Constitution and By-Laws of the

New York Electronic and Life Safety Association, Inc.

ARTICLE I - NAME AND LOCATION

A. The name of the Association shall be the New York Electronic and Life Safety Association, Inc. also known as the NYELSA, herein referred to as the "Association". The principal office of the Association shall be located in Albany, New York or in other such localities as may be determined by the Board of Directors.

ARTICLE II - OBJECTIVES

A. The objectives of this Association are:

1. To promote mutual interests of the electronic security and life safety industry.

2. To foster cordial relations among the members.

3. To stimulate by all lawful means wider and more extensive use of burglar alarms, fire alarms, supervisory systems, and other electronic security services.

4. To serve by all lawful means as a medium for exchange and dissemination to members and public, of information applicable to the electronic security industry.

5. To cooperate by all lawful means with others on matters affecting the business and common interests of the members of the Association.

6. To promote the concepts that members be guided by a spirit of justice and honor in all business activities and that all members observe the Association's Code of Ethics and Anti-Trust Policies at all times.

7. To conduct or engage in all lawful activities in furtherance of the foregoing objectives, or those incidental thereto.

ARTICLE III - MEMBERSHIP

A. There will be eight (8) classes of membership, namely:

- Regular Membership
- Affiliate Membership
- Life Membership
- Associate Membership
- Honorary Membership
- Public Safety Membership
- Applicant Regular Membership
- Probationary Membership
- Proprietary Membership

1. Regular Membership shall be open to any business entity, except a public utility or a subsidiary thereof, which shall meet the following requirements:

a. Have as its major activity in the electronic security industry, the installation, servicing or monitoring of burglar alarms, fire alarms, supervisory systems and other electronic security and life safety systems;

b. Be willing and agree to conduct their business in accordance with the Code of Ethics, By-Laws of the NYELSA and Anti-Trust Statement of the NYELSA;

c. Shall hold a current New York State Alarm License per Article 6D of the General Business Law of New York State.

A Regular Member will be entitled to all benefits of the Association.

2. Affiliate Membership is granted to all New York State GBL Article 6D license holders. Affiliate members shall receive Association publications and may attent conventions and meetings but shall not have the right to vote or hold office. Such members shall be exempt from payment of all dues and assessments.

3. Life Membership may be conferred on a person who formerly served as a designated representative of a Regular Member and who has rendered meritorious service to the Association. Upon motion and second by members of the Board of Directors vote of seventy-five percent (75%) of the entire Board is required to convey the Life Membership to referenced individual. A Life Member will be entitled to all the benefits of the Association as a Regular Member and shall be exempt from payment of all dues and assessments.

4. Associate Membership shall be open to any business entity which is engaged in the business of manufacturing, distributing, supplying products or services generally used by the members of the Association that is usually not done in-house. Associate Members may serve on the Board but shall not hold office within the Executive Committee.

5. Honorary Membership may be conferred by a vote of seventy-five percent (75%) of the entire Board of Directors on a person who has performed meritorious service to the Association or upon others who cannot fulfill the requirements of Regular or Associate memberships. Honorary members shall receive Association publications and may attend conventions and meetings but shall not have the right to vote or to hold office. Such members shall be exempt from payment of all dues and assessments.

6. Public Safety Membership may be open to any member of the police or fire department of any governmental organization, or any governmental agency concerned with law enforcement or fire safety, upon request of their department head. Public Safety members shall not have the right to vote or to hold office. This membership shall continue only so long as the enabling employment continues.

7. Applicant Regular Membership shall be available to any Applicant Regular Member who meets all sections of Article III.A.1 a through c, for one full year, while they achieve a New York State Alarm License. They shall not have the right to vote or to hold office at the State Association Level.

8. Probationary Membership shall not have the right to vote or to hold office until returned to original membership classification.

9. Proprietary Membership shall be open to any business entity that engages in the activity of installing, servicing or maintaining low voltage systems for and on its own facilities and does not

make its low voltage system activities of installation or service available for the general public's use. Proprietary Member Companies shall not have the right to vote or to hold office.

B. Method of Election to Membership

1. The business entity applying for any class of Membership shall make application to the Association with a check to cover dues for one (1) year.

   a. The Association shall provide for investigation of the applicant to determine if the applicant meets the requirements set forth in Article A.1 or Article A.6.

   b. Upon approval by the Association in accordance with the By-Laws requirements of this Association, the applicant will become a Regular Member or Applicant Regular Member.

2. The business entity applying for an Associate Membership or a Public Safety Membership shall make initial application to the NYELSA, on the official application form including a check to cover the dues for one (1) year. Application shall be submitted to the NYELSA Association Office.

   a. The application shall then be referred to the Executive Director to determine whether applicant meets the requirements set forth in Section A.3 or A.5 (as applicable) above. Upon completion of the investigation, the Executive Director shall refer the report to the Board of Directors.

   b. Once eligible, the applicant may become a Member, as applicable, upon the approval of the Board of Directors.

C. Transfer of Membership

The membership may not be assigned or transferred.

ARTICLE IV - OFFICERS

A. The officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer, each performing the usual duties of their office. The officers must be members of the Board of Directors. The officers will be elected by the members of the Board of Directors at the regular annual meeting and assume office immediately thereafter. Each officer shall hold office for a term of two (2) years or until their successors are elected and have qualified. A vacancy in any office shall be filled by the Board of Directors for a period of the unexpired term in accordance with Article V.C. Collectively the Officers are also the Executive Committee of the Association, as also defined in Article VI.

B. The Duties of the Officers shall be:

1. President – It shall be the duty of the President to preside at all meetings of the Association and its Board of Directors. Appoint all committees and perform such duties as may be incidental to this office, or which shall be required by a vote of the membership or the Board of Directors. To enforce at all meetings the observance of decorum among the members; to inform the assembly, when necessary, or when referred to for the purpose, on a point of order or practice pertinent to pending business. To authenticate by signature, when necessary, all the acts, orders and proceedings of the assembly declaring its will in all things and obeying its commands and be guided at all times by the Constitution and by By-Laws of the Association and Robert's Rules of Order. The President may also appoint a Sergeant at Arms and a Chaplain. The President shall have the authority to declare any meeting or part thereof, a "closed session" which would exclude all but voting and ex-officio members of the Board of Directors.

2. Vice President - The Vice President shall promote all of the objectives of the Association statewide and shall perform such duties as assigned to him from time to time by the President and the Board of Directors to whom they shall report.

3. Secretary - The Secretary shall be responsible for calling the roll of voting members at the annual meeting, for the preparation of accurate minutes of the proceedings of the annual meeting and all of the Board of Director meetings.

4. Treasurer – The Treasurer shall have general supervision of the fiscal affairs of the Association. The Treasurer shall, with the assistance of the President and managerial staff of the Association perform all the usual duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the Board of Directors or the President.

C. Nomination and Election of Officers

The Board of Directors shall, at least ninety (90) days prior to the date of the meeting, appoint a nominating committee and its chairman, consisting of at least three (3) Regular members with a maximum of five (5). At least one of the members shall be a Past President.

1. The report of the Nominating Committee will be presented to the Board of Directors for acceptance and, at least forty-five (45) days prior to the annual meeting, the Nominating Committee shall propose and submit to the voting membership a nomination for each of the elected officers of the Association. The Nominating Committee shall obtain the prior written consent of any person nominated for a given office.

2. Other nominations for each office may be made in writing by a Regular Member in good standing at least thirty (30) days before the annual meeting, provided there is a second to the nomination in writing, by ten (10) Regular Members in good standing and provided further that the nominee shall have given prior written consent to the nomination and election as an officer. The nomination and second must be received at the Association office at least thirty (30) days prior to the election.

3. Election for each office shall be held, in a manner that is approved by an affirmative vote of at least 75% of the Board of Directors sixty (60) days in advance, at the annual meeting of the Association. A majority of the vote cast shall elect.

4. In the event of a vacancy occurring in the office of President, the Vice President shall become Acting President and shall assume all the duties and authorities of the vacant office until such office shall be filled through election by a majority of the remaining members of the Board of Directors. Vacancies occurring in the office of Vice President, Secretary or Treasurer, shall likewise be filled by election of the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting of nine (9) individuals who shall be elected in accordance with the procedures set forth in Article B of these Bylaws. Every effort will be made to select directors from the various geographical areas of the State of New York. Directors shall serve a term of three (3) years and shall serve no more than two (2) consecutive terms. The terms of the various directors shall be staggered so that 1/3 of all existing Board of Directors' terms shall expire each year.

B. A majority of those serving as directors, including officers, shall constitute a quorum for the transaction of the Association's business.

C. In the event of a vacancy in the Board of Directors or an office of the Association, the remaining directors shall, by a majority vote of the entire remaining Board of Directors, elect a successor to serve the unexpired term of the Director who vacated the position.

D. The Board of Directors shall have (i) the responsibility for the general management and work of the Association; (ii) formulate, direct and carry out such policies, programs and activities as the Board of Directors may deem advisable to promote the purpose of the Association. It may employ and discharge the executive director.

E. Directors will report any possible conflict of interest with the Association in writing to the President.

F. In the event a Director is unable to attend a meeting of the Board of Directors, he/she may appoint an alternate from his/her Member's firm or company to act in his/her place and stead, subject to prior approval by the President. A Director who fails to attend two consecutive meetings or more than 4 meetings in any calendar year shall be deemed to have resigned as director and the Board shall promptly replace the Director in accordance with Article V C.

G. The President shall chair the meetings of the Board of Directors. In case the President cannot attend the meeting, the Vice President shall chair the meeting.

H. Transition to new Board of Directors (Nine (9) member board)

a. All existing officers will be appointed to the new board and maintain their current positions as officers except for the immediate past president.

b. The current presidents of RASIA and WNYESA will be appointed to the new board.

c. The existing board will select (elect) two additional individuals from the remaining directors to serve on the new board.

d. In the initial year the board will develop a slate of candidates three of whom will be elected for a three year term; three for a two year term and three for a one year term.

ARTICLE VI - EXECUTIVE COMMITTEE

A. The Executive Committee shall consist of the officers of the Association. The term of the members of the Executive Committee shall not be more than two (2) consecutive terms [four years] in any one office.

B. The Executive Committee shall convene and meet at the call of the President or on call of a majority of the members of the Executive Committee.

C. The Executive Committee shall act for and instead of the Board of Directors during the intervals between the meetings of the Board and subject to policies agreed to by the Board of Directors.

D. The Executive Committee shall keep minutes of all its meetings and shall report to the Board of Directors in the form of minutes of its meetings.

ARTICLE VII - INDEMNIFICATION

A. The Association shall Indemnify any and all of its Directors, Officers, Committee Chairs and Employees or former Directors, Officers, Committee Chairs or any person who may have served at its request as a Director or Officer of another entity, from any suit or proceeding, by reason of the fact that he or she was or is a Director, Officer, Committee Chair, Employee or Agent of the Association or is or was serving at the request of the Association as a Director, Officer, or Committee Chair of another entity, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, if said person acted in good faith, in a manner he or she believed to be in the best interest of the Association and had no reason to believe his or her conduct was unlawful. Provided, however, no indemnification shall be made in respect to any suit or proceedings as to which such Director, Officer or Employee shall be judged to have committed an act including wanton or willful misconduct in the performance of his or her duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any agreement, vote of members of the Association, or otherwise.

ARTICLE VIII - MEETINGS AND QUORUM

A. A regular meeting of the membership designated as the Annual Meeting, and a regular meeting of the Board of Directors shall be held at least once a year, the time and place of such meetings to be determined by the Board of Directors.

B. A special membership meeting may be called by the President upon recommendation of two-thirds (2/3rds) of the Board of Directors, or upon written request signed by representatives of one-third (1/3rd) of the Regular Members. Only (30) day notice is necessary.

C. Members present at a meeting held with proper notice shall constitute a quorum. All action taken at any regularly called meeting shall be pursuant to majority vote except amendments to the Constitution and Bylaws as outlined in Article XV.

D. One or more persons may participate in any meeting of the membership, or meeting of the Board of Directors or of any committee meeting by means of conference telephone or video or similar communications equipment by which all persons participating in the meeting can hear one another. Such participation shall constitute presence in person at the meeting.

E. The voting members present at a properly called Board of Directors, Regular Membership or a Special Membership Meeting shall constitute a quorum.

ARTICLE IX - VOTING

A. Each Regular Member shall be entitled to one (1) vote. No Regular Member may cast more than one (1) vote. The Board of Directors, or the President acting alone, is authorized to permit any voting or communication required by these By-Laws to be conducted electronically in such manner as to ensure the integrity of the process. Communication by email shall be to the email address or addresses each Member, in any class, has provided to the Association. The Executive Director, or other person designated by the President to serve any notice, shall certify to the Board that all communication to Members has been sent via electronic email, setting forth the list of Members, their address and date of service of the notice.

B. Except as may otherwise be provided in these bylaws, all action taken shall be by majority vote of those present and voting.

C. In order to vote on behalf of a Voting Member, an individual must be listed as the primary voting representative or the secondary voting representative of that Member. Any change in either of the individuals acting in such capacities must be made at least fifteen (15) days prior to the meeting. An individual cannot act as the voting representative (whether primary or secondary) for more than one Member at any given time.

D. The Board of Directors can establish procedures to allow Voting Members whose representatives are unable to attend any meeting of the Members to vote in accordance with the following guidelines:

E. The NYELSA Secretary (or designated association staff) shall Deliver to all Voting Members a ballot containing a list of all nominees and/or any other issues to be voted upon and a proxy appointment form by which the Voting Member may appoint the current Association Secretary to vote on its behalf. A description of the voting procedures and deadlines and separate information as to the qualifications of the nominees and the merits of the issue to be voted upon must also be Delivered to each Voting Member;

F. The representative of a Voting Member shall return the completed ballot and proxy appointment form as directed by the procedures which shall provide anonymity with respect to the vote of the representative.

G. The procedures shall ensure that the identity of the representative is known and that each representative is eligible to vote and casts only one vote per Member;

H. Any action that may be taken at a meeting of the Members, may be taken by ballot without a meeting in writing by mail, email, or any other electronic means pursuant to which the Members are given the opportunity to vote for or against the proposed action and the action receives approval by a majority of the Members casting votes unless otherwise required by law, the articles of incorporation or these bylaws. Voting must remain open for not less than five (5) days from the date the ballots are Delivered; provided, however, in the case of a removal of one or more members of the Board of Directors, or a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than twenty (20) days from the date the ballot is Delivered.

I. Any action taken pursuant to ARTICLE IX– VOTING shall become effective only if, at least five (5) days prior to the effective date of such action, a notice in writing of the proposed action is Delivered to all of the Members entitled to vote on that matter.

K. Bylaws may only be amended as prescribed in Article XV.

ARTICLE X - DUES

A. Annual dues for all classes of membership except Honorary and Life Members shall be determined from time to time by a majority vote of the Board of Directors.

ARTICLE XI - COMMITTEES

A. The President shall recommend to the Board of Directors the establishment of such committees as are necessary to achieve the objectives of the Association. The Board of Directors, in authorizing the establishment of any committee, shall adopt a statement of functions and operations for that committee. The President shall then appoint a Chairman and members of each committee.

B. All committee appointments shall expire at the next Annual Membership Meeting following such appointment.

C. Committees shall report to the Board of Directors, and to the members, if so directed, by the submission of the minutes of their meetings and by such other means as are desirable or appropriate, as deemed by the President.

D. Committees may be abolished by action of the Board of Directors.

ARTICLE XII - GRIEVANCE PROCEDURES

A. The Grievance Committee shall consist of three (3) members appointed by the President. All grievances must be sent to the three (3) members of the Grievance Committee at least thirty (30) days prior to the regularly called meeting of the Executive Committee. The procedure is as follows:

1. The Complainant shall submit the grievance in writing setting forth:

   a. Complainant's name: Address of same.

   b. Trade name and personal name of accused party. Address of same.

   c. Nature of complaint. Attach supporting data, places, pictures, advertising clips and/or other applicable items.

2. Preliminary investigation will be made by the Vice President.

3. If grievance is substantiated, a mutually agreeable time shall be set for a meeting of the accused and the accusers. Hearing shall be presided over by the representative of the region and the two (2) members of the Grievance Committee.

4. The chairman of the Grievance Committee is to make a report of the Committee's findings to the Executive Committee in writing. If not resolved, complainant and defendant must be notified to appear before the Executive Committee. Matters not resolved by the Executive Committee shall be presented at the annual meeting of the Association, provided a minimum of thirty (30) days notice has been given to all parties concerned.

5. Involved parties shall be notified within two (2) weeks from hearing of Executive Committee's decision.

6. In the event the Executive Committee shall find a member responsible or guilty of the accusation, the Executive Committee may, upon majority vote, impose one of the following sanctions:

   a. Warning;

   b. Remanded to Probationary member status for a period of not more than one (1) year. If the grievance is not resolved to the committee's satisfaction, the member will not be permitted to renew, but may re-apply after two (2) years from the start of probationary membership.

   c. Terminate membership

ARTICLE XIII - LIMITATIONS

A. Neither the Association nor any of its officers or committees shall incur any obligation or announce any policy in the Association unless the action or obligation or policy shall have been formally approved by the Board of Directors.

B. The Association or membership therein shall not be used for the promotion of individual interests. No member shall use the office of title on their personal or business stationery. Members may designate their membership by using the name of the Association on their letterheads, advertising or business cards.

C. At meetings of the Association, discussions and consideration shall be limited to such questions as are acceptable to the majority of the representatives present.

D. All meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE XIV - PROCESS OF PROBATION AND EXPULSION

A. Any dues paying members who shall fail to pay any dues or indebtedness to the Association within three (3) months after statement of such obligation has been mailed with adherence to the procedures of the Association will be designated as a Probationary Member.

B. At the expiration of a one (1) month period of probation for nonpayment the member will be expelled from the Association, if their dues or other indebtedness to the Association has not been satisfied.

C. The above Process of Probation and Expulsion may be appealed by the members involved by filing a Notice of Appeal to the Committee established in Article. XIV

D. In similar manner, the Board of Directors may recommend for expulsion any member it may decide has been guilty of making false reports to the Association, or to have violated any agreement lawfully and formally entered into with the Association, or who fails to continue to fulfill all the standards and requirements for membership, or has been convicted of a felony.

ARTICLE XV - AMENDMENTS

A. The bylaws may be amended in accordance with ARTICLE IX– VOTING of these bylaws.

B. Before any amendment is adopted, it shall receive a favorable vote of two-thirds (2/3rd) or more of the votes cast.

C. A Member in Good Standing may propose an amendment to the bylaws for the consideration of the membership by submitting in writing, to the NYELSA President, the exact language of the proposed amendment. If the amendment is submitted at least forty-five (45) days prior to the next membership meeting, it will be submitted to the membership for vote at that time. Amendments submitted at other times will be held until the next scheduled or special membership meeting.

ARTICLE XVI - RESIGNATION

A. Members in good standing may resign at any time, upon filing a written statement to this effect with the President, provided all obligations as to dues or assessments for the current year have been met.

ARTICLE XVII - LEGAL COUNSEL AND AUDITOR

A. Such Legal Counsel or Auditor as may be considered necessary shall be selected by the Board of Directors, which shall also designate contract terms, specific matter or matters to be handled by Counsel and Auditors, and whenever possible, fees and/or retainers.

ARTICLE XVIII - DISSOLUTION

A. In the event of dissolution of the Association and after payment of all debts and other obligations, the assets of this Association shall be dedicated or transferred only in accordance with objectives set forth in Article II of these By-Laws as a majority of the Board of Directors shall decide.

Adopted: October 9, 1994

Amended: November 7, 2002

Amended: May 10, 2007

Amended: November 12, 2009

Amended: November 17, 2011

Amended: August 30, 2017

Amended: September 17, 2020

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