

**BY-LAWS**  
**OKLAHOMA ASSOCIATION OF FIRE**  
**EQUIPMENT DEALERS**  
**REVISED APRIL 29, 2015**

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## **ARTICLE I – Name**

The name of this Association shall be Oklahoma Association of Fire Equipment Dealers, Inc. (OAFED)

## **ARTICLE II – Organizational Mailing Address**

The principal mailing address of the Association shall be that of the business address of the active President of the Association.

## **ARTICLE III – Incorporation**

The Association is incorporated in the State of Oklahoma under the General Not for Profit Corporation Act.

## **ARTICLE IV – Objective and Purpose**

**Section 4.1** The primary objective of the Association shall be to promote uniform, state-wide enforcement of fire code standards pertaining to the sale or service of fire protection equipment. Through these measures, the Association can play an active role in assuring that individuals or companies engaged in the sale or service of fire protection equipment provide a level of competent service in keeping with the standards or practices in those fields in which the individual or company customarily engages.

**Section 4.2** In furtherance of the foregoing and with full recognition of the right of each member to determine its own individual business policies, the purpose of this Association shall be:

- (1) To collect and disseminate data, statistical and management information which are of value to the membership.
- (2) To participate in such legislative matters as may be from time to time determined to further the purpose of the Association.
- (3) To maintain a liaison and cooperation with other governmental and private organizations and associations in furtherance of the purpose of the Association.
- (4) To conduct educational programs and activities in order to promote the proper selection, installation, use, care and maintenance of fire protection equipment.
- (5) To engage in cooperative technical research.
- (6) To undertake such other programs as may be proper to enhance or promote the welfare of the industry.

**Section 4.3** Each member of the Association acknowledges the responsibility inherent in the sale and maintenance of fire protection equipment distributed by it and pledges to perform its work in accordance with the Associations Code of Ethics and serve its customers with the highest degree of honesty, skill and integrity that such responsibility infers.

## **ARTICLE V – Membership**

**Section 5.1** There shall be two (2) classes of membership in the Association:

- (1) Active member
- (2) Associate member

**Section 5.2** To be eligible for active membership in the Association, the applicant (firm or company) shall establish that it meets the following qualifications.

- (1) Applicant (firm or company) must be actively engaged in the selling, distribution and/or servicing of portable fire extinguishers or the selling, distribution and/or servicing of fire suppression systems other than water. Further, the applicant shall be principally involved in serving industrial and commercial accounts in the State of Oklahoma.
- (2) Applicant (firm or company) must be financially sound and furnish a Certificate of Insurance.
- (3) Applicant (firm or company) shall not be owned or controlled by or have as its principal manager or operator any full or part-time member or employee of a regulatory agency which would put applicant in a position which may cause or result in a conflict of interest prohibited by applicable Federal, State or Local laws or regulations.
- (4) Applicant (firm or company) shall have personnel technically qualified and licensed if such licensing is required, as well as the necessary equipment, to distribute and service fire protection equipment.
- (5) Applicant (firm or company) shall conduct business at a location which clearly identifies the business as that of a fire equipment distributor within the meaning and contemplation of these by-laws.

**Section 5.3** Associate Membership shall be open to any person, firm or corporation who is in sympathy with the purposes of the Association as set forth in the articles of incorporation, and who pay the fees for such membership provided herein. There shall be no limit to the number of Associate memberships which may be held by any person, firm or corporation. Associate members shall not be entitled to vote or to hold office in the Association or attend closed door meetings of the voting members.

**Section 5.4** Application for membership shall be in writing and addressed to the Vice President on forms prescribed by the Board of directors for that purpose which shall contain such relevant information consistent with these by-laws as the Board may from time to time determine. The application shall be promptly investigated by a committee chaired by the Vice President and to include the Regional Directors (Membership Committee). The Membership Committee may require additional information from the applicant before approval of application for Active Membership. If the application appears to be in order the applicant shall be approved for Active Membership. Approval by a majority of the Membership Committee is necessary for acceptance to Active membership. In the event the required majority vote of the Membership Committee is not obtained within thirty (30) days after referral to the Membership Committee the President shall refer the application to the Board of Directors for further review and determination

by mail ballot or to a properly called meeting of the Board. A vote to accept the applicant by a majority of the Board of Directors shall be required for acceptance.

**Section 5.5** A former member may apply for reinstatement and may be reinstated by a vote of the Board of Directors upon such terms as the board may determine. No member expelled for nonpayment of dues shall be reinstated as a member in good standing until said member has reapplied for admission, has paid all dues owing and dues in arrears for the year member was expelled for nonpayment of dues, and has paid the current years dues and otherwise meets the requirements of membership.

**Section 5.6** A member may be suspended or expelled for nonpayment of dues or other financial obligations to OAFED by a majority vote of the Board of Directors. Except for nonpayment of dues or other financial obligation to OAFED, a member may only be expelled for due cause by a majority vote of the Board of Directors. Due cause shall include but not be limited to a violation of these by-laws and/or civil or criminal activities as a fire equipment distributor. A member company found guilty in any civil or criminal proceeding regarding misrepresentation and/or dishonesty in dealing with its customers must be reviewed by the Board for possible suspension or expulsion from the Association. The Board shall consider each such suspension or expulsion on its own merits. The member shall have thirty (30) days written notice in advance of a Board of director hearing to consider suspension or expulsion provide the opportunity to appear and defend against charges made. The decision of the Board of Directors shall be final. Any member of the Board of Directors who refers charges against a member shall not participate in the Board's deliberations or decision at a suspension or expulsion hearing.

## **ARTICLE VI – Dues**

The Board of Directors shall have the right to determine the amount of annual dues for Active Members. Special assessments necessary to carry out the purpose of the Association shall be approved by the Board. Notice of any change in the annual dues or assessments shall be sent to the members of the Board in advance of the meeting. Dues are to be approved by the membership.

## **ARTICLE VII – Meeting of Members**

**Annual Meeting** - Held in April

**Business Meetings** - May be held at a time and place decided by the Board of Directors.

**Regional Meetings** - May be held at a time and place decided by the Regional Director.

**Notice of Meetings** – Notice of all meetings shall be in writing and mailed or e-mailed to each member no less than ten (10) days prior to the meeting, providing however, that in the event of an emergency, members may be notified by telegram or telephone three (3) days prior to the date of the meeting.

**Meeting Place** – All member meeting places shall be determined by the Board of Directors.

## **ARTICLE VIII – Quorum and Voting at Meetings**

**Section 8.1** A quorum for the transaction of business at any regular or special meeting shall be twenty five percent (25%) of the total number of voting members enrolled, but in no event less than six (6) voting members.

**Section 8.2** Measures and matters of the Association which are required to be submitted to a vote of the members may be adopted only after the favorable vote of two-thirds (2/3) or more of the active members present. In determining whether or not a measure has received the required two-thirds vote, any fraction of a vote shall require the whole.

**Section 8.3** At all meetings of members, every member company entitled to vote there at shall have one (1) vote. Only one vote per company no matter how many locations will be allowed. Such vote may be either in person or by proxy. Such proxy shall be dated, but need not be sealed, witnessed and acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these By-Laws.

## **ARTICLE IX – Conduct of Meetings**

Meetings shall be presided over by the President of the Association or, if the President is not present, the Vice President, or if none of the officers are present, by a chairman to be elected at the meeting. The Secretary of the Association shall be responsible for taking minutes of all meetings of the Association. If the Secretary is not present, any Assistant Secretary, as appointed by the Officer or Chairman presiding over the meeting, shall act as Secretary for such meeting.

## **ARTICLE X – Officers**

**Section 10.1** The officers of the Association shall consist of a President, Vice-President and Secretary/Treasurer. All officers shall be elected by the Active Members and shall serve for two (2) years or until their successors have been elected and qualified. Newly elected officers shall take office at the conclusion of the Annual Meeting.

**Section 10.2** The President, Vice-President and Secretary/ Treasurer shall perform their respective duties in accordance with the duties and responsibilities usually incumbent upon their offices and shall serve on the Board of directors. The duties of Officers shall in cluded, but not be limited to:

(1) President

- a) Be responsible for the control and direction of the Association
- b) Serve as Executive Director of the Board of Directors
- c) Preside over all meetings of the Association
- d) Make a report at the annual meeting of the actions of the board and accomplishments of the Association during the previous year and provide a plan of action for the Association for the year following each annual meeting.

(2) Vice-President

- a) Assume the responsibilities of the President at all meetings in the absence of the President
- b) Serve as the ex-officio member of all committees
- c) Serve as chairman of the membership committee

(3) Secretary/Treasurer

- a) Record all official action of the Association
- b) Regularly submit to the Association, notice of meetings, minutes of meetings and other such information as may be requested by the Association including a list of membership
- c) Administer all financial transactions of the Association, including receiving all monies paid or payable to the Association and make disbursements there from for the Association purposes as approved by the board of directors.
- d) Make a report of the receipts and disbursements at the annual meeting and at such other times that he or she may be directed to do so by the Board of Directors.

**Section 10.3** If any office becomes vacant, the same shall be filled for the unexpired term thereof by a majority vote of the Board of Directors. The result of the election shall be reported to the membership.

**Section 10.4** No Officer except Secretary/Treasurer shall serve more than two (2) consecutive terms in any one elected office beginning with election at an annual meeting of the Association. Tenure of office for more than half the normal term shall be considered full term in that office.

**Section 10.5** All books, documents and papers of the Association shall be in the custody and control of the President.

**Section 10.6** Officers and members of the Board of Directors shall serve without pay.

**ARTICLE XI – Directors**

**Section 11.1** The Board of Directors, all of whom shall be representatives of Active Member companies and actively employed by these member companies, shall consist of the Regional Directors and the Officers. **The immediate past president shall be an ex-officio member of the Board of Directors for the period of one (1) year from completion of his term as President. (Revised April 29, 2015)**

**Regional Directors:** Four (4) directors shall be elected by the members of the regions known as Regions 1,2,3 and 4. The areas in each region are to be determined by the Board of Directors from time to time. Each region shall elect one (1) member to the Board. A Regional Director’s duties will only encompass activities in the region where he is Director. Each Regional Director shall serve for a period of two (2) years. A nominating committee shall be appointed in each of the regions in the respective year in which that particular region will elect a new Director. This committee will be appointed by the President.

Only members of a particular region will be permitted to elect a Director for that region. The Director shall set the time and place of the regional election. This election may be held at a Regional Meeting or at the Annual Meeting of the Association. This election may also be conducted by mail. Regional Directors will take office at the conclusion of the Annual Meeting at which they are elected, or if elected at a Regional Meeting or by mail ballot, at the conclusion of the next Annual Meeting.

**Section 11.2** The Regional Directors shall perform their respective duties and responsibilities usually incumbent on their offices. The Regional Directors shall serve on the Board of Directors. The duties of the Regional directors shall include, but not limited to:

- 1) Regional director
  - a) Promote participation in the Association by members within his or her region
  - b) Develop and maintain a list of prospective members within his or her region
  - c) Obtain applications for membership from prospective members in his or her region
  - d) Attend the meetings of the Board of Directors of the Association and act as a liaison between the board and the members within his or her region to assure equal representation and improve communication
  - e) Work with legislative and code enforcement individuals within his or her region to further the purpose of the Association

**Section 11.3** No Regional Director may serve a successive term.

**Section 11.4** The Board of Directors shall have full authority to conduct the affairs of the Association between meetings, except to the degree that this authority has been or may be restricted by the Association at any regular meeting thereof.

**Section 11.5** Notice of meetings of the Board of Directors shall be given in the same manner as provided in Article VII of this constitution.

**Section 11.6** A majority of the Directors shall constitute a quorum.

**Section 11.7** Any Officer or Director may be removed from office by the Board of Directors for neglect or refusal to perform his or her duties. Vacancies to the Board shall be filled by the President, with the approval of a majority of the Board of Directors, with a member of the region from which the former Director came. The new Director shall serve for the unexpired term of the former director.

**Section 11.8** In the event the Director is unable to attend a meeting of the Board of Directors, he may appoint an alternate from a member company to act in his place, subject to the prior approval of the President.

## **ARTICLE XII – Mail Vote**

Whenever a question arises which requires a membership vote and, in the judgment of the Board, it is inexpedient to call a membership meeting for a specific purpose, the Board is hereby vested with the authority to direct the President to submit the issue by mail ballot to the Active Members for a decision.

Questions and issues presented in this manner shall require a favorable vote of two thirds (2/3) or more of the Active Members casting mail ballots, in order to be adopted, and shall have the same force and effect as if the issue had been voted on at a meeting of the Association. To be valid, all votes must be received within thirty (30) days from the date ballots were mailed.

#### **ARTICLE XIII – Parliamentary Procedure**

The rules contained in the Roberts Rules of Order, Revised, shall govern this Association in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws of the special rules of order of the Association.

#### **ARTICLE XIV – Amendments**

The By-Laws may be amended in the following manner:

A written notice setting forth the substance of the proposed amendment shall be sent to each Active Member at least two (2) weeks prior to the meeting of the Association at which time the amendment will be voted on. Before the amendment is adopted, it shall receive a favorable vote of the two-thirds (2/3) or more of the votes cast at the meeting, or the amendment may be submitted by mail ballot to the Active Members at the discretion of the Board of Directors. In this event, the mail ballots should set forth the amendment verbatim. The amendment shall require a favorable vote of two-thirds (2/3) or more of the ballots cast by mail. To be valid, all votes must be received within thirty (30) days of the date ballots were mailed.

#### **ARTICLE XV – Committees**

The President is empowered to establish such committees as he deems necessary for the proper fulfillment of the purposes of this Association.

#### **ARTICLE XVI – Fiscal year**

**The fiscal year of the Association shall be January 1<sup>st</sup> through December 31<sup>st</sup>. (Revised April 29, 2015)**

#### **ARTICLE XVII – Dissolution**

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure or be distributed to the members of the Association. On dissolution of the Association any funds remaining shall be contributed to an exempt organization or exempt purpose which is consistent with the purpose of the Association.

#### **ARTICLE XVIII – Adoption**

The By-Laws were adopted by the Association on June 22, 1993

**Current revisions were adopted April 29, 2015**

