



## BYLAWS

*(As amended to June 13, 2017)*

### ARTICLE I. NAME

The name of the Association shall be The Monitoring Association (hereafter referred to as “the Association” in these bylaws).

### ARTICLE II. MISSION

The mission of the Association is to advance the professional monitoring industry through education, advocacy and public safety relationships.

### ARTICLE III. OFFICE

The association shall have and continuously maintain a registered office and registered agent whose office is identical with that of such registered office and, in addition, may have such other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

### ARTICLE IV. MEMBERS

**Section 1. Classes of Membership.** The membership of this Association shall be divided into voting and non-voting classes. For purposes of these bylaws, “Listed” is defined as any firm, corporation, or division of a corporation, for which participation in the installation, service, monitoring, and response to burglar and fire and/or other related alarms constitutes a significant portion of its business, which operates a central station that has been approved by FM, listed by Underwriters Laboratories, Inc. (UL), Intertek/(ETL) or other Association-approved NRTL.

#### 1. Voting

- a) Listed Central Station – Regional Company
- b) Listed Central Station – National Company
- c) Listed Central Station - Contract Monitoring
- d) Listed Central Station - Proprietary

#### 2. Non-voting

- a) Non-Listed Monitoring Company – Alarm (Remote Station, video, Residential-only etc.)
- b) Non-Listed Monitoring Company – Company with non-listed monitoring services that are primarily outside traditional fire and security monitoring
- c) Associate Member - Vendors whose business provides goods or services to monitoring

- companies
- d) Security Technology Services Provider - Company providing security services without their own central station
  - e) International Member - Any business entity that offers security services exclusively outside of North America
  - f) Press Member. Any business entity engaged in the business of writing, editing, or publishing any newspaper, magazine, book, or other print or broadcast media
  - g) Consultant Member. Any person or business entity whose only activity in the security industry consists of the provision of consulting services to the members of the Association.

Applicants for each class of membership agree to conduct themselves and their businesses in accordance with the Code of Ethics of the Association.

**Section 2. Application for Membership.** Applicants for membership, in each Class, shall submit to the Membership Committee a written application for membership, which may change from time to time, and which application shall be accompanied with the prescribed initiation fee and first year's dues.

**Section 3. Election to Membership.** Applicants for all forms of membership shall become members when ratified by the Membership Committee. The Membership Committee shall determine if an applicant meets the requirements of membership. If the existing requirements for membership are met, the applicant shall then be notified that their application has been accepted and said applicant will immediately be considered a member in good standing.

**Section 4. Membership Fees.** The members of each class shall pay such initiation fees and such annual dues as are prescribed from time to time by a three-fourths (3/4) vote of the Board of Directors. The members of each class shall pay such assessments, uniform to each class, as are prescribed from time to time by a 100% less one affirmative vote of the Board of Directors.

**Section 5. Voting.** Only Voting Members of the Association shall have a vote, and no group of Voting Members subject to common control shall have more than three votes. On all matters, voting may be by mail, email or other electronic medium; and, if a ballot is not voted and returned within ten (10) days after notification, such ballot will be counted with the majority of the votes returned. Any company that is more than ninety (90) days in arrears on their dues shall automatically and temporarily lose their voting privileges in all member and Board of Directors votes until such dues are paid in full.

**Section 6. Change of Ownership.** If a change in the control of a member occurs, the membership committee shall determine if the new entity is in compliance with association requirements. Upon satisfactory review by membership committee, membership will be transferred to the new entity. If the new entity is not in compliance with association requirements, the Association reserves the right to terminate the membership. The Association reserves the right to change the membership category and membership fees will be assessed at the applicable rate for a company of the size and classification of the new entity.

**Section 7. Representatives.** Each member shall designate the person or persons who will attend meetings on its behalf; and each Voting Member shall designate one person and one alternate who will

cast its vote or votes.

## **ARTICLE V. MEETINGS OF MEMBERS**

**Section 1. Annual Meetings.** There shall be an annual meeting of the Association, which annual meeting shall succeed the previous annual meeting by no less than six (6) months and no more than fourteen (14) months.

**Section 2. Special Meetings.** Non-Annual and Special meetings of the members may be called by the President, or by a majority vote of the Board of Directors, or by not less than one-third (1/3) of the members, and shall be conducted at the time and at the place or by the means designated in the call for such meeting. A regularly scheduled Non-Annual Meeting shall be held at any time between April and June of each year, according to Notice as set out in Section 3, below.

**Section 3. Notice of Meetings.** Written notice of annual, special and Non-Annual meetings of the members shall be mailed not less than fifteen (15) nor more than forty (40) days before the date set for such meetings. Such notice shall be effective when deposited in the United States Mail or other commonly acceptable means of written or electronic transmission.

**Section 4. Quorum.** The Voting members of the Association represented in person or by proxy shall constitute a quorum of a meeting of members, except on such matters on which concurrence of a greater number is required by law or by these bylaws. If less than a majority of the Voting members are represented at a meeting, a vote of one-third (1/3) or more of the Voting members so represented may adjourn the meeting from time to time without further notice.

**Section 5. Proxies.** Written proxies of Voting members will be honored according to the terms of the proxies.

**Section 6. Meetings of All Voting Members.** If all the Voting members shall meet at any time and place and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice.

**Section 7. Informal Action by Voting Members.** Any action required to be taken at a meeting of the Voting members may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Voting members entitled to vote with respect to the subject matter thereof. Any notice required by law or by these bylaws may be waived in writing, and such waiver shall be deemed equivalent to the giving of such notice.

## **ARTICLE VI. BOARD OF DIRECTORS**

**Section 1. Number.** The business and affairs of the Association shall be managed by a Board of Directors consisting of:

- the current officers,
- the most recent living past president currently designated as the official representative of a Voting member in good standing. When the most recent past president is unable to serve, the 2<sup>nd</sup> most recent living past president currently designated as the official representative of a

Voting member in good standing may fill the position.

- up to fifteen, with a minimum of twelve, elected directors from companies in good standing, consisting of:
  - four of whom shall be representatives of the Regional Company classification
  - two of whom shall be representatives of the National Company classification
  - two of whom shall be representatives of the Contract Monitoring Company classification
  - one of whom shall be a representative of the Proprietary Company classification
  - one of whom shall be a representative of the Associate Members of the Association
  - one of whom shall be an Electronic Security Association (ESA) representative
  - one of whom shall be a Security Industry Association (SIA) representative
  - up to three at-large directors who may be from any Voting member classification

There shall be no more than one member of the Board of Directors from any one company or companies with common control. When a merger, acquisition or other action causes two directors to come under common control, the resulting member company shall immediately designate which director will serve as their official representative. The director not designated as the official representative retains the Board seat, until a replacement is named by the president per Article VI, Section 4. Should the president not nominate a replacement, the director may serve until the election at the next non-annual general membership meeting.

**Section 2. Tenure.** The term of office shall be two years or until their successors shall have been nominated and elected in accordance with ARTICLE VI, Section 3. Such terms shall begin after the close of the next Annual Meeting.

**Section 3. Election.** The Voting members at each non-annual general membership meeting shall elect the appropriate number of directors as determined by term expiration, resignations, or other vacancy.

**Section 4. Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by appointment of the President. Such replacement shall assume the vacant seat upon a three-quarters or greater affirmative vote of the Board of Directors for the remainder of the unexpired term. Such ballot may be conducted at a duly called meeting, conference call, mail ballot or other permitted means.

**Section 5. Regular Meetings.** Annually, two regular meetings of the Board of Directors shall be held without notice other than this bylaw. One board meeting shall be held prior to the adjournment of, and at the same place as, the annual meeting of Voting members. The second board meeting shall be held prior to the adjournment of, and at the same place as the association's mid-year event. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without other notice than said resolution.

**Section 6. Special Meetings.** A special meetings of the Board of Directors may be called by, or at the request of, the President or any two members of the Board of Directors; and such meetings shall be held at the times and places designated in the call of such meetings.

**Section 7. Notice.** Notice of any special meeting of the Board of Directors shall be given at least five days prior thereto by written notice mailed to each director, or by other commonly acceptable means of written or electronic transmission.

**Section 8. Quorum.** A majority of the whole Board of Directors shall constitute a quorum at a meeting of the Board of Directors, except on such matters on which concurrence of a greater number is required by law or by these bylaws. The caucus of Honorary Directors shall count collectively as one attendee for purposes of determining a quorum.

**Section 9. Manner of Acting.** The act of the majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 10. Change of Representative.** If a member of the Board of Directors shall no longer be the designated representative of a member company in good standing, the President of the Association shall declare that director's seat on the Board of Directors vacant.

**Section 11. Attendance at meetings.** A director may be removed from the Board by a majority vote of the Board of Directors if such director shall have been absent from three or more meetings of the Board without excuse.

**Section 12. Informal Action by Directors.** Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if consent setting forth the action so taken shall be received from all of the officers and directors entitled to vote with respect to the subject matter thereof. Any notice required by law or by these bylaws may be waived in writing; and such waiver shall be deemed equivalent to the giving of such notice. Association secretary shall memorialize the action, to include officer and board consent.

**Section 13. Honorary Directors.** All past presidents of the Association, with the exception of the Immediate Past President, shall be Honorary Directors of the Association, and shall have collectively one vote. Past presidents need not be affiliated with a member company of the Association to be classified as Honorary Directors.

## **ARTICLE VII. OFFICERS**

**Section 1. Officers.** The officers of the Association shall be a President, one or more Vice Presidents, a Treasurer, a Secretary, such Assistant Secretary and Assistant Treasurer as may be determined by the Board of Directors, and the most recent eligible past president, currently designated as the official representative of a Voting member in good standing. Any two offices may be held by the same person except the offices of President and Secretary. The officers shall have such powers and perform such duties as usually appertain to their offices and such other powers and duties as may be prescribed by the Board of Directors from time to time. There shall be no more than one officer of the Association from any one Member Company or companies with common control.

**Section 2. Election and Term of Office.** The officers of the Association shall be elected by the members of the Association at a Non-Annual meeting for a term of two (2) years or until their successors shall have been elected and qualified. Only Voting members shall be eligible to hold elective office in the Association. Such elections shall occur at the Non-Annual meeting of the Association. The President shall be selected from the currently serving Vice Presidents.

**Section 3. Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the

Association would be served thereby; but such removal will be subject to the contract rights, if any, of the officers or agents so removed.

**Section 4. Change of Ownership.** If a change in the control of an officer's or director's company shall occur, Article IV, Section 6 shall apply.

**Section 5. Vacancies.** A vacancy in any office because of death, resignation, removal or otherwise may be filled by the Board of Directors for the remainder of the unexpired term.

## **ARTICLE VIII. COMMITTEES**

**Section 1. Standing Committees.** The following shall be permanent committees:

- Executive Committee – The committee shall be composed of the currently serving officers, the most recent eligible past president currently designated as the official representative of a Voting member in good standing, the executive director of the Association, who shall serve in a non-voting ex-officio capacity, and up to two others who may be appointed from time to time by the current president. The committee shall be chaired by the current president of the Association.

The Executive Committee acts in place and stead of the Board of Directors between board meetings on all matters, except those specifically reserved to the board by these bylaws. Actions of the Executive Committee shall be reported to the board by mail, electronically or at the next board meeting.

- Bylaws Committee - The committee shall be comprised of Voting members of the Association. The chair shall be a member of the Board of Directors. The chair and committee members are appointed by and may be removed by the President.

The committee is responsible for maintaining the Association bylaws in accordance with Article XIII, Amendment.

- Nominating Committee - The Nominating Committee shall be comprised of the current president then in office and the three most recent past presidents of the Association who still represent Voting member companies of the Association. The committee shall be chaired by the most recent eligible past president.

The committee shall be responsible for recommending qualified slates of candidates to serve as officers of the Association and to fill vacant board seats, presented to the voting membership in accordance with these bylaws.

- Alarm Industry Communications Committee (AICC) – The AICC shall be comprised of representatives of The Monitoring Association (TMA), the Electronic Security Association (ESA), the Security Industry Association (SIA), other security industry companies and manufacturers, and other related entities.

The committee provides coordination and advocacy in a variety of areas between the alarm industry, the Federal Communications Commission, the United States Congress, state

governments, and other government and regulatory agencies. The Committee also represents the Association in certain legal matters in the judicial system.

**Section 2. Ad-Hoc Committees and Task Forces.** The President is empowered to establish additional committees and task forces, as is deemed necessary for the proper fulfillment of the purposes of the Association. The chairs of ad-hoc committees and task forces shall be appointed and may be removed by the President.

**Section 3. Term.** All Ad-HOC committees and committee members shall continue to function until the installation of the next president unless removed and/or replaced by the current president.

#### **ARTICLE IX. MEMBERSHIP TERMINATION AND READMISSION**

**Section 1. Suspension and Expulsion.** Any member who shall fail to pay any dues or indebtedness to the Association within three (3) months after the same becomes due, or shall have retired from and no longer be associated with the industry, shall be suspended by action of the Board of Directors during the continuation of the delinquency; and, such member shall be promptly notified by certified mail. At the expiration of a three months period of suspension, the Board of Directors shall recommend the reinstatement or expulsion of such member. If a recommendation of expulsion is confirmed by a majority of the Voting members, such membership shall thereupon be terminated.

**Section 2. Readmission.** If an expelled member makes application to re-enter the Association, the company shall submit with the application payment of all monies which were owed at the time of expulsion as well as the current initiation fees and dues. The company shall also pay, before readmission, all assessments incurred during their absence, other than convention expense. The Board of Directors shall have the authority to waive any or all of the above fees.

#### **ARTICLE X. RULES OF ORDER**

All meetings shall be conducted under the rules prescribed in Roberts Rules of Order.

#### **ARTICLE XI. SEAL AND CERTIFICATE**

**Section 1. Corporate Seal.** The Board of Directors shall provide a corporate seal, which shall be in the form of a circle, and shall have thereon, the name of the Association and words "Corporate Seal, Illinois."

**Section 2. Membership Certificates.** The Board of Directors shall provide for the issuance of a suitable membership certificate to each member. Said certificate shall bear the seal of the Association and the signature of at least two officers.

#### **ARTICLE XII. FISCAL YEAR**

The fiscal year of the Association shall be from January 1 through December 31 in each calendar year.

#### **ARTICLE XIII. AMENDMENT**

These bylaws may be amended, altered or repealed by a majority vote of the Voting members present at

a regular or special meeting, for which said meeting there shall have been mailed to each Voting member a notice in writing giving the substance of the proposed change not less than thirty (30) days prior to the date set for said meeting.

#### **ARTICLE XIV. PRINCIPLES OF ETHICS**

The following principles are intended to aid member firms of the Central Station Alarm Association and their employees, individually and collectively to maintain a high level of ethical conduct. It has evolved out of the combined experience of Members and represents the standard to which all Members and their staffs shall adhere:

1. We will further the public interest by promoting the electronic security industry with major emphasis on Underwriters Laboratories, Intertek Listed/ FM Approved Central Station Services by fostering a greater understanding of the advantages, capabilities and technical attainments of the electronic security industry.
2. We will recognize a commitment to the communities in which we live and work and will contribute to the welfare of these communities.
3. We will maintain acceptable levels of safety of our products, efficacy of our services and cleanliness of our facilities.
4. We will maintain qualified personnel, capable of providing competent service and of furnishing quality products.
5. We will promote the education of all employees to ensure a clear understanding of company operations, policies and procedures and to facilitate better relationships with customers and their staffs.
6. We will provide opportunity for the professional advancement of our employees by improving their technical training and skills through education and experience in an effort to maintain and advance the state
7. We will abide by all state and federal employment laws and repudiate discriminatory employment practices.
8. We will employ honest and fair business practices and maintain a high degree of professionalism in dealings with customers and clients.
9. We will refrain from the use of deceptive advertising or promotion of our products or services.
10. We will abide by and be mindful of the antitrust laws and will take effort to ensure antitrust compliance.
11. We will respect the reasonable standards and practices promulgated and adopted by the Association.
12. We will conduct our business with the highest degree of ethical conduct and will report, without hesitation, all deviations from the law to the appropriate government and Association authorities.
13. In the event of a violation of the Principles of Ethics by a member of Association, or by an applicant for membership, a complaint may be brought to the attention of the Ethics Committee. Once a member has been notified by the Ethics Committee of such charges, the member shall have the right to respond in person and in writing, to present witnesses, and to question the complainant. The Complaint shall state with particularity the alleged violations, and shall include

written documentation of the alleged violations.

The ethics Committee shall have full power to resolve such a complaint. The Ethics Committee shall make its determination in writing. If the Committee determines that the member or applicant has violated these Principles of Ethics, the member shall, within the judgment and discretion of said committee or a majority thereof, be expelled, placed on probation, reprimanded or, in the case of an applicant, application be denied, as may seem just to the Ethics Committee.

Any member who shall have been disciplined by the Ethics Committee shall have the right of appeal to the Association Counsel and shall be heard at the next meeting of the Association. The Association's Counsel shall place such determination in writing.

The Ethics Committee shall consist of five members who shall be appointed by the Board of Directors. Any members of the Ethics Committee who are competitors of the member or applicant against whom the complaint has been lodged shall be substituted for purposes of that complaint by appointment by the Board at least for the duration of the resolution of the complaint.

Be it resolved, then: That Association Members be guided always by a spirit of justice, honor, and fairness in all dealings with customers and members of their own and associated industries.

#### **ARTICLE XV. INDEMNIFICATION**

The Association shall indemnify any and all of its Directors, Officers and Employees or former Directors, Officers 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, Employee or Agent of the Association or is or was serving at the request of the Association as a Director, or Officer 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.