

HOUSTON GULF COAST ALARM ASSOCIATION, INC.

BYLAWS

ARTICLE I NAME

The name of this Corporation shall be THE HOUSTON GULF COAST ALARM ASSOCIATION, INC. herein referred to as the Association. This Corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate monetary gain or profit to the members thereof and is organized for non-profit purposes under section 501 (C) (6) of the Internal Revenue Code. The period of duration for this non-profit Corporation shall be perpetual. If there is any conflict between the provisions of the Certificate of Incorporation and these bylaws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE II PURPOSE

The purpose of this Association shall be to foster cordial relations among the Members; promote the interests of the electronic security and life safety industries; to inform the public of the services performed by these industries; to facilitate communication among those engaged in the sales, installation, service and monitoring of electronic security and life safety systems; to provide a forum for the discussion of ideas and solutions; to provide education to those in the industry; to promote the programs and initiatives of the Association; to encourage the enactment of local and state legislation beneficial to the industry and the public interest; and to promote professionalism and ethics within the industry.

ARTICLE III REGISTERED OFFICE

The registered office of the Association shall be 5408 Woodway Dr, Fort Worth, TX 76133; all correspondence shall be sent to the Association mailing address at P.O. Box 19484, Houston, TX 77224-9484

ARTICLE IV MEMBERSHIP

There shall be four classifications of membership: Regular, Associate, Honorary and Life. A member may join the Association upon verification of good standing with the State, attendance of two (2) consecutive meetings and payment of membership dues.

REGULAR MEMBERSHIP - Regular members are voting members. Regular membership is open to electronic security and life safety companies. There may only be one vote per member business entity. All Regular members of this Association must be licensed and in good standing with the Texas Department of Public Safety in Private Security or licensed and in good standing with the State Fire Marshal's Office in Life Safety services, unless exempted by provisions listed in the applicable State code.

Any member found not in good standing with DPS or the SFMO shall be given sixty (60) days to get in compliance or their membership shall be suspended.

ASSOCIATE MEMBERSHIP - Associate members are non-voting members. Associate membership is open to individuals, businesses or organizations supplying products and/or services to the electronic security or life safety industry. Associate members shall be eligible to serve on the Board and Committees and shall have voting privileges on Board and Committee decisions.

HONORARY MEMBERSHIP - Honorary members are non-voting members. Honorary membership may be granted by a majority vote of the Board of Directors to individuals who have made outstanding contributions to the security or life safety profession and/or the Association. Honorary members are not expected to pay dues or assessments.

LIFE MEMBERSHIP - Life membership may be granted by a majority vote of the Board of Directors to a Regular member who has been in good standing with the Association for at least fifteen (15) years, served on the Board of Directors and

made outstanding contributions to the security or life safety profession and/or the Association. Life members shall have all rights and privileges of a Regular member (even if they have retired). Life members are not expected to pay dues or assessments.

ARTICLE V BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors elected by the Regular membership. The Board shall consist of: President, Vice President, Secretary, Treasurer, Sergeant-at-Arms, Parliamentarian, Editor, Membership Director and Education Director. The immediate Past President shall serve as a non-voting advisor to the Board. Regular and Associate members shall be eligible to serve on the Board and shall have voting rights while serving on the Board. Board members shall be insured and bonded at the expense of the Association.

Any vacancy occurring on the Board shall be filled by majority vote of the remaining members of the Board unless otherwise specified in the bylaws. If the Board is unable to find volunteers to fill open positions on the Board, an existing Board member may hold multiple positions on the Board; however they will only have one (1) vote.

Each Board member must represent a different business entity. No one company shall have monopolistic control of the Board.

Membership and Board meeting locations, dates and times shall be established by a majority vote of the Board and ratified at any regular or special meeting by a majority vote of the Regular membership.

Membership fees shall be established by a majority vote of the Board and ratified at any regular or special meeting by a majority vote of the Regular membership.

The Board may approve expenses that are less than \$1000 without membership approval.

The Board shall represent the Association, in a professional manner, at local, regional and state industry related functions.

A Board member may be removed from the Board by a majority vote of the Board for: violating these bylaws, misrepresenting the Association, failure to attend three (3) consecutive membership or board meetings or failure to perform their duties as prescribed in these bylaws.

The PRESIDENT shall:

1. Establish quorum at the beginning of every meeting to determine if Association business may be transacted.
2. Conduct themselves and meetings in accordance with the bylaws of the Association.
3. Act as the representative of the Association.
4. Appoint committee chairpersons where not otherwise specified in these bylaws.
5. Abstain from making motions or voting except in the event of a tie.
6. Be ex-officio member of all committees except the Nominations Committee.
7. Actively promote an ongoing public awareness campaign regarding education of the public concerning the electronic security and life safety industry's professionalism, ethics and service to the community.
8. Shall have been a member of the Association for at least three (3) years and have served as an officer of the Association for two (2) years prior to their election to President.
9. The President may only serve for four (4) consecutive years.

The VICE PRESIDENT shall:

1. Assist the President in carrying out the official business of the Association.
2. Preside in the absence of the President.
3. In the event of a vacancy of the President, the Vice President shall become the President until after the next regular election.
4. In the event of a vacancy of the Editor, the Vice President shall take over their duties until such time as the Board is able to fill the Editor position.

5. Shall have been a member of the Association for at least two (2) years and have served as an officer of the Association for one (1) year prior to their election to Vice President.

The SECRETARY shall:

1. Take minutes during meetings and distribute them to the Membership.
2. Conduct all correspondence for, and in the name of the Association, and read all communications.
3. Disseminate correspondence and payments to the appropriate Board and Committee members.
4. Update the list of officers with the Secretary of State by filing the appropriate form. (i.e. form #802)
5. Take charge of all properties of the Association and keep an inventory list of such.

The TREASURER shall:

1. Present a monthly financial summary with an itemized list of receipts and disbursement for the Membership.
2. Provide an accurate list of current paid members to the Board.
3. Keep a file of all receipts and bills each month.
4. Keep accurate financial records to be audited by the Audit committee at the end of each year.
5. Shall be responsible for all monies in the Association bank accounts and assure that all deposits are made in a timely manner.
6. File the annual forms with the Internal Revenue Service for small tax-exempt organizations. (i.e. form #990-N)

The SERGEANT-AT-ARMS shall:

1. Assist the President in maintaining order at all meetings.
2. Remove unruly or disrespectful people from meetings.
3. Guard the entrance to insure unwelcome guests remain outside member events.
4. Monitor the counting of ballots during elections and announce the results to the membership.
5. Assist the Board with any duties that may be required for the Association.

The PARLIAMENTARIAN shall:

1. Assist the President in utilizing proper procedure during Association meetings.
2. Settle disputes of a parliamentary nature utilizing Roberts Rules of Order as a guide.
3. Settle bylaw disputes.
4. Chair the Bylaws committee.
5. Receive and review bylaw changes, submit them to the Board for review and distribution to the membership.
6. Assist the Board with any duties that may be required for the Association.

The EDITOR shall:

1. Prepare and publish a monthly Association newsletter.
2. Distribute the newsletter no later than five (5) days prior to the monthly meeting date.
3. Publish the prior meetings minutes and Treasurer's reports in the newsletter.
4. Publish proposed bylaw changes in the newsletter.
5. Publish results of the Nominating Committee in the newsletter.
6. Manage the Association Facebook page.
7. Manage the Association web site & www.hgcaa.org domain.
7. Manage the Association Constant Contact email database.
8. Solicit appropriate advertisers for the Association newsletter.

The MEMBERSHIP DIRECTOR shall:

1. Develop materials and incentives to attract and retain members.
2. Chair the Membership committee.
3. Contact potential members and associate members to invite them to Association events.
4. Receive membership applications for potential members and check the information to make sure they meet our membership requirements.

5. Notify members if their membership has been found not in good standing.

The EDUCATION DIRECTOR shall:

1. Register with DPS as the Education Director for the Association.
2. Coordinate with the Treasurer to make sure our Association school license is renewed with DPS.
3. Maintain education records in accordance with DPS.
4. Chair the Education Committee.
5. Develop training calendar by scheduling a variety of regular classes that meet the needs of our members. (i.e. Ethics, Code Updates, Legislative Updates, NEC, Level I, Life Safety, etc)
6. Work with trainers to develop a quality syllabus & class for our members.
7. Issue CEU certificates to members that have completed Association classes.

ARTICLE VI QUORUM

Quorum shall be established at the beginning of every meeting to determine if Association business may be transacted.

Twenty percent (20%) of the Regular and Life membership shall constitute a quorum to conduct business at any regular or special meeting.

Five (5) Board members shall constitute a quorum to conduct Board business. Two of whom shall include either: the President, Vice President, Secretary or Treasurer.

ARTICLE VII ELECTIONS

Elections shall be held annually at the regularly scheduled meeting in September. If the regularly scheduled meeting in September has to be rescheduled for any reason, notification shall be distributed to the membership as soon as reasonably possible and elections shall be held at the next regularly scheduled meeting in October.

Only members paid for the upcoming year shall be allowed to vote.

Only members paid for the upcoming year shall be eligible to serve on the Board.

The Board's terms of office shall be from September through August.

Nominations from the floor shall be called for at the time of elections. In the event of a challenged position, each candidate shall have three (3) minutes to articulate to the membership their experience, qualifications and intentions.

If it has been made known to the Nominating Committee that a member is interested in a position but cannot be present at the time of elections, that individual may be considered for the position and elected in absentia.

The vote for challenged positions shall be conducted by secret written ballot. The ballots shall be counted by two different members, not running for Board positions, to make sure that the results match. The results shall be communicated to the membership verbally at the time of elections and documented in the meeting minutes.

No proxy votes shall be accepted. Members need to be present to hear the experience, qualifications and intentions of candidates nominated from the floor at the time of elections.

ARTICLE VIII AMENDMENTS

These bylaws may be amended at any regular or special meeting of the membership by a two-thirds (2/3) vote of the Regular members present as long as notice of the proposed amendment has been distributed to the membership one month prior to the meeting date.

ARTICLE IX COMMITTEES

Regular and Associate members shall be eligible to serve on Committees and shall have voting rights within the committee.

Bylaws Committee - The Parliamentarian shall chair the Bylaws committee. The committee should consist of at least three members of the Association.

Audit Committee - Shall consist of at least three (3) non-board members to audit the records of the Treasurer or the Association may use an outside independent auditor and submit a report to the membership annually prior to elections.

Nominations Committee - The immediate Past President shall chair the Nominations Committee. The committee shall consist of members not interested in running for a Board position. The committee shall interview members interested in serving on the Board to verify the candidate's qualifications, experience and inform them of the expected duties of the position they are interested in. The Nominating Committee shall present a list of all interested individuals that meet the qualifications for each position to be published in the monthly newsletter prior to the annual elections meeting and presented at the annual elections meeting.

Membership Committee - Assist the Membership Director in their duties.

Grievance Committee - Receive a grievance, investigate all sides and present findings to the Board for further determination of a resolution. The committee should consist of at least one (1) Board member and two (2) members of the Association.

Scholarship Committee - Work to establish a scholarship program for the Association. Administer the scholarship program.

Education Committee - Assist the Education Director in their duties.

Social Events Committee - Assist the Board in planning social events for the membership.

ARTICLE X AFFILIATION

The Association may choose to affiliate with any State or National association through a "Chartered Chapter" program. As a Chartered Chapter, the Association may be required to enter into a Chapter Affiliation Agreement and comply with the terms thereof. An affiliation may be approved or revoked at any regular or special meeting of the membership by a two-thirds (2/3) vote of the Regular members present as long as notice has been distributed to the membership one month prior to the meeting date.

ARTICLE XI DISSOLUTION

This Association may be dissolved at any regular or special meeting of the membership by a two-thirds (2/3) vote of the Regular members present as long as notice of the intent to dissolve the Association has been distributed to the membership for two consecutive months prior to the meeting date. Upon the dissolution of the Association any assets belonging to the Association shall be used to pay all lawful obligations and the rest shall be donated to any legitimate non-profit within Texas.

Ratified March 10, 2016