with the President and the Executive Officer.
- 6.2.5.2 All checks must be properly documented by a vendor's 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.
- 6.2.5.3 The Treasurer shall only co-sign checks for expenditures that are covered by the current approved Association budget.
- 6.2.5.4 Other expenditures must be presented in detail to the Board of Directors for their information at their next meeting.
- 6.2.5.5 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.
- 6.2.5.6 The Treasurer shall report to the President and the Board of Directors, serve as liaison to at least one of the standing ESA committees, promote all of the objectives of the Association nationwide and perform such duties as assigned to them by the President and/or the Board of Directors.
- 6.2.5.7 The Treasurer shall have served on the Board of Directors or as a Committee Chairman for a period of at least one (1) year and be the official representative or official alternate representative of a member in good standing who is qualified to vote under these bylaws.

Section 6.3 Nomination and Election of Officers

Subsection 6.3.1 Election Committee

- 6.3.1.1 The Board of Directors shall appoint an Election Committee within one hundred and eighty (180) days after the date of the annual meeting.
- 6.3.1.2 The Election Committee shall consist of at least five (5) official representatives of Voting members or a Life Member.
- 6.3.1.3 At least one (1) of the members shall be a past president.

- 6.3.1.4 The Election Committee will qualify nominees by determining whether the nominee meets the requirements in these Bylaws for the office being sought.
- 6.3.1.5 The Election Committee may request that particular members submit their name for nomination to an open office. Such nominations must meet the requirements of Subsection 6.3.2.1 and all other requirements of the Bylaws.
- 6.3.1.6 Prior to an election, the Election Committee shall notify the voting membership of the qualified nominees in accordance with the election procedures approved by the Board of Directors.
- 6.3.1.7 The Election Committee will recommend election procedures for approval by the Board of Directors.

Subsection 6.3.2 Nominations

- 6.3.2.1 Nominations for each open office may be made by a Regular Member in good standing, 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.
- 6.3.2.2 Nominations must be submitted to the Elections Committee in accordance with election procedures approved by the Board of Directors.

Subsection 6.3.3 Elections

- 6.3.3.1 Election for each office shall be held, by vote of the qualified voters of the Association under procedures provided under subsection 4.9.3.12 of these bylaws.
- 6.3.3.2 A majority of the votes cast shall elect.
- 6.3.3.3 The Vice President/President Elect, one (1) Vice President and the Treasurer shall be in odd numbered years.
- 6.3.3.4 All shall serve for a term of two (2) years, except the Vice President/ President Elect, who shall serve for three (3) years.
- 6.3.3.5 A Vice President, who shall serve for a one (1) year term to succeed the Vice President/President Elect, two (2) additional Vice Presidents and a Secretary, who shall serve for two (2) years, shall be elected in even numbered years.
- 6.3.3.6 All shall serve their term or until their successors are elected and qualified.
- 6.3.3.7 The Vice President/President Elect shall assume office of President on July 1 one (1) year after elected.
- 6.3.3.8 All other officers shall assume office on July 1 following the vote when they were elected.

Subsection 6.3.4 Vacancies

- 6.3.4.1 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.
- 6.3.4.2 Vacancies occurring in the office of Vice President, Secretary or Treasurer, shall likewise be filled by election of the Board of Directors.
- 6.3.4.3 In event of death or resignation of a member of the Executive Committee, the President shall appoint a member of the Board of Directors to serve until a new member is elected.

Article 7. Committees

Section 7.1 Executive Committee

Subsection 7.1.1 Composition

- 7.1.1.1 The Executive Committee shall consist of eight (8) members which shall include the President, one (1) Vice President/President-Elect, three (3) additional Vice Presidents in odd-numbered years or four (4) additional Vice Presidents in even-numbered years, the Secretary, the Treasurer, and the immediate Past President.
- 7.1.1.2 The Executive Officer and Counsel shall be the ex officio members of the Executive Committee.

Subsection 7.1.2 Duties

- 7.1.2.1 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 by the Board of Directors.
- 7.1.2.2 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.

Subsection 7.1.3 Meetings and Quorum

- 7.1.3.1 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.
- 7.1.3.2 A majority of the Executive Committee shall constitute a quorum of the Executive Committee.

Section 7.2 Other Committees

Subsection 7.2.1 Composition

- 7.2.1.1 The President shall recommend to the Board of Directors the establishment of such committees as are necessary to achieve the objectives of the Association.
- 7.2.1.2 The President shall then appoint a Chairman and members of each committee.
- 7.2.1.3 Committees may be abolished by action of the Board of Directors.

Subsection 7.2.2 Duties

- 7.2.2.1 The Board of Directors, in authorizing the establishment of any committee, shall adopt a statement of functions and operations for that committee.
- 7.2.2.2 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.

Subsection 7.2.3 Meeting and Quorum

- 7.2.3.1 A majority of a committee shall constitute a quorum.
- 7.2.3.2 A committee shall convene and meet at the call of the chair or on a call of a majority of the committee.
- 7.2.3.3 A member of a committee shall have the right to vote in the committee regardless of the committee members voting status or lack of status as a member.

Article 8. Executive Officers

Section 8.1 Executive Officer

- 8.1.1 The Executive Officer and/or Association Management Organization, herein referred to as "Executive Officer", shall be selected by the Board of Directors.
- 8.1.2 The Executive Officer is not required to be a member of the Association and may be compensated in such manner and in such amounts as the Board of Directors determines.
- 8.1.3 The Executive Officer shall perform such duties as may be assigned by the Board of Directors and the President and shall report to them.
- 8.1.4 The Executive Officer shall receive all monies paid or payable to the Association and may sign checks for expenditures included in the approved budget.
- 8.1.5 The Executive Officer shall submit an annual budget for review and approval by the Board of Directors.
- 8.1.6 The Executive Officer shall report the receipt and disbursements to annual meetings and at such other times as directed to do so by the Board of Directors.
- 8.1.7 The Executive Officer shall furnish an adequate Surety Bond conditioned upon the faithful discharge of duties.
- 8.1.8 The cost of the bond shall be the expense of the Association, payable from funds of the

Association.

8.1.9 All books, documents and papers of the Association shall be in the custody and control of the Executive Officer but remain the property of the Association.

8.1.10 The Executive Officer shall arrange all meetings, prepare agendas and send out required notices.

8.1.11 The Executive Officer shall submit a financial and operating statement which has been audited and prepared by an independent CPA, to the President and Treasurer once a year not later than one hundred and fifty (150) days after the end of the Association's fiscal year.

Section 8.2 Legal Counsel

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

Section 8.3 Auditor

8.3.1 Such 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 Auditors, and whenever possible, fees and/or retainers.

Article 9. Parliamentary Authority

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

Article 10. Grievance Procedures

10.1 The Grievance Committee shall consist of three (3) members appointed by the President, one (1) of whom shall be a Vice President.

10.2 All grievances must be sent to the three (3) members of the Grievance Committee at least thirty (30) days prior to the regularly called meeting of the Board of Directors.

10.3 The procedure is as follows:

10.3.1 The Complainant shall submit the grievance in writing setting forth:

10.3.1.1 Complainant's name;

10.3.1.2 Address of same;

10.3.1.3 Trade name and personal name of accused party;

10.3.1.4 Address of same;

10.3.1.5 Nature of complaint;

10.3.1.6 Attach supporting data, places, pictures, advertising clips and/or other applicable items.

10.3.2 Preliminary investigation will be made by a Vice President designated by the President.

10.3.3 If grievance is substantiated, a mutually agreeable time shall be set for a meeting of the accused and accusers.

10.3.4 Hearing shall be presided over by a Vice President and the two (2) members of the Grievance Committee.

10.3.5 The Chairman of the Grievance Committee is to make a report of the Committee's findings to the Board of Directors in writing.

10.3.6 If not resolved, complainant and defendant must be notified to appear before the Board of Directors.

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

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

- 10.3.9 In the event the Board of Directors shall find a member responsible or guilty of the accusation, the Board of Directors may upon majority vote, impose one of the following sanctions:
- 10.3.9.1 Warning;
 - 10.3.9.2 Remanded to probationary member status;
 - 10.3.9.3 Expulsion.
- 10.3.10 Grievances between one member of a Chartered State Association against another member of the same Chartered State Association will be handled internally by the Chartered State Association.

Article 11. Limitations

- 11.1 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.
- 11.2 The Association or membership therein shall not be used for the promotion of individual interests.
- 11.3 No member shall use the office or title on their personal or business stationery.
- 11.4 Members may designate their membership by using the name of the Association on their letterheads, advertising or business cards.

Article 12. Indemnification

- 12.1 The Association shall indemnify any and all of its Directors, Officers and Employees or former Directors, Officers or any person who may have served at its request as a Director or Officer of another entity, from any suit or proceeding, by reason of the fact that he or she was or is a Director, Officer, Employee or Agent of the Association or is or was serving at the request of the Association as a Director, or Officer of another entity, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, if said person acted in good faith, in a manner he or she believed to be in the best interest of the Association and had no reason to believe his or her conduct was unlawful.
- 12.2 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. 12.3 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 13. Amendments

- 13.1 The bylaws may be amended in the following manner:
- 13.1.1 A written notice setting forth the proposed amendment verbatim shall be sent to each voting member at least thirty (30) days before the date when ballots are due to be received at the Association office, at which time balloting on the amendment will close voted upon;
 - 13.1.2 Before the amendment is adopted, it shall receive a favorable vote of two-thirds (2/3rd) or more of the votes cast. Voting shall be conducted pursuant to subsection 4.9.3 of these bylaws;
 - 13.1.3 A member in good standing may submit a proposed amendment to the bylaws for the consideration of the membership to the Executive Officer at any time. If the amendment is submitted at least 45 days prior to the next membership meeting or vote of the membership, it will be placed before the membership at that time. Amendments submitted at other times will be held until the next scheduled or special membership meeting or vote.

Article 14. Dissolution

14.1 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 2 of these bylaws as a majority of the Board of Directors shall decide.

*These bylaws were amended and adopted by the Regular Membership of ESA on November 22, 1999.
These bylaws were amended and adopted by the Regular Membership of ESA on May 11, 2005*