Constitution and by-laws of the
Sacramento Area Alarm Association

Article 1. **Name:**
The official name of this association shall be "Sacramento Area Alarm Association".

Article 2. **Purpose:**
The members do hereby bring themselves together in this association in order that they may through mutual aid, advance the welfare of all. This association promotes free exchange of ideas among the members and the dissemination of information concerning trade practices, business conditions, technical developments, and any and all related subjects of concern to the industry. The association does not contemplate pecuniary gain or profit, incidental or otherwise.

Article 3. **Membership:**
A. There shall be four classes of membership; Regular, Associate, Public Safety and Honorary. Regular members shall be those companies properly licensed and engaged in the business of installing or providing alarm service of maintenance in the electrical field.

Throughout the text NN will be used to designate the 上海字库, a modern Chinese typeface.

Associate members shall be those persons or firms accepted as members and in a business other than installation or service of alarm systems.

Public Safety membership shall be granted to a jurisdiction who provides service within the territory of the Association and who would desire to attend conventions and meetings but cannot fulfill the requirements of Regular or Associate membership. Such membership shall be recommended by the Board of Directors of the Association.

Public Safety members shall be exempt from all dues and assessments and may attend all open meetings.

Honorary membership may be conferred on a person who has performed meritorious service to the Association and who would desire to attend conventions and meetings but cannot fulfill the requirements of Regular or Associate membership. Such membership shall be recommended by the Board of Directors and shall receive a majority vote of the Association. Honorary members shall be exempt from all dues and assessments and may attend all open meetings.

B. All candidate companies for membership shall make application by requesting any member to submit the candidate company to the Association through the Membership Committee. Upon approval by the Board of Directors, the candidate company shall then be voted upon at the following regular meeting for either acceptance or denial of membership.

C. Any candidate who shall comply with sections A and B above, shall become a member upon receiving the approval of the majority members in good standing who shall be present at the meeting.

D. Any candidate who has been accepted by the general membership shall become an active member of the Association, the ESA and the CAA, immediately upon payment of the membership dues.

E. Membership in this Association shall not be transferable or assignable except upon the approval by majority vote of those members in good standing who are present at the meeting.

Article 4. **Voting Rights:**
Each Regular Member Company shall be entitled to one vote provided said company shall be in good standing.
Article 5.  

**Good Standing:**
A member in good standing is one who shall not be in the arrears in the payment of any installment of dues or assessments. A member shall become in arrears in the payment of his dues at such time as ninety (90) days have elapsed from the date when said payment was first due. When a membership becomes delinquent, the member's name will be given to the membership committee by the treasurer for collection or suspension. To remain in good standing, member companies shall have a representative in attendance at least one regular meeting from January through June and one regular meeting from July to December. Any member may be suspended from the Association who is not in good standing, or failure to uphold the principles or Code of Ethics of the Association. The member shall be suspended upon: Review of the Grievance Committee and affirmative vote of two-thirds (2/3) of the voting members in good standing, present at the next regular meeting of the Association.

Article 6.  

**Board of Directors & Officers:**
A. The Board of Directors of the Association shall consist of the following:
   - Each of the elected officers of the Association
   - The immediate Past President of the Association
   - One Director at Large to be appointed by the President upon approval by a majority of the Board of Directors.

B. The Officers of the Association:
   - President
   - Vice President
   - Secretary
   - Treasurer
   - Sergeant at Arms
   - Past President
   - Officer at Large

C. Term:
The term length of the President of the Association shall be two (2) years commencing January 1 and terminating December 31 of the following year. The term of the President should take place in opposing years of the CAA President. The remaining officers and director shall serve for a one (1) year term commencing January 1 and terminating December 31 of the same year. Nominations and the election of each officer shall be held at the regular meeting of the Association for the year.

Vote: Voting of officers may be by either ballot or elected by a majority vote of the voting members who shall be present at the meeting.

Nomination: The nomination of candidates for the above named officers may come from the floor, prior to consent of nominee required, and/or from a nominating committee appointed by the President.

Special conditions: No person may be elected or appointed as an officer or director of the Association unless he is a Regular or Associate member in good standing.

Article 7.

**Duties of Officers:**
President: The President shall be the chief executive officer of the Association and shall have supervision, direction and control of the business and affairs of the Association.

Vice President: The Vice President shall preside over all meetings where the President is not present. In the absence or disability of the President, when so acting, he shall have the powers and be subject to all the restrictions upon the President.
Secretary: The Secretary shall keep or cause to be kept all the books and records of the Association, including minutes of all meetings of the Association; shall keep or cause to be kept the membership book containing the names and addresses of each member; shall give the notices of all regular and special meetings of the Association.

Treasurer: The Treasurer shall keep and maintain or cause to be kept and maintained adequate correct accounts of the Association and shall collect all membership fees, dues and assessments owing the Association. All such funds shall be deposited in a bank account in the name of the Association. The Treasurer shall further disburse such money as is necessary to meet the proper expenses necessary to carry on activities of the Association; shall maintain proper books and records reflecting the financial condition of the Association; and shall perform such other duties as may be required or prescribed by the President or the Board of Directors of the Association. The Treasurer shall be required to cause financial records of the Association to be audited annually and present the results to the President for Board approval. Disbursements shall require two (2) signatures: President, Vice President or Treasurer.

Sergeant at Arms: The Sergeant at Arms shall be responsible for maintaining the decorum of each Association meeting, including general meeting, board meeting and special meetings. The Sergeant at Arms shall maintain a record of all persons who shall attend each meeting. He shall further distribute to and collect from each person who shall enter and leave from the general meetings of the Association a badge setting forth the name and company of each person.

Past President: The Past President shall be an advisor to each of the officers of the Association.

Officer at Large:

Article 8. Changes in Officers or Directors:
A. Any officer or director may be removed by a vote of two-thirds (2/3) of the voting members in good standing. Such removal process shall be done by secret ballot.

B. Should any officer or director be unable to complete their term of office, for any reason, the President, or the Vice President in the President's absence, shall appoint another member in good standing for the remainder of the term. This appointment shall be approved or disallowed by majority vote at the next regular meeting.

Article 9. Meetings:
The Association shall hold meetings bi-monthly to conduct the business of the Association, or as deemed necessary by the Board of Directors.
It shall be the duty of the Secretary to inform all members, in writing, of the date, time, and place of all meetings. The Board of Directors shall decide the location of each meeting. Board of Director meetings will be conducted on opposite months. Secretary will have book with By-laws at meetings. All Board members will refer to By-laws as necessary.

Article 10. Quorum:
Whenever fifty-one percent (51%) of those regular voting members of the Association who are in good standing are present at any regular called meeting, it shall constitute a quorum. Should any general meeting lack quorum, any proposal offered for consideration may, at the approval of the majority of those present, be referred in writing to all members who are in good standing; once it is sent out in writing to the members in good standing, it will then be brought up at the next regular meeting. In the event no response is received, it will be assumed that the proposal is concurred with.

Article 11. Committees:
The President shall appoint two (2) standing committees, to wit, Grievance Committee and
Membership Recruitment Committee. The President may appoint any other standing or special committees as may be desired by the President or Board of Directors.

Article 12. **Retention of Counsel or Accountant:**
The Association may be authorized to retain, with the approval by majority voting members, an attorney or accountant to protect the interests of the Association. The Association shall pay a monthly retainer plus all expenses, costs and any additional fees, which may be required for the benefit of the Association.

Article 13. **Membership Fees and Dues:**
Membership fees and annual dues for each Regular and Associate members shall be determined by a vote of a majority of the members of the Association and shall be published annually in the newsletter and in the minutes of the Association.
The membership dues shall become due and payable in advance quarterly.

Article 14. **Consumer Affairs, Ethic Violation and Grievances:**
The President shall appoint a Grievance Committee consisting of at least three (3) members of the Association. Any member, who has a grievance, shall submit same, in writing, to the Grievance Committee of the Association, setting forth with particularity the grievance involved. The findings of the Grievance Committee shall be submitted to the Board of Directors. The Board of Directors shall recommend the action to be taken and shall submit its recommendation to the general membership for vote. The recommendation of the Board of Directors shall be passed with the affirmative vote of two-thirds (2/3) of the voting members in good standing. All Grievance Committee meetings shall be held prior to the Board of Directors meetings.

Article 15. **Assessments:**
In the event it shall become necessary to raise or to expend any additional funds for the benefit and welfare of the Association, the Board of Directors may propose an assessment for each regular voting member of the Association. The assessment shall become effective upon the vote of a majority (51%) of the voting members in good standing at the next general meeting.

Article 16. **Amendments:**
The By-laws may be amended by the consent of a quorum.

Article 17. **Dissolution:**
In the event a quorum of the voting members of this Association shall vote to dissolve this Association, then and in that event, the Association shall be forthwith dissolved. In the event of dissolution as above provided, the assets of the Association shall be liquidated by the Treasurer or such other person as may be appointed by the President. The funds from such liquidation shall be disbursed equally to those existing members who are in good standing after all liabilities have been met.

Article 18. **Effective Date:**
These By-laws shall become amended and effective as of the 1st day of May, 2010.