National Fire Sprinkler Association, Inc. Bylaws

Revised November 2026

Article I – Mission and Purpose

The mission of the National Fire Sprinkler Association, Inc. (the "Corporation") is "To protect lives and property from fire through the widespread acceptance of the fire sprinkler concept."

To achieve this mission, the Corporation aims to:

- Promote and enhance the business of manufacturing and installing fire sprinkler systems and devices.
- Foster and promote the recognition of the fire sprinkler industry as a unique entity.
- Conduct programs, projects, and services that align with these objectives.

These programs and services may include, but are not limited to:

Engineering Services

Acting on behalf of members to promote uniform product and installation standards, improve fire protection engineering, and represent the fire sprinkler industry in both domestic and international standards-making communities

Codes, Standards and Regulatory Advocacy

Promoting the acceptance and adoption of fire sprinkler requirements in various codes and standards through active engagement with relevant organizations and agencies.

Legislation and Regulation

Representing the industry in legislative and regulatory matters consistent with the Corporation's objectives.

Federal Liaison

Maintaining liaison with federal regulatory bodies, including the United States Fire Administration, the National Bureau of Standards, and the Federal Trade Commission.

Insurance

Providing programs and services that serve the Corporation and its members.

Field Programs

Maintaining a coordinated nationwide field service program to promote and enhance the fire sprinkler market and serve the Corporation's goals and objectives.

Membership

Seeking broad participation from firms involved in manufacturing, installing, or providing related equipment or services, and promoting harmonious relations among members.

Collective Bargaining

Acting as a collective bargaining agency, and entering into collective bargaining and other agreements on behalf of those members of this Corporation that have, or may in the future, authorize the Corporation in writing to represent them as their collective bargaining representative on behalf of their sprinkler installation employees and to maintain proper relations with all appropriate labor organizations.

Training and Education

Conducting educational and training programs at national, regional, and local levels to further the

Corporation's purposes and fulfill standards for continuing professional education.

Membership Services

Providing services to enhance the fire sprinkler industry, including publishing periodicals, newsletters, and technical journals, offering compliance advice, and guidance on supplementary installation rules.

Article II - Membership

Sec. 1 – Membership

Any individual, firm or corporation, trade association, or professional society engaged in the manufacture, sale, design, installation, inspection, testing, maintenance, promotion, and/or regulation of fire sprinkler systems or their components shall be eligible for membership in the Corporation.

Sec. 2 – Classes of Membership

A. Sprinkler Manufacturer

A Sprinkler Manufacturer Member is a firm or corporation which manufactures fire sprinklers for the United States and maintains product approvals from Underwriters Laboratory and Factory Mutual.

B. Sprinkler Contractor

A Sprinkler Contractor Member is a firm or corporation which installs, inspects, tests, maintains, or repairs fire sprinkler systems in the United States.

C. Sprinkler Contractor National in Scope

A Sprinkler Contractor Member who is performing fire sprinkler work in a minimum of thirty (30) states and a minimum of eight (8) of the Regional areas can upon request of the contractor member and approval of the Board of Directors ("Board") be designated a Sprinkler Contractor National in Scope.

D. Supplier and Manufacturer

A Supplier and Manufacturer Member is any person, firm, or corporation which manufactures, sells or distributes materials or services and supports the fire sprinkler industry in the United States, but who is not eligible for other classes of membership as defined in Section 2, Subsections A, B, or C.

E. Affiliated National Fire Sprinkler Organization

An Affiliated National Fire Sprinkler Organization is an organization outside the United States whose goals and objectives are similar to the Corporation.

F. Trade and Professional Association

A Trade or Professional Association, society or institute whose principal service is to the construction or fire protection industries.

G. Individual Member

An Individual member is a person not eligible for membership under Section 2, Subsections A, B, C, D, E, or F.

Any person, firm or corporation may hold multiple memberships in accordance with classes of membership as defined herein.

Sec. 3 – Approval of Membership Application

Eligible firms, individuals, or corporations shall be approved for membership under any class defined in Article II, Section 2, by a majority vote of the Board of Directors at any regular or special meeting, provided a quorum is present. The Board of Directors may empower the President to approve applications for membership at any time or when a delay in approval until the next Board of Directors meeting would prejudice or inconvenience the applicant or the Corporation. The Board of Directors may terminate this authorization at any time.

Sec. 4 – Termination of Membership

The membership of any member of the Corporation may be terminated at any time by any of the following methods:

A. By voluntary written resignation of the member, effective on the date the Board of Directors accepts the resignation at any regular or special meeting; or

B. By termination of the membership by a majority vote of all Directors present at a regular or special meeting of the Board of Directors, provided the member has received at least three (3) days prior written notice that the termination of its membership will be considered, and the member has the right to have a representative present during the discussion of the termination; or

C. When any member has not paid its dues for a period of four (4) months, its membership may be terminated by the Board of Directors.

Upon termination of membership by any of the foregoing methods, no member shall have any further right or privilege in the affairs or property of the Corporation. However, if membership is terminated under Subparagraph 'B' above, the Board of Directors may authorize a refund to the terminated member of a pro rata share of its dues representing the future portion of the fiscal period for which dues have been paid.

Article III – Councils

Sec. 1 – Contractors Council

There shall be a Contractors Council composed of members elected from twelve (12) geographic areas designated by the Board of Directors. A Sprinkler Contractor National in Scope member shall appoint an individual to serve as a Council member on the Contractors Council. There shall also be one (1) "Director At Large" elected to the Contractors Council by the Corporation sprinkler contractor members from throughout the country. There shall also be one (1) “International Director” elected by the seated Contractors Council. Contractors Council members shall take office at the end of the Contractors Council meeting following each area election. Where the Chair of the Contractor Council has designated a nonvoting sprinkler contractor representative to the Board in accordance with Article V Section 1, that individual shall be recognized as a voting member of the Contractors Council.

In the event a sprinkler contractor member maintains a branch office or offices within a designated geographical area, the branch office in that area shall have the right to one vote in the election within that area. In the event there exists more than one branch office of the same sprinkler contractor or contractor national in scope member within such area, the member’s main office shall designate which branch shall cast the vote. No branch office of any sprinkler contractor member or contractor national in scope shall have the right to vote in the Director At Large election. Sprinkler contractors national in scope shall have one automatic seat on the Contractors Council and the Board of Directors. Sprinkler contractors national in scope may have a maximum of two (2) additional seats on the Contractors Council and the Board of Directors if elected as an Area Director or Director At Large.

Sec. 2 – Sprinkler Manufacturers Council

There shall be a Sprinkler Manufacturers Council. Any firm or corporation approved for membership in the Corporation as a Sprinkler Manufacturer shall designate an individual to serve as a member on the Sprinkler Manufacturers Council.

Each Council member shall have one vote with respect to Manufacturers Council matters. However, in the situation where there is more than one representative on the Council from an overall corporate entity, this entity is limited to one vote.

Sec. 3 – Suppliers and Manufacturers Council

There shall be a Suppliers and Manufacturers Council composed of twelve (12) Council members. Council members shall be elected from the Suppliers And Manufacturers membership to serve staggered 3-year terms. A Suppliers and Manufacturers Council Member

may only have a maximum of two (2) seats on the Suppliers and Manufacturers Council. Suppliers and Manufacturers Council members shall take office at the beginning of the Suppliers and Manufacturers Council meeting following their election.

Sec. 4 – Nominations and Elections of Council Members

Nominations for Contractors, and Suppliers and Manufacturers Council members shall be conducted during the month of November and shall be closed on November 30. Elections shall be conducted during December and shall be closed on December 31.

Sec. 5 – Chair & Vice Chair

The membership of each Council shall elect its own respective Chairs and Vice Chairs. The elected Chair and Vice Chair shall be seated at the end of the Spring meeting of the Board of Directors. A majority vote with a quorum present in person or represented by proxy at the time of a vote is required. The Chair and Vice Chair position of a Council is not allowed to be held by an Officer of the Corporation.

If a current Chair or Vice Chair of a Council other than the Suppliers and Manufacturers Council, is elected as an Officer of the Corporation, there will be a special election at the next Board meeting to fill the vacant position. This meeting will be chaired by the remaining Chair or Vice Chair not elected as an Officer. The newly elected position(s) will be seated at the end of that Board meeting.

If a current Chair or Vice Chair of the Suppliers and Manufacturers Council, is elected as an Officer of the Corporation, there will be a special election at the next Board meeting to fill the vacant position. This meeting will be chaired by the remaining Chair or Vice Chair that was not elected as an Officer. The newly elected position(s) will be seated at the end of that Board meeting.

The Vice Chair will perform all the duties of the Chair in the case where the Chair is absent from a Council or Board Meeting.

Sec. 6 – Quorum of Councils

A majority of the membership of the Sprinkler Manufacturers, Contractors, and Suppliers and Manufacturers Councils in person or represented by proxy is required to conduct business at any meeting of each such Council. Each Council member shall be entitled to one (1) vote on any matter duly coming before the meeting, such vote to be cast either in person or by proxy.

Sec. 7 – Removal

Any Council member may be removed at any time for cause by a vote of two-thirds (2/3) of the Directors present at any special meeting called for that specific purpose.

Sec. 8 – Meetings

A. Meetings of the Sprinkler Manufacturers Council and Contractors Council shall be held at such times and places as to be convenient to the meetings of the Board of Directors. Such meetings shall be called, and notices shall be given in the same manner as provided for by Sec. 2 and Sec. 3 of Article V of these Bylaws.

B. The scheduling and call of meetings of the Suppliers and Manufacturers Council shall be in accordance with procedures adopted by such Council at its first meeting or from time to time thereafter.

C. Unless otherwise provided in these Bylaws, “Roberts Rules of Order (Revised)” as applied in its abbreviated version shall govern the transaction of business at all meetings.

Sec. 9 – Proxy Voting

A. A Council Member may appoint a proxy to vote or otherwise act for the Council Member by authorizing such proxy in writing to the staff liaison of the council.

B. An appointment of a proxy is effective when received by the secretary. An appointment is valid for one month unless a different period is expressly provided in the appointment form.

C. An appointment of a proxy is revocable by the Council Member.

Article IV – Powers and Duties of Councils

Sec. 1 – Sprinkler Manufacturers Council

The Sprinkler Manufacturers Council shall have purview over those affairs of the Corporation germane to the sprinkler manufacturing interests of the industry. This shall include, but not be limited to product standards, building codes, marketing statistics, fire records, legislation, public relations, and other such functions as are consistent with Article I.

Sec. 2 – Contractors Council

The Contractors Council shall have purview over those affairs of the Corporation germane to the contracting interests of the industry. This shall include, but not be limited to, labor relations, installation standards, building codes, legislation, and other such functions as are consistent with Article I.

Sec. 3 – Suppliers and Manufacturers Council

The Suppliers and Manufacturers Council shall have purview over those affairs of the Corporation germane to the Suppliers and Manufacturers interests of the industry. This shall include, but not be limited to, product standards, installation standards, building codes, marketing statistics, fire records, legislation, public relations, and other such functions as are consistent with Article I.

Sec. 4 – Vacancies

If the office of any Council Member becomes vacant by reason of death, resignation, retirement, disqualification or removal from office, a successor Council Member shall be elected by the Sprinkler Manufacturers, Contractors, Suppliers and Manufacturers Council, respectively, in accordance with the terms of Article III, Sections 1, 2 or 3. The successor Council Member shall hold office until the expiration of the term of the Council Member whom the successor Council member succeeded.

Article V – Board of Directors

Sec. 1 – Selection of Directors

There shall be up to thirty (30) Directors as follows:

A. Sprinkler Manufacturers Council
Up to seven (7) Directors shall represent the Sprinkler Manufacturers Council. Each firm or corporation within the Council is entitled to one (1) Director position.

B. Contractors Council
Up to seventeen (17) Directors shall represent the Contractors Council:

- Each of the twelve (12) elected geographical area representatives is entitled to one (1) Director position.
- Each Contractor National in Scope is entitled to one (1) Director position.
- The elected Director-at-Large is entitled to one (1) Director position.
- The elected International Director is entitled to one (1) Director position.

C. Suppliers and Manufacturers Council
Two (2) Directors shall represent the Suppliers and Manufacturers Council: the elected Chair and Vice Chair.

D. Residential Sprinkler Committee
One (1) Director shall represent the Residential Sprinkler Committee: the elected Chair.

E. Office of the President
The President shall serve as an ex officio Director.

F. Future Leadership Committee
The Chair of the Future Leadership Committee shall serve as a non-voting Director.

G. Additional Representation – Contractors Council Chair

If the elected Chair is from the Contractors Council, one (1) additional Director may be designated by the Chair. This individual must be a sprinkler contractor from the Chair's geographic area and will serve with voice but no vote.

H. Additional Representation – Suppliers and Manufacturers Council Officer

If the elected Chair or Vice Chair of the Suppliers and Manufacturers Council becomes an Officer of the Board, they shall retain Council membership but relinquish their Chair or Vice Chair role. The newly elected Chair and Vice Chair will be seated on the Board, with the Vice Chair serving as a non-voting member until the Officer's term concludes.

I. Additional Representation – Sprinkler Manufacturers Council Chair

If the elected Chair is from the Sprinkler Manufacturers Council, they may designate a representative from their firm or corporation to serve on the Board with voice but no vote.

J. Additional Representation – Residential Sprinkler Committee Chair

If the elected Chair of the Residential Sprinkler Committee becomes an Officer of the Board, they shall retain Committee membership but relinquish their Chair role. The newly elected Chair will be seated on the Board.

Sec. 2 – Meetings of the Board of Directors

The Board shall convene three (3) times annually—in Spring, Summer, and Fall—either in person or via electronic means. Additional meetings may be scheduled at the discretion of the Directors.

All regularly scheduled meetings shall be open to Council and Committee Members. Members of the Corporation in good standing may attend with prior notice to the Secretary and approval from the Chair or President. Any such member may address the Board if they provide at least thirty (30) days' notice and receive approval from the Chair or President.

Unless otherwise stated in these Bylaws, meetings shall be governed by the abbreviated version of *Robert's Rules of Order (Revised)*.

Special meetings may be called by the Chair or upon written request of three (3) Directors, submitted to the Chair or Secretary.

Meeting notices shall be sent by the Secretary via regular or electronic mail at least seven (7) days in advance. Meetings may proceed without notice if all Directors are present or if absent members waive notice in writing prior to the meeting.

Sec. 3 – Quorum of Board of Directors

A majority of the Directors shall constitute a quorum for the transaction of business at all meetings, except as otherwise provided by law. If, however, such majority shall not be present at any meeting, Directors present and entitled to vote shall have the power to adjourn the meeting from time to time without notice other than the announcement at the meeting, until the requisite number of Directors shall be present. At such adjourned meeting at which the requisite number of Directors shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Sec. 4 – Voting

Each Director is entitled to one (1) vote per meeting, either in person or by proxy. All decisions shall be made by a majority of votes cast, unless otherwise specified by law, the Certificate of Incorporation, or these Bylaws.

Proxies must be authorized in writing and submitted to the Secretary. A proxy becomes effective upon receipt and remains valid for one (1) month unless otherwise specified. Proxies may be revoked by the appointing Director.

Sec. 5 – Vacancies

Vacancies due to death, resignation, retirement, disqualification, or removal shall be filled by the respective Council (Sprinkler Manufacturers, Contractors, or Suppliers and Manufacturers) in accordance with Section 1, Subsections A–C. Successor Directors shall serve the remainder of the term.

Sec. 6 – Removal of Directors

Any Director may be removed at any time for cause by a vote of two-thirds (2/3) of the Directors present at any special meeting called for that specific purpose. A quorum shall be present.

Sec. 7 – Additional Powers

The Board may exercise all powers of the Corporation and perform all lawful acts not otherwise reserved to the members or their representatives by statute, the Certificate of Incorporation, or these Bylaws.

Sec. 8 – Informal Action

Any action required or permitted by the Board, Council, or Committee may be taken without a meeting if all members provide written consent prior to the action. Electronic transmission of consent qualifies as written consent and must be filed with the meeting minutes.

Article VI – Terms of Office

Sec. 1

Each Sprinkler Contractor Director shall assume office at the beginning of the Spring meeting of the Board of Directors immediately following his or her election and shall serve for a term of three (3) years.

Sec. 2

Each Sprinkler Manufacturer Director shall assume office at the beginning of the Spring meeting of the Board of Directors immediately following his or her election or appointment by the Sprinkler Manufacturers Council and shall serve for a term of two (2) years.

Sec. 3

Each Supplier and Manufacturer Director shall assume office at the beginning of the Spring meeting of the Board of Directors immediately following his or her election by the Supplier and Manufacturers Council and shall serve for a term of two (2) years.

Sec. 4

The Chair and Vice Chair of the Councils shall serve for terms of two (2) years, but no Chair or Vice Chair of any Council shall serve for more than two consecutive terms or four (4) years.

Sec. 5

No corporate entity shall have more than four (4) representatives on the Board of Directors.

Article VII – Officers of the Corporation

Sec. 1 – Number

The officers of the Corporation shall be a Chair, Vice Chair and Treasurer of the Board of Directors, a President, Vice Presidents, General Counsel and Secretary. The Chair, Vice Chair and Treasurer of the Board of Directors shall be unsalaried. The President shall be salaried, and his/her compensation shall be determined from time to time by the Executive and Finance Committee. The compensation of all other officers shall be determined by the President, with the approval of the Executive and Finance Committee.

Sec. 2 – Chair of the Board

The Chair of the Board shall be elected by the Board of Directors from among the members of the Board of Directors. The Chair shall preside over Board meetings and shall exercise those additional powers and duties as

are prescribed in Article V, Sec. 3, Article VIII, and Article X.

The Chair shall be a member *ex officio* of all standing and *ad hoc* committees.

Sec. 3 – Vice Chair

The Vice Chair shall be elected by the Board of Directors from among the members of the Board of Directors. The Vice Chair shall act as Chair at Board meetings in the absence of the Chair and shall assume the position and duties of the Chair in the event of absence, resignation or death of the Chair.

Sec. 4 – Treasurer

The Treasurer shall be elected by the Board of Directors from among the members of the Board of Directors. The Treasurer shall oversee the preparation of budgets and financial statements and present an account of the Corporation's finances at each regularly scheduled meeting of the Board of Directors.

Sec. 5 – President

The President shall be elected by the Board and serve as a full-time employee and chief executive officer of the Corporation. Subject to Board authority, the President shall manage and direct the Corporation's business and affairs, perform duties incident to the office, and exercise additional powers as prescribed by the Board. The President shall be an ex officio member of all standing and ad hoc committees. In the event of the President's death, resignation, retirement, removal, or permanent disability, the Executive and Finance Committee shall recommend a successor within seven (7) calendar days. The Board shall elect a successor within ninety (90) days by majority vote.

Sec. 6 – Vice President(s)

Vice Presidents shall be elected by the Board on the recommendation of the President.

The number of Vice Presidents shall be determined by the Board. Vice Presidents shall assist the President in the general management of the business and the affairs of the Corporation and shall have such powers and perform such duties as may, from time to time, be prescribed by the President and subject to the approval by the Board of Directors and shall report directly to the President.

Sec. 7 – Secretary

The Secretary shall be elected by the Board upon the President's recommendation and serve as a full-time employee. The Secretary shall attend Board meetings, record votes and minutes, provide meeting notices, and perform related duties. The Secretary shall safeguard the Corporation's seal and affix it to instruments as authorized by the Board.

Sec. 8 – General Counsel

The General Counsel shall be elected by the Board on the recommendation of the President. The General Counsel shall be the Chief Legal Officer of the Corporation and shall provide legal advice and guidance to the President and the Board. The General Counsel shall have such powers and perform such duties as may, from time to time, be prescribed by the President, subject to the approval by the Board, and shall report directly to the President.

Sec. 9 – Term of Office

Officers shall be elected and seated at the end of the Spring Board meeting to serve two (2) year terms. Except for the President, Vice Presidents, Secretary, Treasurer and General Counsel, no officer shall serve more than two consecutive terms or exceed four (4) years in office.

Article VIII – Board of Directors Committees

Sec. 1 – Executive and Finance Committee

An Executive and Finance Committee shall be established to act on behalf of the Board in operational and financial matters, supporting the President. All actions taken by

the Committee must be ratified by the full Board. The Committee shall consist of the Chair, Vice Chair, and Treasurer of the Board, as well as the Chairs of the Sprinkler Manufacturers, Contractors, and Suppliers and Manufacturers Councils, and the Labor Relations Advisory Committee. If any Council Chair is from the same corporate entity as a Board officer, the Chair shall appoint a Director from the respective Council to serve on the Committee, subject to Board ratification. Additionally, the Chair may appoint up to three (3) more members. No corporate entity shall hold more than one vote on the Committee.

Sec. 2 – Audit Committee

An Audit Committee shall consist of six (6) Board members, none of whom shall be officers of the Corporation as defined in Article VII. One member shall be from the current Executive and Finance Committee and shall serve without voting rights. No other Executive and Finance Committee members may serve. The Chair and members of the Audit Committee shall be appointed annually by the Chair, with no member serving more than three consecutive two-year terms. The Committee shall meet at least annually with the Corporation's external Auditor, who will conduct financial audits for both the National Fire Sprinkler Association, Inc. and the Industry Promotion Fund. The Committee shall report audit results to the Board and annually approve the Corporation's external Auditor.

Sec. 3 – Nominating Committee

A Nominating Committee shall be composed of the Chair of the Board and up to four (4) Directors appointed by the Chair, subject to Board ratification. The Committee shall include representation from each membership class: Sprinkler Manufacturer, Sprinkler Contractor or Contractor National in Scope, and Supplier and Manufacturer. The Committee shall meet in January and submit recommended candidates for Chair, Vice Chair, Treasurer, President, Vice Presidents, Secretary, and General Counsel to the Board at least thirty (30) days prior to the Spring election.

Sec. 4 – Future Leadership Committee

A Future Leadership Committee shall be formed, with a Chair and Vice Chair appointed by the Chair of the Board. The Committee shall promote and support leadership development within the Association.

Sec. 5 – Engineering and Standards Committee

An Engineering and Standards (E&S) Committee shall operate under its designated Operating Policy and report to the Board.

Sec. 6 – Labor Relations Advisory Committee

A Labor Relations Advisory Committee shall operate under its designated Operating Policy and report to the Board.

Sec. 7 – Residential Sprinkler Committee

A Residential Sprinkler Committee shall operate under its designated Operating Policy and report to the Board.

Sec. 8 – Other Committees

The Chair of the Board may appoint, subject to Board ratification, other standing or special committees consisting of at least three (3) Directors. The Board may also designate other standing or special committees of the Corporation, each of which shall report directly to the President and include at least one (1) Director, except for regional committees. Each committee shall have jurisdiction, powers, duration, and duties as prescribed by the Board. Vacancies may be temporarily filled by the President until the next Board meeting, at which time the Board may appoint a replacement. A majority of committee members shall constitute a quorum for meetings.

Article IX – Dues

Dues shall be determined by the Board of Directors at the Fall meeting of the Directors and shall become effective

on January 1 of the following year. Special assessments for any purpose consistent with Article I may be approved by the Directors at any regular or special meeting.

Article X – Financial Matters

Sec. 1 – Bank Accounts

All monies of the Corporation shall be deposited in such bank or banks as may be directed by the Board.

Sec. 2 – Checks

All checks, notes, drafts or other obligations for the payment of monies out of the Corporation's regular account shall be signed by any one (1) of the following officers: The Chair, President, or Treasurer. All instruments for the withdrawal of monies from savings bank deposits shall be signed by any two (2) of the following officers: The Chair, President, or Treasurer. All checks for the payment of monies out of the Corporation's disbursement account shall be signed by any one (1) of the following officers: The Chair, President, or Treasurer.

Sec. 3 – Securities

All bonds or other securities owned by the Corporation and in the custody of any financial institution shall be held or disposed of only by the authority of any two (2) of the following officers: The Chair, President, or Treasurer.

Sec. 4 – Bonds

The elected officers and the members of the staff of the Corporation shall be covered by a $1 million fidelity bond or bonds, and the cost thereof shall be paid by the Corporation.

Article XI – Collective Bargaining

Sec. 1 – Authority of Corporation to Represent Members

Each member of the Corporation that presently authorizes in writing the Corporation or that in the future authorizes the Corporation in writing to represent it in collective bargaining with labor organizations engaged in the installation of automatic sprinkler equipment and related fire control devices shall be deemed to have designated the Corporation (or a committee to which authority has been delegated by the Board of Directors) to act as the Collective Bargaining Representative of such member with respect to the rates of pay, wages, hours, working conditions, and fringe funds of their installation employees and to enter into agreements, commitments or undertakings as to such matters with said labor organizations.

The agency of the Corporation thus granted shall continue during the membership of such member. In addition, any member may, upon written request, designate the Corporation (or such committee) to act as the Collective Bargaining Representative of such member with respect to the rates of pay, wages, hours and working conditions of its installation employees. Any contract, commitment, or undertaking made by the Corporation pursuant to any designation under this Section shall be binding for the remainder of the term thereof upon any member whose membership may have been terminated under Section 4 of Article II hereof. The specific authority for collective bargaining conferred by this section of these Bylaws shall be the only source of such authority and shall be deemed to limit any general language in Article I hereof or in the Certificate of Incorporation.

Sec. 2 – Collateral Agreements

The authority granted by members under Section 1 hereof shall also authorize the Corporation to make collateral agreements with any labor organization or any such employees, as the case may be, including specifically trust agreements and plans for payment of welfare,

pension, and other benefits to such employees or to the employees represented by any such labor organization.

Sec. 3 – Exclusive Authority

The terms and conditions of any agreement, commitment or undertaking entered into between the Corporation and a labor organization pursuant to the authority granted by members under Section 1 hereof cannot be changed, modified, amended, varied or waived during the term thereof by any member or members of the Corporation, individually or collectively, but only by a written instrument executed by a duly authorized representative of the Corporation.

Article XII – Dissolution

Sec. 1 – Dissolution by Members

Subject to the law of Delaware, the Corporation may be dissolved at any time by a vote of the Directors at regular or special meetings of the Board of Directors, provided that the notice of such meetings shall refer to the proposal to vote upon dissolution. The vote for dissolution must be by two-thirds (2/3) of the Directors present.

Sec. 2 – Distribution of Corporate Property Upon Dissolution

Upon the dissolution of the Corporation, after paying or adequately providing for its debts and obligations, the remaining assets and property, if any, shall be applied and distributed as follows in the order specified:

1. Each member of the Corporation in good standing shall be entitled to a refund of the unearned portion of the annual dues for the number of months remaining in the fiscal period for which dues were paid after the adoption of the resolution of dissolution;

2. The net assets of the Corporation remaining, if any, shall be divided among the members of the Corporation in such a way that each such member shall receive that proportion of said assets which the total amount of dues paid by that member to the Corporation for the past five (5) years (including the year in which dissolution occurs) bears to the total amount of dues paid by all members for the same period.

Article XIII – Miscellaneous

Sec. 1 – Offices

The Association shall be incorporated in the State of Delaware but shall have offices and other places of business as the Board of Directors may determine.

Sec. 2 – Seal

The Seal of the Corporation shall be circular in form and shall bear the name of the Corporation and the year and state of its incorporation.

Sec. 3 – Waiver of Notice

Any member, officer or Director may, in writing, waive any notice required to be given under these Bylaws.

Sec. 4 – Fiscal Year

The Corporation's fiscal year shall be the calendar year.

Article XIV – Amendments

Subject to legal limitations, these Bylaws may be amended by:

A. Unanimous written consent of all Directors in accordance with Article V, Section 8; or

B. A majority vote of all Directors at the Fall meeting or a special meeting, provided the notice includes the proposed amendment.