

# Bylaws

Produced by the  
False Alarm Reduction Association (FARA)

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# False Alarm Reduction Association Bylaws

## ARTICLE 1. NAME

The name of this organization shall be the False Alarm Reduction Association, referred to hereafter as the FARA.

## ARTICLE 2. PURPOSE, MISSION and OBJECTIVES

**Section 1. Purpose:** The FARA shall exist to serve the public, public safety, the electronic security and life safety industry and government employees that either perform or are responsible for false alarm reduction efforts.

**Section 2. Mission:** It is the mission of the False Alarm Reduction Association (FARA) to provide a forum for local government alarm ordinance professionals to exchange information on successful false alarm reduction programs, to serve as a clearinghouse for agencies seeking to reduce false alarms, and to foster an environment of cooperation among public safety, the alarm industry and the alarm user.

### Section 3: Objectives:

FARA exists to:

1. Promote the mutual interests of government employed false alarm reduction professionals.
2. Foster cordial relationships among the members.
3. Serve as a medium for exchange of information among the members.
4. Serve as a clearinghouse of information for agencies seeking to reduce false alarms.

## ARTICLE 3. LIMITATIONS

**Section 1.** The FARA is a private, nonprofit, tax-exempt, autonomous, voluntary, individual member or government agency organization. No part of the net earnings of the FARA shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Board shall be authorized to pay reasonable compensation for services exclusive of board or officer services rendered and make payments and distributions in furtherance of the purposes set forth in Article 2, above.

**Section 2.** The FARA shall not engage in any activities relating to election campaigns for candidates seeking political office.

**Section 3.** The FARA shall be incorporated as a 501(c)(6) not-for-profit corporation. All activities of this Association shall conform with guidelines set forth under section 501(c)(6) of the Federal Income Tax Code.

## ARTICLE 4. OFFICERS AND BOARD OF DIRECTORS

### Section 1. Officers:

A. The Officers of the FARA shall consist of five (5) public safety members elected at the annual FARA Membership Meeting.

B. The five officers shall be the President, Vice President- Electronic Security, Vice President- Fire Alarms, Secretary and the Treasurer.

### Section 2. The Board of Directors:

A. The Board of Directors of the FARA shall consist of the Officers, up to three At-Large Members of the Board, the Immediate Past President of the Association, one Electronic Security Associate Director, one Fire Alarm Associate Director and one Vendor Associate Director.

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B. The President, upon approval of a majority vote of the Board of Directors, may appoint one or more persons, who, in their opinion, can make a positive contribution to the leadership of the association, to serve as Director Emeritus. The Director Emeritus will not have a vote, but will have the right to fully participate in the discussion and deliberations of the board, will not count toward the establishment of a quorum and will serve until the term of the President expires. A Director Emeritus may be reappointed for additional terms at the discretion of the President and the Board.

C: The Board of Directors can set the number of up to three Public Safety At-Large Members on the Board by a vote of three quarters of the members of the board, provided that the vote shall not result in the removal of an existing board member who is willing to serve.

## **Section 3. Nomination and Election of Officers and Directors:**

A. Nominations or Declarations for Office: Candidates for Officers and Directors shall be taken from members who have:

- been in good standing for at least one year; and
- attended at least one FARA Annual Membership Meeting; and
- served on one or more FARA committees.

The Board may waive the requirements for candidates specified in Section 3(A) by a two-thirds vote if no candidates meeting the requirements come forward.

B. Members who are interested in seeking a position as an officer or member of the Board must submit, to the Executive Director, a request for consideration of candidacy for the particular office they are seeking along with a biographical resume no later than ninety (90) days prior to the commencement date of the annual FARA Membership Meeting. The request for consideration of candidacy shall include a brief statement as to why they want to hold the office they are seeking.

1. If the Executive Director only receives requests for consideration of candidacy from one candidate for each position up for vote, then the Executive Director shall not be required to send absentee ballots to the membership.

2. In that case, the Executive Director shall, at the annual FARA Membership Meeting, declare that the nominee is elected by acclamation, and no vote of the membership will be necessary.

C. All members shall be notified of the requests for consideration of candidacy for an office either by mail or via the FARA newsletter at least sixty (60) days prior to the annual FARA Membership Meeting, except as provided above in Section 3(B)(1)(2).

D. Absentee ballots will be mailed to all members at least sixty (60) days prior to the annual FARA conference, except as provided above in Section 3(B)(1)(2). A majority of the votes cast shall elect.

E. Election of Officers and At - Large Directors shall be held, by vote of secret ballot of public safety members in good standing, except as provided above in Section 3(B)(1)(2). Public Safety Members in good standing may submit one vote for their respective agency. Associate members may vote only for the Associate Director positions.

F. Voting may be either in person at the annual International Training Symposium or by absentee ballots, except as provided above in Section 3(B)(1)(2). Absentee ballots must be sent to the Executive Director and postmarked no later than fifteen (15) days prior to the commencement of the annual FARA Membership Meeting during which the election is to take place.

G. The Associate Director positions shall be elected by the associate members in good standing following the same procedures.

H. The Executive Director shall appoint a person or persons to assist the Executive Director, as appropriate, count all written ballots for each election.

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## Section 4. Term of Office:

A. The Officers and Directors shall serve a term of two (2) years from the date of election or until their successor is seated. No person may serve more than four (4) consecutive terms in a single position or eight (8) years, whichever is greater, except as provided below in Section 4(B).

B. An incumbent may submit a request for consideration of candidacy without regard to the term limits provided in Section 4(A). If a member in good standing submits a request for consideration of candidacy, as provided in these Bylaws, for the same seat occupied by an incumbent, the candidacy of the incumbent shall not be accepted.

C. The Board of Directors has been divided into two groups for the purpose of elections. Group One, elected only in odd-numbered years, is identified as the Vice President- Electronic Security, Secretary, Two Directors at Large, and the Electronic Security Associate Director, and Group Two, elected only in even-numbered years, is identified as the President, Vice President- Fire Alarms, Treasurer, one Director at Large, Fire Alarm Associate Director and Vendor Associate Director.

D. There shall be no prohibition on a sitting officer seeking candidacy to a different elected office.

E. Officers and Directors shall begin their terms at the conclusion of the training symposium in which they are elected or, in the case of a vacancy, at the conclusion of the meeting when the appointment is ratified by the Board of Directors.

**Section 5. Resignation:** A Director or officer may resign at any time by filing a written resignation with the President. A Presidential resignation must be filed with the Secretary of the Association.

**Section 6. Vacancies:** In the case of a vacancy, resignation or removal of an Officer or Director, the President of the FARA shall designate a person to fill the unexpired portion of the previous Officer or Director's term. In the event of a vacancy in the office of President, the Vice President with the longest tenure on the board shall assume all duties of the President until the subsequent normal presidential election. In the event of the resignation of the Immediate Past President, that seat shall remain open. All appointments shall be ratified by the Board of Directors.

## Section 7. Duties and Functions of the Officers:

A. The President: It shall be the duty of the President to:

1. Preside at all meetings of the Association and its Board of Directors.
2. Appoint all committee chairmen.
3. Serve as an ex-officio member on each of the standing committees of the Association.
4. Perform such duties as may be required of this office by a vote of the Board of Directors or the membership.
5. Enforce at all meetings the observance of decorum among the members.
6. Authenticate all acts, orders and proceedings of the Association declaring its will in all things and obeying its bylaws and Roberts Rules of Order.
7. Serve as, or appoint individuals to serve as, the Association's representative in matters before other public and private entities.
8. Approve, in writing, all expenses of the Association.

B. The Vice Presidents shall:

1. Serve on as many standing committees as is feasible.
2. Promote all of the objectives of the Association nationwide.
3. Perform such duties as assigned by the President and the Board of Directors to whom they shall report.
4. In case the President cannot attend the meeting, the Vice President with the longest tenure on the board shall serve as President Pro Tempore for the session.

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C. The Secretary shall:

1. Call the roll of voting members at the annual meeting.
2. Prepare and present accurate minutes of the proceedings at the Annual Meeting and all meetings of the Board of Directors.
3. Serve as the Election Official for all votes taken by the membership and the Board of Directors by secret ballot other than the election of the Secretary.
4. Announce all meetings of the General Membership and the bi-annual meetings of the Board of Directors.

D. The Treasurer shall:

1. Provide for the deposit of Association funds.
2. Sign all checks after obtaining written approval from the President.
3. Ensure that all checks are properly documented with invoices, purchase orders or vouchers.
4. Report regularly to the Board of Directors and Membership as to the financial condition of the Association.

**Section 8. Duties and Functions of the Board of Directors:** The Board of Directors shall, subject to instructions given by resolution passed at the Annual or at a special meeting of the membership:

- A. Have charge of the affairs and funds of the Association for the purpose of carrying out any lawful activities deemed necessary to further the objectives of the Association.
- B. Establish and abolish standing and special committees and charge them with guidelines or a specific mission.
- C. Establish and publish yearly a strategic plan for the association.
- D. Publish yearly an annual report on the activities of the association and include a line item accounting of expenditures.

**Section 9. Leave Of Absence:**

A: General: Board Members may take a limited leave of absence by notifying all of the remaining members of the board by email of the reason for the leave and the beginning and end date of the leave of absence.

B: Officers: In the event of a leave of absence by the President, the Vice President with the longest tenure on the board shall assume all duties of the President until the conclusion of the leave of absence. In the event of a leave of absence by the Vice President- Electronic Security, Vice President- Fire Alarms, Secretary or the Treasurer - the President of FARA shall designate an existing member of the board to assume all duties of the officer until the conclusion of the leave of absence.

**Section 10. Acting Chairperson:** In the event the President, Vice President- Electronic Security and Vice President- Fire Alarms are not in attendance at a board or membership meeting, the public safety board member with the longest tenure on the board shall act as chairperson.

## ARTICLE 5. MEMBERSHIP

**Section 1. Membership Classes:** There will be two (2) classes of membership: public safety member and associate member.

**Section 2. Public Safety Membership:** Public safety members are entitled to all benefits and rights offered by the association. Public safety memberships shall be open to government agencies charged with responsibility for that government's alarm management. The agency may designate one or more employees as FARA members, for a maximum of five (5) per agency. Each public safety membership is allowed one vote on any issue before the membership, regardless of the number of government employees contained within each public safety membership. The agency must identify one primary point of contact, who will then receive the newsletter and other FARA related materials on behalf of the agency. The individuals covered under an agency membership may change in the course of the membership period as long as the agency notifies FARA and the individuals shall meet the following requirements:

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- A. Willing and agree to conduct themselves in accordance with the bylaws of FARA for the purpose of advancing the purposes of the association.
- B. The individuals are employed by the government agency and are either charged with the responsibility for that government's alarm management or work in a unit, office or other group that is responsible for that government's alarm management.
- C. Submitted an application to the FARA which was accepted and approved under procedures established by the Board of Directors as meeting the criteria for Public Safety Membership set forth in these bylaws.

**Section 3. Associate Members:** Associate memberships shall be open to individuals, associations or companies. The associate member may designate one or more representatives as FARA members, for a maximum of three (3) per associate member. Associate members are generally entitled to all benefits and rights offered by the association with the exception that associate members may not vote on any issue before the association other than to vote for the Associate Board Members. Each associate member is allowed one vote, regardless of the number of representatives contained within each associate membership. Associate membership shall be open to any individual who shall meet the following requirements:

- A. Does not meet the requirements for public safety membership but has a vested interest in advancing the purposes of the association.
- B. Willing and agrees to conduct themselves in accordance with the bylaws of the FARA for the purpose of advancing the purposes of the association.
- C. Submitted an application to the FARA which was accepted and approved under procedures established by the Board of Directors as meeting the criteria for associate membership set forth in these bylaws.

**Section 4. Honorary Members:** Honorary Membership may be conferred upon an individual by recommendation of a member of the Board of Directors and upon the majority vote of the Board of Directors. Honorary Membership shall be recommended for an individual who has performed meritorious service to the Association. Honorary members may attend meetings and receive the Association's Newsletter, but shall have no voting rights, and shall not hold elected office in the Association.

**Section 5. Life Members:** Life Membership may be conferred upon an individual by recommendation of a member of the Board of Directors and upon the two-thirds majority vote of the Board of Directors. Life Membership shall be recommended for an individual who has made significant contributions to the association over a long period of time. Life members may attend meetings and receive the Association's Newsletter, but shall have no voting rights, shall not hold elected office in the Association, and shall not pay dues to the Association.

**Section 6. Dues:** Annual dues for each class of membership shall be determined from time to time by a majority vote of the Board of Directors.

## ARTICLE 6. MEETINGS OF FARA

### Section 1. Regular Meetings:

- A. An annual meeting of the membership of FARA and the bi-annual meeting of the Board of Directors shall be held at a time and manner to be determined by the Board of Directors.
- B. The Secretary shall give written notice of such meeting to the membership and to the Board of Directors at least sixty (60) days prior to the meeting.
- C. Minutes of all regular meetings and teleconferences will be made available to FARA members upon request.
- D. All meetings of the membership and the bi-annual Board of Directors meetings shall be open to the members unless the President invokes Executive Session privilege for the exclusive purpose of discussing sensitive matters, in which case only voting and ex-officio members may be present. No votes shall be taken in Executive Session.

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**Section 2. Quorum:** A majority of the Directors shall constitute a quorum of any meeting of the Board of Directors. Such majority shall be capable of transacting such business as may be provided in these bylaws. Members in good standing and eligible to vote, present at any properly called meeting of the general membership shall constitute a quorum.

**Section 3. Mail or Fax Votes:** When not in a meeting, should a matter requiring a vote of the Board of Directors or general membership arise, a ballot by mail or fax, authorized by the President and Secretary, may be taken.

**Section 4. Telephone Conference:** The President may authorize a telephone conference meeting of the Board of Directors when deemed necessary. A minimum of seventy two hours of notice is required for a meeting unless such notice is waived by an affirmative vote of a two-thirds majority of the members of the Board of Directors.

**Section 5. Proxies:** Voting by proxies shall not be permitted. However, nothing in these bylaws shall prevent the voting for Officers or Board of Directors by members in good standing through an absentee ballot in accordance with these bylaws.

## ARTICLE 7. GOVERNANCE

**Section 1.** The FARA shall in all respects be autonomous in all matters, finances, policies, administration, time, place and frequency of its meetings, election and appointment of officers and representatives, and all other lawful activities.

**Section 2.** No member of the Board of Directors, elected officers or employees of the FARA may act on behalf of the FARA or hold him or herself out to the public as authorized to act on behalf of the FARA without the express consent of the Board of Directors.

**Section 3.** The fiscal year of the Board of Directors shall begin on January 1 and terminate on December 31.

**Section 4.** Roberts Rules of Order, New Revised Edition, shall be the parliamentary authority for the conduct of all meetings of the FARA, except as otherwise provided in these bylaws.

**Section 5.** The Board of Directors shall prepare an annual report which shall be presented to the general membership by the President.

**Section 6. Administrative Authority:** The Officers of FARA shall be responsible for the administration of the Association and may make and enforce rules for the conducting of business.

**Section 7. Executive and Legislative Authority:** The Officers of FARA shall enforce the bylaws of the FARA, and shall have power to make any rules and regulations not inconsistent therewith. It shall further be empowered to legislate between annual FARA International Training Symposiums.

**Section 8. Committees:** The Board of Directors may appoint, continue, suspend, or dissolve any standing, ad hoc, or special committee or committees it deems necessary or advisable for the fulfillment of the mission and objectives of the association.

**Section 9. Transaction of Business:** Unless otherwise provided in these bylaws, all rights, powers and authority conferred upon the Officers and the Members of the Board of Directors under the bylaws shall be construed not only to be rights, powers, and authority to act in meetings, but such rights, powers, and authority may be exercised between meetings of the Board of Directors by mail, electronic means, or facsimile vote to the members of the Board of Directors at the direction of the President. An affirmative vote of a majority of the members of the Board of Directors shall be required for the adoption of all matters thus submitted.

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**Section 10. National Office:** The Board of Directors shall select and maintain a National Office of the association at such location as it shall designate, wherein shall be kept the records and archives of the association. The location of the national office may be changed by the Board of Directors as necessary.

## ARTICLE 8. AMENDMENTS

These bylaws may be adopted, amended or repealed by a vote of the membership.

- A. Any member in good standing may submit a proposal to amend or repeal any section of these bylaws.
- B. Any and all proposed change(s) shall be submitted to the Secretary at least 120 days prior to the next regular membership meeting.
- C. The Secretary shall notify the membership of the proposed change(s) within ninety (90) days of the next regular membership meeting. The notification may be by U.S. mail, electronic mail, fax or inclusion in the FARA newsletter and by posting on the official FARA website.
- D. All public safety members in good standing may vote on adoption or changes to the bylaws.
- E. All proposals must receive a favorable two-thirds (2/3) vote in attendance at the general membership meeting to pass. Absentee votes pertaining to bylaws issues will not be considered.

## ARTICLE 9. CHAPTERS

**Section 1. Purpose:** The Board of Directors may create a Chapter to allow an appropriate level of local autonomy without the redundant legal structure and demand on resources. It may provide an easier and more effective way for groups of local members to network and organize.

**Section 2. Creation:** A group of FARA members in a specific area can apply to the Board of Directors to create a chapter. The application shall specify the counties, cities or area to be included in the Chapter. Each area shall only be served by a single Chapter. Existing FARA members in the area proposed to be included in the Chapter shall be polled by email, mail or vote at a meeting called with appropriate notice as specified in the FARA bylaws. The application to create a Chapter shall also name officers who would serve to lead the Chapter until an election could be held. A Chapter shall be formed upon approval by a majority vote of the Board of Directors.

**Section 3. Management:** Each Chapter shall elect a Chapter President and a Chapter Secretary and at least one director. Each Chapter shall be allowed to elect a board consisting of additional members including an associate representative. Each Chapter board shall have an odd number of members. Members of the Chapter board, with the exception of the Associate director, shall be FARA Public Safety members. The Associate director shall be a FARA Associate member.

**Section 4. Chapter Membership:** All FARA Public Safety members with paid memberships for offices located in the area assigned by the Board of Directors to the Chapter shall automatically become a member of that Chapter. Associate members located in the assigned area shall automatically become a member of that Chapter. Associate members located outside the assigned areas may join any Chapter as Associate Members.

**Section 5. Chapter Duties:** Each Chapter shall agree to meet at least once every three months; to participate on regional conference calls and to take minutes at every Chapter meeting.

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**Section 6. Chapter Officers Elections:** Chapter Officers shall be elected for one year terms at a scheduled meeting of the Chapter or by a vote by mail with appropriate notice of the election. Members in good standing and eligible to vote, present at any properly called meeting of the Chapter's general membership, shall constitute a quorum.

**Section 7. Duties of Chapter Officers:** The Chapter President shall convene and run the board and membership meetings and represent the Chapter on Regional teleconferences. The Chapter Secretary shall take minutes of all board and membership meetings and forward them to the FARA secretary within 10 days of their approval. Each Chapter must designate an alternate representative to serve if the Chapter President is unable to attend a conference call. Each Chapter will provide a written report, as defined by the Board, to the FARA Board of Directors on the activities of the Chapter.

**Section 8. Chapter Positions/Policies:** It may be beneficial at certain times for the local FARA Chapter to take a position on a local matter or other issue. Positions and/or policies that are consistent with published positions and policies of FARA are permitted. Any position or policy a local Chapter wishes to take that is outside a position or policy already published by FARA, or one that is not published at all, shall go to the Board of Directors for approval prior to publication.

**Section 9. Regional Teleconferences:** Regional Teleconferences shall be held at the discretion of the Board of Directors to allow the Chapters to give input to the Regional Board representative and to be informed about FARA activities.

**Section 10. Chapter Finances:** No dues are permitted to be collected and no monies shall be disbursed by local Chapters.

**Section 11. Chapter Dissolution:** A FARA Chapter may be dissolved either by a two-thirds vote of Chapter Board of Directors or by the FARA Board of Directors for inactivity over a period of time specified by the Board.

## **ADOPTED**

These bylaws were reviewed, amended and ratified by the voting membership of FARA on the 6th day of May, 2010 and take effect immediately.