

# AFSA - VIRGINIA CHAPTER BYLAWS

Revised 4/6/10

## AMERICAN FIRE SPRINKLER ASSOCIATION, INC. VIRGINIA CHAPTER BYLAWS

### ARTICLE I - Name

The name of this Corporation shall be American Fire Sprinkler Association, Virginia Chapter, and shall hereinafter be referred to as Virginia Chapter or Chapter.

### ARTICLE II - Offices

The office shall be located in Richmond, Virginia, and/or in such other localities as may be determined by the Board of Directors.

### ARTICLE III

Principles of the Merit Shop  
American Fire Sprinkler Association, Inc.  
Virginia Chapter

- A. The Chapter promotes the Merit Shop concept and operates on a fiscal year basis.

We believe in the system of FREE ENTERPRISE.

We believe that employees and employers should have the right to determine wages and working conditions, through either individual or collective bargaining as they choose, within the boundaries of the law.

We believe that the employer must have concern for the general welfare of the employee and that there must be a fair compensation for work performed. By the same token, we believe that the employee has an obligation for satisfactory performance of assigned work.

We support *sound* legislation in the areas of Workmen's Compensation, Safety and Unemployment Compensation. We believe legislation that embraces fair play for both employer and employee is essential to the preservation of our FREE ENTERPRISE system. The law should protect the right of employees to work regardless of race, color, creed, sex, or membership or/non-membership in a labor organization. We support sound legislation, and the adoption of codes and adoptions of codes and standards to adequately protect lives and preserve property from the perils of fire in all types of occupancies.

We oppose violence, coercion, intimidation, and the denial of the rights of the free working man and free management.

We are devoted to the educational and training needs of the merit shop fire sprinkler contractor and the promotion of the automatic sprinkler concept.

We believe that economy is incumbent upon all branches of government and that government should award Contracts to the lowest responsible bidder only. We oppose any unjust pressure to violate these principles.

We believe that monopolies of any kind or price and wage fixing are detrimental to our system of Free Enterprise and that contractors can prevent these practices by becoming active in politics and civic affairs.

We believe that the destiny of all Americans can best be served by cooperation, reconciliation and following the tenets of Free Enterprise and democratic government. We encourage the growth and development of these tenets.

All activities of the Chapter shall be conducted for the benefit of all members in the industry as a whole and not for the benefit of any particular member.

#### ARTICLE IV

- A. The primary objective of the Chapter is to foster and perpetuate the merit shop fire sprinkler Industry. In addition to this primary objective, the Chapter shall pursue and promote the following activities:
1. Develop and implement educational and training programs for the merit shop fire sprinkler Contractor.
  2. Promote the automatic sprinkler concept.
  3. Promote the business of manufacturing and installing of automatic fire sprinkler systems and other fire protection devices.
  4. Develop and put in place such programs and projects that are necessary to further these purposes and objectives
  5. Encourage, develop and interface with the building and construction industries.
  6. Promote confidence and goodwill within the fire sprinkler building and construction industries; and between these industries and the general public.
  7. Promote and make available to membership the various programs organized by the Chapter.
  8. Promote effective training of apprentices and helpers and other members of the fire sprinkler Industry.

#### ARTICLE V

- A. Types of Membership shall be as follows:
1. **CONTRACTOR MEMBER**  
Contractor members are installing Fire sprinkler contractors only. They shall enjoy all privileges and responsibilities of membership including voting and holding office. To be a Contractor Member you must be a member of National AFSA.
  2. **NATIONAL ASSOCIATE MEMBER**  
Members are firms or corporations, which manufacture and sell automatic sprinkler devices, appurtenances or auxiliary equipment or provide services to the fire sprinkler industry. Associate members may hold office in the chapter as Vice-President or Secretary/Treasurer and may be appointed to serve on Committees and serve as Committee Chairmen, but will not have the power to vote. To be a National Associate Member you must be a member of National AFSA.

### 3. LOCAL ASSOCIATE MEMBER

Members are firms or corporations who are local suppliers in the Chapter area that would like to attend Chapter meetings but really have no need to join AFSA National. These members can serve two, but not more than two Chapters without being a member of AFSA National. All Sponsor members must be sponsored by two AFSA Contractor members in good standing. Sponsor members may hold office as Vice-president or Secretary/Treasurer in the Chapter, and may be appointed to serve on Committees and serve as Committee Chairmen, but will not have the power to vote.

### 4. AUXILIARY MEMBER

Authorities Having Jurisdiction or any firm, industry, association, foundation, or any other group who participates in our Industry can become an Auxiliary member. Auxiliary Members shall not have the power to vote or hold offices in the Chapter.

### 5. HONORARY MEMBER

At the discretion of the Board of Directors, a member in good standing, at retirement age, and who Retires from active work, may be given honorary membership status by a majority vote of the Board of Directors. Such Honorary Membership shall entitle the member, so honored, to all the rights of regular Membership, except the privilege to vote. Honorary members will not be required to pay regular dues and record of attendance will not be required and they will not be required to be a member of National AFSA. They will, however, be required to pay rates, then in effect, for meals and/or parties and social functions. They will pay these amounts directly to the Secretary-Treasurer upon each attendance. The names of honorary members, phone numbers, addresses, etc. shall be listed in the Chapter rosters.

### 6. DESIGN FIRM MEMBER

A design firm membership is for a firm whose activity includes the development of fire sprinkler shop/working drawings for fire sprinkler contractors, and is not engaged in the physical installation or sale of fire system components. All design firm members must be sponsored by two AFSA contractors members in good standing.

### 7. STUDENT MEMBER

A student membership is for an individual who is enrolled full-time in a public or private institution of higher education. Student members must be sponsored by two AFSA contractor members in good standing. Student members are entitled to receive Sprinkler Age and attend local chapter meetings.

## B. Eligibility

1. Any person, firm, or corporation, etc. which possess the qualifications listed in the descriptions of the various memberships, is eligible to become a member of the Chapter.
- 2) Any prospective member must provide a complete application along with their dues and the AFSA Board will vote to accept this prospective member or reject this prospective member by a minimum of a majority vote.

## C. Applications

1. Applications for the various types of memberships shall be made on a proper form supplied by the Chapter.

## D. Dues

1. Dues for Chapter membership and annual budget shall be set by the Board of Directors of the Chapter on an annual basis.
2. Annual Chapter dues become payable on January 1 of each year. If not received within 30 days, a second notice will be sent. If dues are then not received, a third and final notice will be sent indicating

that dues are delinquent. If not received within 30 days (90 days from January 1), the member's name will be removed from the Chapter membership.

3. Dues will be pro-rated for new members joining during the year. (Proration is done by the number of meetings left in the year divided by five)

#### E. Expulsion and Removal from Membership

1. Any Member who is required to be a National AFSA member but fails to maintain that membership would be expelled.
2. A contractor or associate member may be expelled for just cause from membership in the Chapter by a two-thirds vote of the Board of Directors.
3. Auxiliary and Honorary Members may be expelled from membership in the Chapter at any time by a two-thirds vote of the Board of Directors for actions it deems detrimental to the best interests of the Chapter, its objectives, purposes, or programs.
4. A member may automatically be removed from membership and lose all rights and privileges of membership if he shall be delinquent in dues, as determined by Board policy. (See Article V D.2.)

#### F. Authority of Members

1. No member shall have any power or right to speak for the Chapter unless such member is an officer, Director, Executive Director or other authorized representative acting in course and within the scope of his authority or as directed by the Board.

### ARTICLE VI

#### Organization

##### A. Board of Directors

###### 1. Purpose

- a. To govern the Chapter, subject to the Bylaws and regulations set up by the Board of Directors.
  - (1) Formulate policy for the Chapter officers and staff.
  - (2) Shall rule on major Chapter decisions and disputes and shall represent the interests of all classifications of members.

###### 2. Representation

- a. The Board shall consist of Directors elected from contractor members in good standing of the Chapter.
- b. The Board shall consist of one Associate Director elected from associate members in good standing of the Chapter. This will be a non-voting position.
- c. Not less than four members shall make up the Chapter Board of Directors including the President who is a Board member.
- d. Shall represent the interests of all classifications of member as is possible.

###### 3. Meetings

- a. The Board of Directors of the Chapter will meet not less than three times each year or as

determined by the Board of Directors.

- b. A special meeting of the Board of Directors may be called by the President of the Chapter or at the discretion of a majority of the Board of Directors.
- c. Agenda of all meetings is to be prepared under the direction of the President and the Executive Director.
- d. Attendance
  - (1) Attendance in person or proxy by a majority of the total membership of the Board of Directors shall constitute a quorum. A proxy may be voted only by an attending Director on specifically instructed Agenda items.

#### 4. Qualifications of Directors

- a. Contractor or Associate member in good standing of the Chapter and has been working in the Industry for at least one year.
- b. Ability to attend meetings and accept committee responsibilities.

#### 5. Attendance of Directors

- a. To attend Board Meetings regularly. Failure to attend in person a majority of the scheduled meetings annually without adequate reason shall be cause for removal.

#### 6. Terms of Directors

- a. The terms of office of directors shall be staggered, so that no more than one-third of the directors shall be elected each year.
- b. In the event that an officer or member of the Board of Directors is unable, for any reason, to complete his elected term of office, the remaining duly elected Board of Directors may elect by a majority vote, a member in good standing of the Chapter to fill out the aforementioned term of office.
- c. A director may serve no more than two consecutive three-year terms.

### B. Elected Officers and Their Duties

#### 1. President

- a. The President will be a Director and this position will be elected for a three year term by the Board.
- b. He will serve as Chief Executive Officer of the chapter serving under the direction of the Board of Directors.
- c. He will preside over all Board meetings regular or special Board Meetings.
- d. He will preside over all Regular Meetings.
- e. He shall provide direction to the Officers on all actions of the Board of directors

- f. He will appoint the Committee Chairman of Standing and ad hoc committees.
- g. He may appoint at his discretion any additional committees necessary for the activities of the Chapter.
- h. He will oversee the Nominating committee for selection of new Officers and propose to the Board a slate for election by the Board
- i. He will advise and assist all officers of the organization in their duties.
- j. He will represent Chapter as directed by the Board of Directors.
- k. If the President resigns or is removed from office the Board will elect a new President for the remaining term

2. Vice President

- a. He will assume office of the President in the event of his absence at General Membership meetings.
- b. He will Act as Coordinator of selected Chapter Committees. Act as committee whip to follow up with the Committee chairman to see that committees are functioning and carrying out their assigned tasks as directed by the President.

3. Secretary-Treasurer

- a. Assume the duties of the President in the absence of the President and Vice President at General Membership Meetings.
- b. Shall supervise written financial reports of the organization to the Board at each Board of Directors meeting.
- c. Shall supervise the general care and management of the financial affairs of the Chapter, including issuing checks as needed and handling all tax and reporting requirements for the Chapter.
- d. Develop annual Chapter Budget to be presented to the Board for approval at the last Board meeting of each calendar year.
- e. Shall see that tax filings are completed annually

4. Terms of Office

The term of office for the President, Vice President and Secretary/Treasurer shall be three years. Officers can serve no more than two consecutive terms in the same position.

C. Legal Counsel (if retained by Chapter)

1. General Counsel

- a. Shall be selected and retained by the Board of Directors.
- b. Conditions and scope of the service to be determined by the Board of Directors.

D. Auditor (if retained by Chapter)

- 1. Shall be selected and retained by the Board of Directors and shall be a Certified Public Accountant.

2. Duties

- a. Prepare annual statements for presentation as soon after the end of the year as circumstances permit, or more frequently if requested by the Board of Directors of the Chapter.
- b. Prepare tax returns for the Chapter.
- c. Be available to the Secretary-Treasurer for consultation on financial matters.

E. Lobbyist

- a. Shall be selected and retained by the Board of Directors if deemed necessary.
- b. Conditions and scope of the service to be determined by the Board of Directors.

E. Staff

1. Executive Director

- a. To be selected by the Board of Directors of the Chapter. All expenses incurred by the Executive Director and approved by the Board of Directors will be reimbursed from the Chapter.
- b. To be directly responsible to the President of the Chapter for all of his activities.
- c. Additional Staff will be employed by the Executive Director as approved by the Board of Directors and assigned such duties as the Board or Executive Director recommends.

2. Executive Director Job Description

- a. Attend all meetings.
- b. Shall be responsible for sending all meeting notices to members
- c. Shall be responsible for preparing and distributing the minutes of the Chapter Meetings.
- c. Shall be responsible for the accurate recording of the minutes of the Board of Directors.
- d. Follow up notice of meetings to assure maximum attendance.
- e. Maintain up-to-date roster.
- f. Address Legislative problems and establish liaison with fire service in co-ordination with the Chairman of the Legislative committee.
- g. Promote membership including recruit new members and retaining current members. Work in Liaison with the standing Membership committee.
- h. Maintain contact with members, with special attention to members who do not or can not participate in Chapter programs, and keep up a log of contacts made. This information should be shared with AFSA National Director of Membership.
- i. Keep AFSA informed on new members and potential members in the area.
- j. Keep members informed of new or changing legislation that will affect the Sprinkler industry as provided by AFSA National.

- k. Help resolve sprinkler code problems with local AHJ's.

## F. Committees

1. The following would be the Standing Committees of the Chapter.
  - a. Legislative/Building codes
  - b. Programs
  - c. Essay contest
  - d. Public relations
  - e. Apprenticeship & Education
  - f. Membership
  - e. Golf
2. All committees, standing and temporary:
  - a. Shall be responsible to the President and come under the direct supervision of the Vice President. The Vice President shall be assisted by Chapter Staff in aiding the committees to accomplish their tasks.
  - b. The Committee Chairman
    - (1) To attend all of his committee meetings and report progress or accomplishments to the Vice President and the Board of Directors.
    - (2) To officiate at the meetings of his committee.
    - (3) To see that enough meetings are held to complete the assigned tasks.
    - (4) Willing to accept responsibilities and work toward the goals and purpose of his committee.

## G. Nominations and Elections

The Nominating Committee shall be appointed by the Chapter President at the June Chapter meeting. The Committee shall consist of at least two Chapter Contractor Members, including one Board member.

1. Directors
  - a. The Nominating Committee shall submit its report to the President at the September meeting for the nominees to the Chapter Board of Directors.
  - b. Nominees for Directors other than submitted by the Nominating Committee, may be made provided that prior consent of the nominee has been obtained and sponsored by two contractor members in good standing of the Chapter. Other nominees' names and sponsors shall be presented to the President in writing two weeks prior to the November general meeting.

- c. Ballots for the election of Chapter Directors by the voting membership shall be mailed to them within fourteen (14) days prior to the November meeting. Completed secret ballots shall be returned to the Secretary at least one week prior to the November Chapter meeting. Elected Directors will be announced at that meeting and their term will commence the following February 1.
- d. The voting membership shall consist of contractor members in good standing with AFSA National and the Virginia Chapter. The contractor member organization is allowed one vote.

## 2. Officers

- a. The Nominating Committee shall submit its report to the Chapter President on nominees for officers (President, Vice President, and Secretary-Treasurer) two weeks prior to the November Chapter meeting. This report will be communicated to the Board of Directors prior to the November Chapter meeting. Officers will be appointed no later than the following February meeting
- b. Additional nominations, other than those submitted by the Nominating Committee, may be made by a Director to the President prior to the ballots being sent to the membership to vote.
- c. Election of Chapter Officers shall be made by the Board of Directors at the November Chapter meeting using secret ballots. Ballots will be tallied by Secretary-Treasurer.
- d. Officers terms shall commence February 1 following election.

## ARTICLE VII

### Depositories, Signature, Contracts

#### A. Depositories; Signature

- 1. All funds of the corporation shall be deposited by the Secretary-Treasurer in the name of the corporation in such depository or depositories as the Board may designate and shall be drawn out on checks, drafts or other orders signed by such officers, agent or agents as the Board may from time to time authorize. Any such withdrawals against such funds of the corporation shall be made only in payment of accounts authorized under the budget of the corporation or by a general or special resolution of the Board.

#### B. Contracts

- 1. All contracts and other instruments shall be signed on behalf of the corporation by the President or such officer, officers, agent or agents as the Board may from time to time by resolution provide.

## ARTICLE VIII

#### A. Tax Exempt Status

- 1. No member may acquire an interest of any kind in the property of the Chapter, real, personal or mixed, except the right to take part in the use and disposition of such property under the Articles of Incorporation and in the Bylaws.

## ARTICLE IX

#### A. Amendments

- 1. These Bylaws may be amended, in whole or in part, by a majority vote of the Board of Directors

of the Chapter provided, however, that:

- a. The President shall appoint a duly constituted Bylaws Committee to study and prepare such amendment.
- b. Such an amendment has been presented to the Chapter Board of Directors in the form of a resolution.
- c. The members of the Board of Directors have been notified at least two weeks in advance of the proposed amendment. The notification of such a vote shall include the proposed amendment and the reasons therefore.
- d. Prior to the adoption of Bylaws or amendments thereto, suggested changes shall be forwarded to the President of the Chapter for study. Pertinent changes will be made and the revised Bylaws presented to the Board of Directors at the next scheduled or called meeting.

ARTICLE X

- A. These Bylaws when adopted supersede all past Bylaws of the Virginia Chapter.
- B. Nothing in these Bylaws shall conflict with the Articles of Incorporation of the Chapter.
- C. These Bylaws adopted \_\_\_\_\_.

\_\_\_\_\_  
Secretary - Treasurer

\_\_\_\_\_  
President