

FLORIDA FIRE EQUIPMENT DEALERS ASSOCIATION

BY-LAWS

ARTICLE I

The purposes of the corporation as stated in its Certificate of Incorporation are:

- a. To cooperate with the authorities having jurisdiction (AHJ's) and other interested governmental officials in order to secure, so far as possible, the adoption of uniform standards and ordinances governing fire equipment and uniform interpretation thereof.
- b. To recommend to the fire equipment industry such trade policies and practices as will stabilize the industry and protect the public interest. And to eliminate such practices which cause injury to the industry and to the public interest. To gather and disseminate information and ideas which will improve the State's fire protection and increase the competence of the fire equipment industry. Each member of this Association acknowledges the responsibility inherent in the sale and maintenance of fire protection equipment distributed by it and pledges to perform its work and service its customers with the high degree of honesty, skill and integrity that such responsibility infers.
- c. To further the joint interest of and to build good will between distributors, dealers and manufacturers of the fire equipment industry.
- d. To gather information and statistics and other pertinent data relative to the fire equipment industry, and to make the same available to the members of the corporation and to other interested persons and agencies.
- e. To cooperate and work with insurance companies, government officials having jurisdiction over matters affecting the fire equipment industry, manufacturers of fire equipment and any and all other trade associations or individuals who may be of help in furthering the general purposes of the corporation. The corporation also has such powers as are now or may be granted by the general not for profit corporation act of the State of Florida.

ARTICLE II

The corporation shall have and continuously maintain in the State of Florida, a registered principal office and registered agent. The registered office and the registered agent shall be determined by the Board of Directors.

ARTICLE III MEMBERS

SECTION 1. CLASSES OF MEMBERS. The corporation shall have three classes of members. The designation of such classes and qualifications of the members of such classes shall be as follows:

a. REGULAR (VOTING) MEMBERS. 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 servicing of portable extinguishers, or the selling, distribution and servicing of fire suppression systems other than water. Further, the applicant shall be principally involved in serving industrial and commercial accounts.

(2) Applicant (firm or company) shall not be owned or controlled by or have as its principal manager, operator, or licensed qualifier 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.

(3) Applicant (firm or company) shall have personnel technically qualified, as well as the necessary equipment, to distribute and service fire extinguisher equipment or fire suppression systems, and the appropriate personnel of the applicant (firm or company) shall hold a valid and current State of Florida Equipment License and Fire Equipment Technicians Permit as required by the State of Florida Laws.

(4) Applicant (firm or company) shall conduct its business in a way which clearly identifies the business as that of a fire equipment dealer within the meaning and contemplation of these By-Laws.

(5) Applicant (firm or company) shall provide a copy of its current SFM facility inspection report and an occupational license.

(6) Applicant (business owner or licensed qualifier) cannot be convicted of a crime of moral turpitude.

(7) Applicant (firm or company) may be assessed an initiation fee established by and changed from time to time by the Board of Directors.

b. ASSOCIATE (VOTING) MEMBERS. Associate membership shall be open to any person, firm or corporation who is in sympathy with the purposes of the corporation as set forth in the Articles of Incorporation, and who pays the fees for such membership provided herein. There shall be no limit on the number of associate memberships which may be held by any person, firm or corporation. Associate members shall not be

entitled to hold office in the corporation or attend closed business meetings of the Regular (Voting) Members.

c. HONORARY MEMBERS. The Board of Directors, shall by unanimous vote, have the power to name as an honorary member of the corporation any person whose contributions to, or interest in the fire equipment industry are, in the opinion of the Board, sufficient to merit this honor. No dues or fees shall be charged honorary members. Honorary members shall not be entitled to vote or hold office in the corporation.

SECTION 2. VOTING RIGHTS OF MEMBERS. Each regular (voting) member shall be entitled to one vote on each matter submitted to a vote of the members. Regular members affiliated through common ownership or control with other regular members are limited to one vote on all measures and matters submitted to a vote of the members.

SECTION 3. ELECTION OF MEMBERS. Members of any class shall be elected by the Board of Directors. An affirmative vote of two-thirds of the directors shall be required by election.

SECTION 4. TERMINATION OF MEMBERSHIP. The Board of Directors by an affirmative vote of two-thirds of all the members of the Board may suspend or expel a member for cause not limited to, but including, suspension or revocation of license after an appropriate hearing before the Board of Directors, if requested and may, by majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in payment of dues for a period of 90 days or more.

SECTION 5. INITIATION FEE AND DUES. Monthly or annual dues for members shall be established by, and changed, from time to time by the Board of Directors.

SECTION 6. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges accrued and unpaid.

SECTION 7. REINSTATEMENT. Upon written request signed by a former member and duly filed with the Secretary, the Board of Directors may by the affirmative vote of two-thirds of the members of the Board of Directors, reinstate such former member to membership under such terms as the Board may deem appropriate.

ARTICLE IV BUSINESS MEETINGS OF MEMBERS

SECTION 1. BUSINESS MEETINGS. There may be an annual meeting of the members held within the first or second quarter of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Additional meetings may be held throughout the year as determined by the Board of Directors.

SECTION 2. SPECIAL MEETING. Special meetings of the members may be called either by the President, the Board of Directors, or not less than one-fourth of the members having voting rights.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate any place, as the place of meeting for any annual meeting, or for any special meeting called by the Board of Directors. If no such designation is made the place of meeting shall be the registered principal office of the corporation in the State of Florida.

SECTION 4. NOTICE OF MEETING. Written or printed notice stating the place, day and hour of any business meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than five nor more than forty days before the date of such meeting, by or at the direction of the President, or the Secretary or the officers or persons calling the meeting. In the case of a special meeting or when required by statute, or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 5. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by twenty-five percent of the members entitled to vote with respect to the subject matter thereof.

SECTION 6. QUORUM. The members holding ten percent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 7. PROXIES. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or his attorney-in-fact, with copy filed with the Secretary of the corporation. Proxy shall be valid for only one called meeting.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER AND TENURE. The Board of Directors shall be composed of ten members, nine members, all of whom must be regular (voting) members and one

associate (voting) member of the association. The Board of Directors shall elect a President, Vice President, Secretary and Treasurer from its members. Each Director will serve a two year term. Five (5) Directors will be elected in the odd years and four (4) Directors will be elected in the even years.

SECTION 3. REGULAR MEETINGS. A Board of Directors meeting shall be held prior to the annual business meeting. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board may fix any time and place.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto by written notice delivered personally or sent by mail or fax to each Director as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with the postage thereon paid. If notice be given by fax, such notice shall be deemed to be delivered when the fax is delivered to the receiver. Any Director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

SECTION 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. MANNER OF ACTION. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these by-laws.

SECTION 8. VACANCIES. Any vacancy occurring on the Board of Directors or any directorship to be filled for any reason, except by reason of an increase in the number of Directors, shall be filled by the election of a new director by the members. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. COMPENSATION. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses

of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

SECTION 10. REIMBURSEMENT OF EXPENSES. The Board of Directors or their appointee may be reimbursed for expenses incurred in the performance of their duties.

ARTICLE VI OFFICERS

SECTION 1. OFFICERS. The Officers of the corporation shall be President, Vice-President, Treasurer, Secretary, and such other officers as shall be elected in accordance with the provisions of these articles. The corporation may have such assistant officers as the Board of Directors may choose to name, none of whom shall be members of the Board. Such assistants will perform the duties prescribed, from time to time, by the Board of Directors.

SECTION 2. ELECTION.

a. The officers of the corporation shall be elected by the Board of Directors from the nine regular (voting) members elected to the Board of Directors at the annual business meeting. Regular Members nominated to serve on the Board of Directors shall be voted upon by the Regular Members only and Associate Member nominees shall be voted upon by Associate Members only. No more than (1) Regular Member representing the same organization or corporation may serve concurrently on the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

b. A call for nominations for the members of the Board of Directors will be made at the quarterly meeting prior to the annual business meeting. Nominations for the members of the Board of Directors will also be solicited in the quarterly association publication. All nominations must be accompanied by a letter of "willingness to serve" signed by the nominee. Nominations must be either from the floor at the quarterly meeting prior to the annual business meeting or addressed to the Chairman of the Nominations Committee and postmarked no later than 60 days prior to the annual business meeting. The Nominations Committee will prepare the slate of Board of Directors from the nominations received. No less than 30 or more than 45 days prior to the annual business meeting, the Nominations Committee will send a ballot to each member company at the address on file. Each member company has one vote. Ballots must be returned and received by the Nominations Committee postmarked at least 14 days prior to the annual business meeting. Ballots received after that date will not be counted. To be valid all ballots must be returned according to the following:

1. Only the original copy of the slate of Board of Directors is acceptable.
2. Write-in votes must be accompanied by a written "willingness to serve" statement by the nominee.
3. Ballots must be returned in the envelopes provided and according to the following directions:
 - a. the ballot will be placed in the small envelope stamped BALLOT and will be sealed
 - b. The Ballot envelope will be placed in the pre-addressed envelope, sealed and stamped. The member company will write their name in the upper left hand corner of the envelope. No other envelopes will be accepted.Failure to meet any of the above will render the ballot invalid and will not be counted.

The Nominations Committee will be responsible for the tabulation of votes. The Chairman of the Nominations Committee will announce the election results at the annual business meeting. The members of the Board of Directors will be installed at the annual business meeting.

SECTION 3. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/She shall preside at all meetings of the members and of the Board of Directors. He/She may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other office or agent of the corporation. And in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. VICE-PRESIDENT. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the power of and be subject to all restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned him by the President or by the Board of Directors.

SECTION 7. TREASURER. If required by the Board of Directors, the Treasurer shall

give a bond for faithful discharge of his/her duties in such sum and with the surety or sureties as the Board of Directors shall determine. He/She shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies in the name of the corporation such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties that from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 8. SECRETARY. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law. Be custodian of the corporate records and the seal of the corporation. Assure that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each member; and in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or Board of Directors.

ARTICLE VII COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of one or more Directors, which committees to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed upon it or him by law.

SECTION 2. OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is preset. Except as otherwise provided in such resolution, members of each committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the corporation shall be served by such removal.

SECTION 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual business meeting of the members of the corporation and until his successor is appointed, unless the committee shall sooner be terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRPERSON. One member of each committee shall be appointed chairperson.

SECTION 5. VACANCIES. Vacancies in the memberships of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. RULES. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks or drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any specific purpose of the corporation.

ARTICLE IX CERTIFICATE OF MEMBERSHIP

SECTION 1. CERTIFICATE OF MEMBERSHIPS. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice-President and by the Secretary and shall be sealed with the seal of the

corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued thereof upon such terms and conditions as the Board of Directors may determine. The Board of Directors may, at its discretion, provide for the issuance of a plaque honoring outgoing presidents for their service at or after the conclusion of their term of office.

SECTION 2. ISSUANCE OF CERTIFICATES. When a member has been elected to membership and has paid such initiation fee and dues as shall then be required, a certificate shall be issued in its name and delivered to the issuance of certificates of membership under the provisions of Section 1 of this article.

ARTICLE X BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members and Board of Directors. The Corporation shall keep at the registered (principal) office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any purpose at any reasonable time.