

**BY-LAWS**  
**of the**  
**FIRE SUPPRESSION SYSTEMS ASSOCIATION**

**ARTICLE I**

**Name**

The name of this organization shall be: FIRE SUPPRESSION SYSTEMS ASSOCIATION ("FSSA").

**ARTICLE II**

**Office**

The Association shall have and continuously maintain in Illinois a registered office and registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

**ARTICLE III**

**Purposes**

The purpose of the Association shall be to foster and promote the best interests of the manufacturers, suppliers and designer-installers of fire systems and to undertake such programs and services as are lawful and consistent with this purpose. Activities to accomplish this purpose include, but are not limited to:

- A. Participating in the work of private and governmental organizations and agencies, international organizations, and testing agencies which develop standards, codes or specifications related to fire systems.
- B. Participating in the work of building regulatory bodies and organizations which develop model building code regulations related to fire systems.
- C. Collecting and disseminating data, statistics and information which are of value to the membership.

- D. Participating in such legislative matters as may be from time to time determined to further the purpose of the Association.
- E. Maintaining a central organization through which lawful undertakings of the industry may be conducted effectively by cooperative effort.
- F. Maintaining a liaison and cooperating with other governmental and private organizations and associations in furtherance of the purpose of the Association.
- G. Conducting educational programs and activities in order to promote the proper selection, installation, use, care and maintenance of fire systems.
- H. Limiting any matter of business which may be transacted by the Association to the lawful accomplishment of the purpose herein set forth.
- I. Engaging in cooperative technical research.

As used in these bylaws the term "fire systems" shall mean detection and special agent fire suppression systems and related components which have been tested and listed or approved by a nationally recognized testing laboratory. "Fire Systems" shall not include automatic water only sprinkler systems.

## **ARTICLE IV**

### **Membership**

**SECTION 1. MEMBERSHIP.** Any firm or corporation shall be eligible for membership in the Association according to the classes described in section two of this Article IV, provided the firm or corporation has been regularly engaged in business in the applicable class for a period of at least one year. Upon application, the Board of Directors may waive the one year requirement when appropriate under the circumstances.

### **SECTION 2. CLASSES OF MEMBERSHIP.**

A. **Manufacturer.** A manufacturer member is a firm or corporation which designs, manufactures and sells fire systems but does not on a regular basis install, maintain or repair fire systems.

B. **Designer-Installer.** A designer-installer member is a firm or corporation which on a regular basis designs, installs, maintains and repairs fire systems but does not manufacture fire systems.

C. Manufacturer-Installer. A manufacturer-installer member is a firm or corporation which manufactures and sells fire systems and which also on a regular basis engages in the design, installation, maintenance and repair of fire systems.

D. Supplier. A supplier member is a firm or corporation which is a supplier of component parts or agents to fire systems manufacturers who qualify for membership as manufacturer members or other member classes but do not themselves produce fire systems in its finished form as their primary business.

E. Honorary. An honorary member is a non-voting membership granted to an individual whose contribution to the fire suppression and protection industry is recognized by the Board of Directors in accordance with criteria adopted by the Board of Directors. An honorary member may participate in association programs and activities as determined by the Board of Directors.

F. Emeritus. An emeritus member is a non-voting membership granted to an individual whose contribution to the fire suppression and protection industry is recognized by the Board of Directors in accordance with criteria adopted by the Board of Directors. An emeritus member may participate in association programs and activities as determined by the Board of Directors.

G. Associations. Non-voting membership is available on a non-dues basis to a fire protection related association that offers reciprocal membership rights to this Association. Such members may participate in Association activities as determined by the Board of Directors.

H. Associate. An associate member is a firm or corporation which is recognized by the Board of Directors as a supplier of services to the fire systems industry and does not qualify for membership in any other membership class. Associate membership shall be non-voting and such members may participate in association programs and activities as determined by the Board of Directors.

SECTION 3. MEMBERSHIP APPROVAL. Written application for membership accompanied by the first year's dues payable in advance shall be submitted to the Executive Director by the firm or corporation applying. The application shall then be submitted to the Chairman of the Membership Committee for evaluation and recommendation to the Board of Directors which may approve the application by a majority vote at any regular or special meeting at which a quorum is present or by mail ballot.

SECTION 4. VOTING. Each member with voting rights shall appoint a designated representative who shall represent the member in the affairs of the Association. Each member shall appoint an alternate representative who shall act for the member in the absence of the designated representative.

SECTION 5. ANNUAL MEETING. There shall be an annual meeting of the members of the Association at the time and place designated by the Board of Directors for the transaction of the business and the reporting on Association activities to the membership. Those present entitled to

vote at such meeting shall constitute a quorum for the transaction of business and unless otherwise required by statute a majority vote of such quorum shall be sufficient to transact any business at such meeting.

**SECTION 6. TERMINATION OF MEMBERSHIP.** The membership of any member may be terminated by the Board of Directors by any of the following methods:

- A. Retirement from the industry.
- B. Written resignation sent to the Executive Director giving at least ten days advance notice of the resignation and upon payment of any delinquent dues, assessments or other obligations to the Association.
- C. Non-payment of dues, assessments or other obligations to the Association for a period of ninety days from the date upon which payment was due.
- D. Termination of a member by the vote of two-thirds of the entire membership of the Board of Directors at a regular or special meeting. Such termination shall be based on the member's action which is detrimental to the Association. A full statement of the charges shall be served on the member by the Executive Director. The member shall be given the opportunity to appear before the Board of Directors at the meeting and shall be given the opportunity to answer the charges made. A written report will be made by the Executive Director and approved 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 Association.

## **ARTICLE V**

### **Division**

**SECTION 1. MANUFACTURERS DIVISION.** The Manufacturers Division shall be comprised of manufacturer members, the manufacturer-installer members and the supplier members. Each member of the Manufacturers Division shall have one vote in matters coming before the Division.

**SECTION 2. INSTALLERS DIVISION.** The Installers Division shall be comprised of the designer-installer members. Each member of the Installers Division shall have one vote in matters coming before the Division. An executive committee comprised of the persons elected by the Installers Division to the Board of Directors may exercise the authority of the Division between meetings of the Division.

SECTION 3. CHAIRMAN. Each Division shall elect, on a bi-annual basis at the time of the annual meeting and from its membership a chairman who shall preside at all meetings of the Division, and be an *ex officio* member of any committee of the Division; and a Vice-Chairman, who shall act in the absence of the Chairman.

SECTION 4. DIVISION MEETINGS. Division meetings or Division committee meetings may be held at such time and place as may be directed by the President, Division Chairman, or Committee chairman, or upon the request of a majority of members. A committee or a Division shall report to such Division and may make recommendations to the Division.

SECTION 5. QUORUM. The members of the Installers Division present at a meeting shall constitute a quorum and a majority vote of such quorum shall be sufficient to transact business at such meeting. A majority of the members of the Manufacturers Division present at a meeting shall constitute a quorum and a majority vote of such quorum shall be sufficient to transact business at such meeting.

SECTION 6. DIRECTED VOTE. A division may elect to direct the vote of its representatives on the Board of Directors on a matter coming before the Board of Directors in which case such directors shall vote in fractional proportion to the vote of the division on such matter.

## **ARTICLE VI**

### **Board of Directors**

SECTION 1. AUTHORITY. The Board of Directors shall have supervision, control and direction of the affairs of the Association.

SECTION 2. COMPOSITION. The Board of Directors shall consist of twelve members as follows: six members shall be elected to the Board by and from the members of the Manufacturers Division; six members shall be elected to the Board by and from the members of the Installers Division. The election of members to the Board of Directors shall be made at the time of the annual meeting and shall be for annual terms not to exceed two years. The election of members to the Board of Directors shall be staggered so that six elections are held each year, three from each division. No member may have more than one representative on the Board of Directors. The immediate past president shall be a non-voting member of the Board of Directors. Each division chairman and vice-chairman not otherwise a member of the Board shall be an *ex officio* non-voting member of the Board.

SECTION 3. MEETINGS. The Board of Directors shall have a meeting at the time of the annual meeting, upon the call of the President at such times and places as he designates, and shall be called to meet upon the request of a majority of its members.

SECTION 4. QUORUM. A majority of the members of the Board of Directors who are entitled to vote and are present at a meeting shall constitute a quorum, and the vote of at least a

majority of those present shall constitute action by the Board of Directors except as otherwise may be required by law.

SECTION 5. RESIGNATION. A Director may resign at any time by giving written notice to the President. A Director may be removed from office at any time for good cause by a vote at a meeting of at least two-thirds of the Directors then in office.

SECTION 6. VACANCIES. Any vacancies that may occur on the Board by reason of death, resignation, or otherwise may be filled by the election by the Division in accordance with Article VI, Section 2 of these bylaws of a successor director who shall serve out the unexpired term.

## **ARTICLE VII**

### **Officers**

SECTION 1. ELECTIVE OFFICERS. The officers of the Association shall be a president, a vice president, and a secretary-treasurer.

SECTION 2. TERM OF OFFICE. Each officer shall be elected to a one year term by the Board of Directors at the regular meeting held in conjunction with the Association's annual meeting. Each officer shall take office upon election and shall serve until the election of his successor. No elective officer shall serve for more than two (2) consecutive terms in any one office.

SECTION 3. VACANCIES. Vacancies in any elective office may be filled for the balance of the term thereof by the directors at any regular or special meeting.

SECTION 4. PRESIDENT. The president shall be the principal officer and shall preside at meetings of the Association and of the Board of Directors, and shall be a member *ex officio* of all committees. He shall also, at the annual meeting of the Association and at such other times as he shall deem proper, communicate to the Association or 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 or as may be prescribed by the Board of Directors.

SECTION 5. VICE PRESIDENT. The vice president is empowered to perform the duties of the president, in the event of his temporary disability or absence from meetings, and shall have such other duties as the president or the Board may assign.

SECTION 6. PROGRESSION. The offices of president and vice president shall be held by a member of the Manufacturers Division and a member of the Installers Division, respectively, and this designation shall alternate each election.

SECTION 7. SECRETARY-TREASURER. The secretary-treasurer shall perform the duties in accordance with the duties and responsibilities usually incumbent upon the office.

## **ARTICLE VIII**

### **Committees**

**SECTION 1.** EXECUTIVE COMMITTEE. The Executive Committee shall consist of the president, vice president, secretary-treasurer and immediate past president of the Association, and may exercise all the powers of the Board of Directors between meetings thereof as permitted by law. The president shall chair the Executive Committee and a majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The act of a majority of the members of the Executive Committee then in office shall be the act of the Executive Committee.

**SECTION 2.** STANDING COMMITTEE. The Board of Directors shall annually appoint such standing, special or subcommittees as may be required by the bylaws or as may be necessary.

**SECTION 3.** FINANCE COMMITTEE. The finance committee shall consist of the president, vice president, the secretary-treasurer, three (3) other members appointed by the president and approved by the Board of Directors. The vice president shall serve as chairman of the finance committee. The committee shall counsel with the Executive Director on the annual budget of the Association and prepare a proposed annual budget for the submission to and approval by the Board of Directors. The committee may perform such other duties in connection with the finances of the Association as the Board may determine from time to time.

**SECTION 4.** NOMINATING COMMITTEES. The Divisions shall each appoint a nominating committee of up to five (5) persons from its membership to nominate candidates for election to the Board of Directors. In nominating candidates from the Installers Division for election to the Board of Directors, the nominating committee shall assure representation on the Board from each of the four geographic regions designated by the Board of Directors.

## **ARTICLE IX**

### **Executive Director**

**SECTION 1.** The Executive Director shall be appointed by the Board of Directors. The Executive Director is not required to be a member of the Association and will be compensated for his services by the Association in such a manner and in such amounts as the Board of Directors may determine.

**SECTION 2.** The Executive Director shall be responsible for the conduct, control and direction of the headquarters of the Association, performing duties as may be assigned by the Board of Directors and shall report to them. The Executive Director shall receive all monies paid or payable to the Association including membership dues and assessments and shall deposit the monies of the Association in such bank accounts, and may make disbursements therefrom for the Association purposes, and may be authorized by the Board of Directors.

SECTION 3. A report of the financial statements and the receipts and disbursements of the Association shall be prepared annually by a certified public accountant engaged by the Board of Directors and at such other times that may be directed by the Board of Directors at the expense of the Association. The Executive Director shall furnish a Surety Bond, satisfactory to the Board of Directors, conditioned upon the faithful discharge of his duties. The cost of the bond shall be an expense of the Association, payable from funds of the Association.

SECTION 4. All books, documents and papers of the Association shall be in the custody and control of the Executive Director.

## **ARTICLE X**

### **Dues and Assessments**

Annual dues shall be determined by the Board of Directors from time to time. Special assessments necessary to carry out the purpose of the Association shall be approved by the Board of Directors. Notice of any change in the annual dues or assessments shall be sent to the members of the Board of Directors in advance of the meeting.

## **ARTICLE XI**

### **Informal Action by Members or Directors**

Any action required or permitted to be taken at a meeting of the members or directors of the Association may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to such action, or all the directors, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

## **ARTICLE XII**

### **Notice of Meetings and Waiver**

The Executive Director shall send written notice of all meetings of the Association within a reasonable time in advance of the meeting to the members entitled to attend such meeting. Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting by a person shall constitute a waiver of notice, except where attendance is solely to object to a lack of notice of the meeting.

## **ARTICLE XIII**

### **Fiscal Year**

The fiscal year shall commence on the first day of April and shall end on the last day of March.

#### **ARTICLE XIV**

##### **Dissolution**

The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be contributed to an exempt purpose which is consistent with the purpose of the Association.

#### **ARTICLE XV**

##### **Amendments**

These bylaws may be amended, repealed, or altered, in whole or in part by majority vote of the Board of Directors at any regular or special meeting of the Board, provided written notice of such proposed alteration, amendment, or repeal shall have been sent to members of the Board at least thirty (30) days prior to the date of the meeting.