

# NORTH CAROLINA ELECTRONIC SECURITY ASSOCIATION

## BY-LAWS

### **ARTICLE I – ORGANIZATION**

The name of this association shall be the North Carolina Electronic Security Association. It shall be a non-profit corporation chartered by the state of North Carolina. It shall be a chartered state association of the Electronic Security Association, Inc.

### **ARTICLE II – PURPOSES**

The purpose of this association shall be to promote the interest of the electronic security industry; to inform the public of the services performed by the industry; to facilitate communication among those engaged in the sale and installation of electronic security systems; to provide a forum for the discussion of ideas and problems; to provide education to those in the industry; to encourage the enactment of legislation beneficial to the industry and the public interest; and to promote professionalism with in the industry.

### **ARTICLE III – MEMBERSHIP**

**SECTION I. ~ CLASSES OF MEMBERSHIP.** There shall be eight classifications of membership: Regular; Associate; Affiliate; Non-Resident; Honorary; Probationary, Public Safety; and Alumni.

**SECTION 2. ~ REGULAR MEMBERSHIP.** Regular membership shall be open to any business entity, licensed by the North Carolina Alarm Systems Licensing Board, which shall provide installation, repair and/or monitoring of burglar alarms, fire alarms, or other electronic security systems. The member business entity shall designate one individual who shall represent it at meetings, and shall be referred to as Regular members. A Regular member will be entitled to all the benefits of both associations, the NCESA and the ESA. All Regular members in good standing will be given due notice, fair representation, and the right to participate in all elections, and will conduct their affairs in conformance with these bylaws, the association Anti-Trust Statement, the Code of Ethics, and the rules and regulations which may be promulgated by the Board of Directors of both the NCESA and ESA.

**SECTION 3. ~ ASSOCIATE MEMBERSHIP.** Associate membership shall be available to individuals and organizations supplying products and services to the alarm systems industry.

**SECTION 4. ~ AFFILIATE MEMBERSHIP.** Affiliate membership may be conferred upon an organization, agency or governmental unit engaged in installing and servicing it's own alarm systems, but who is not subject to North Carolina licensing as an alarm systems business.

**SECTION 5. ~ HONORARY MEMBERSHIP.** Honorary membership may be conferred upon a person who has rendered meritorious service to the Association.

Election shall be by unanimous vote of the Board of Directors. The term of such membership shall extend through the end of the calendar year in which designation occurs, unless a longer term is conferred by the Board of Directors.

**SECTION 6. ~ NON-RESIDENT MEMBERSHIP.** Non-resident membership may be conferred upon a person, firm or corporation residing outside the State of North Carolina and engaged in the business of selling, installing and servicing alarm systems but who is not subject to North Carolina's licensing law as an alarm business.

**SECTION 7. ~ PROBATIONARY MEMBERSHIP.** This membership shall be a reduction of Regular Membership status designated by the majority of the Board of Directors after due consideration for failure to fulfill the standards and requirements for membership. Such members shall not have the right to vote or to hold office and shall be subject to further action by the Board of Directors

**SECTION 8. ~ PUBLIC SAFETY MEMBERSHIP.** Public Safety membership shall be available to any member of a law enforcement agency or fire department of any governmental agency. This membership shall not have voting status or ability to hold office and eligibility for membership shall continue only so long as enabling employment continues.

**SECTION 9. ~ ALUMNI MEMBERSHIP.** 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. To qualify for Alumni Membership, an individual must have previously served as the designated representative of a regular member.

**SECTION 10. ~ ELECTION TO MEMBERSHIP.** Application for Regular and Non-resident membership shall be submitted in such form as the Board of Directors may prescribe, and shall include the dues of the Electronic Security Association. Each applicant shall provide evidence of licensing as required by law or evidence that an application for any necessary licensing is in progress.

**SECTION 11. ~ TERMINATION OF MEMBERSHIP.** A membership may be terminated automatically when dues remain unpaid three months after the due date, and notice of termination provision has been mailed to that member after the due date. A membership shall be terminated automatically when state licensing as required by law for an alarm systems business has terminated. Expulsion for other good cause shall be by a two-thirds vote of those eligible to vote at a Board of Directors meeting where the member has been given notice and an opportunity to be heard; any member so expelled shall have the right to appeal to the membership and the decision of a majority of the membership attending a meeting where this is presented shall be final.

## **ARTICLE IV – GOVERNMENT**

**SECTION 1. ~ BOARD OF DIRECTORS.** The business of the association shall be conducted by the Board of Directors, in accordance with the policies and directions established by the membership.

**SECTION 2. ~ BOARD MEMBERSHIP.** The membership of the Board of Directors shall consist of the President; the Immediate Past President; the Vice President; the Secretary; the Treasurer; and six Directors, representing six geographic regions of the State. The geographic areas of the six regions shall be established by the Board of Directors. Each officer shall have the duties customarily associated with that office. Officers and directors shall be Regular members of the association.

**SECTION 3. ~TERM OF OFFICE.** The President, Vice President, Secretary, and Treasurer shall be elected each year at the annual meeting of the membership and shall serve for a term of one year or until their successors are elected and qualified. Three Directors shall be elected each year at the annual meeting of the membership and shall serve for a period of two years or until their successors are elected and qualified. No Director shall be elected to more than two consecutive two-year terms. A member may be elected President for as many terms as the members choose; however, no person shall be elected to more than two consecutive one year terms as President. No person shall be elected as President unless that person has served the preceding year as an Officer or member of the Board, or has previously served as President or Vice-President of the Board.

In the event of a vacancy in office, the remaining members of the Board of Directors shall select by majority vote a person to fill that vacancy, except the Vice President shall assume the office of President in the event of a vacancy in that office. A director who fills a vacancy shall serve in that position no more than one term, but may then be elected to the same office and later may be elected again to the Board of Directors. The term of any officer or director who fails to attend two successive meetings of the Board of Directors without requesting an excused absence may be declared terminated by a vote of two-thirds of the remaining members of the Board, and that vacancy may be filled in accordance with Article VII.

**SECTION 4. ~ MANAGEMENT.** The Board of Directors shall have the authority to employ executive and management services, to fix the term and compensation for such services, to designate executive officer titles and to designate duties and authority to those performing these services.

**SECTION 5. ~ COMMITTEES.** Standing committees shall be (1) a Convention Committee, chaired by the Immediate Past President; (2) an Education and Training Committee; (3) a Finance Committee, chaired by the Treasurer; (4) a Government Relations Committee; (5) a Grievance and Complaint Committee ; (6) a Long Range Planning Committee, chaired by the Immediate Past President and will consist of the President, Vice President, one associate member and one member at large and others

as appointed by the President; (7) a Membership Committee; (8) a Nominating Committee; and (9) Scholarship Committee. Committees without designated chairs and members shall be appointed by the President. Each committee shall have responsibility for the subject matter suggested by its name and shall make reports as called by the president.

**SECTION 6~ELECTRONIC SECURITY ASSOCIATION BOARD REPRESENTATIVE.** The membership shall, at an annual meeting, elect from its regular members a representative to the ESA board of directors who shall serve as NCESA representative at all ESA Board meetings from the March after the annual meeting until March of the next year. The NCESA representative shall be elected for a term of one year and must, at the time of election, be a member in good standing of the NCESA, and must remain in good standing during their term of service or their term automatically terminates. Should a vacancy occur, the NCESA board of directors shall appoint a qualified member to serve until the next annual meeting of the NCESA.

#### **ARTICLE V – GRIEVANCE PROCEDURES**

A Grievance Committee is available to handle complaints members have against each other. All grievances must be sent to the Grievance Committee. The procedure will be as follows:

- a. The complainant shall submit the grievance in writing and must include as a minimum: name, address and phone number of complainant; trade name and/or personal name and address of the accused party; nature of complaint in detail and any supporting documents available.
- b. Preliminary investigation will be made by the Grievance Committee. If grievance is substantiated, a mutually agreeable time shall be set for a meeting of the accused and accuser. The hearing shall be presided over by the chairman of the Grievance Committee. If the grievance involves a member of the committee, the President shall appoint a temporary substitute for that member.
- c. The Chairman of the Grievance Committee shall make a report to the Board of Directors within seven working days. This report is to be in writing. Matters not resolved by the Board of Directors shall be presented to the membership at the annual or a special meeting.
- d. In the event the Board of Directors shall find a member guilty of the accusation, the Board of Directors may upon a majority vote, impose one of the following sanctions:
  5. Warning
  6. Remanded to Probationary member status.

## **ARTICLE VI – MEETINGS**

**SECTION 1 ~ MEMBERSHIP MEETINGS.** There shall be one meeting of the membership each calendar year, designated as the annual meeting. The time and place shall be established by the Board of Directors and announced to the membership no later than the time of the proceeding annual meeting. Special meetings of the membership may be called by the president or any five members of the Board of Directors; notice of such meeting shall describe the time, place and purpose and shall be mailed no less than fifteen days prior to the meeting date.

**SECTION 2 ~ BOARD MEETINGS.** Meetings of the Board of Directors shall be held at such times and places as the Board shall determine. One meeting shall be held at the time of the annual meeting of the membership. Other meetings may be called by the president or any three board members.

**SECTION 3. ~ QUORUM.** A quorum of the membership at any meeting shall consist of not less than ten percent of the member business entities having current active membership. A quorum of the Board of Directors shall consist of not less than six members.

**SECTION 4. ~ VOTING.** Only Regular members shall be permitted to vote, and there may be only one vote for each member business entity. The presiding officer shall vote only in the event of a tie.

**SECTION 5. ~ ACTION WITHOUT MEETING.** The Board of Directors is authorized to act on any matter by means of an email, mail or voice vote in a phone conference, provided that the issue is decided by a vote of three-fourths of the Board members and no member of the Board objects to the vote taking place without an in-person meeting. Each mail, email or voice vote of the Board shall be confirmed at the next scheduled meeting of the Board of Directors.

**SECTION 6. ~ PARLIAMENTARY PROCEDURE.** The Board of Directors shall adopt a manual of parliamentary procedure to govern all meetings of the Board of Directors, association membership, committees of the association, and other meetings of the association.

## **ARTICLE VII – ELECTIONS**

**SECTION 1. ~ NOMINATIONS.** The Nominating Committee shall present a slate of officers and directors for nomination at the annual meeting.

**SECTION 2. ~ SELECTION.** Nominations from the floor shall be called for at each election. In the event of a contest, the vote shall be by secret written ballot.

**SECTION 3. ~ VACANCIES.** Any vacancy occurring on the Board of Directors may be filled by majority vote of the remaining members of the Board in attendance when written notice of such election has been given ten days in advance of the meeting.

## **ARTICLE VIII – DUES**

Dues and initial membership fees shall be established by a majority vote of the Board of Directors. No assessment shall be made against the membership except by a majority vote of the membership.

## **ARTICLE IX – AMENDMENT**

These bylaws may be amended at any regular or special meeting of the membership by the majority vote of the members present, provided that notice of the general nature of the proposed amendment has been mailed to the membership not less than fifteen days prior to the meeting date.

Adopted September 21, 1977

Revised December 15, 1979

Revised December 6, 1980

Revised December 3, 1982

Revised December 4, 1986

Revised December 6, 1990

Revised December 5, 1991

Revised November 13, 1996

Revised November 19, 1997

Revised November 5, 2001

Revised November 10, 2004

Revised November 10, 2005

Revised November 18, 2009

Revised December 9, 2011