



BYLAWS

CONNECTICUT ALARM AND SYSTEMS INTERGRATORS ASSOCIATION, INC.

ARTICLE I – NAME AND LOCATION

The name of the Association shall be the Connecticut Alarm and Systems Integrators Association, Inc. (also known as CASIA) and the office of Association shall be located in the State of Connecticut and at such location as may be determined by the Executive Committee.

ARTICLE II – OBJECTIVES

The objectives of this Association are:

- A. To promote the health, safety, and welfare of the general public through the proper installation and use of electronic low voltage systems, including but not limited to: intrusion, fire, and supervisory systems; closed circuit television; telephone/intercom; home theater; access control; computer cabling.
- B. To serve by all lawful means as a medium for exchange and dissemination to the public, of information applicable to the field of electronic low voltage systems.
- C. To establish standards for the sale, installation, monitoring, servicing, and use of electronic low voltage systems.
- D. To promote and offer continuing education of national and state regulations. To stimulate by all lawful means wider and more extensive use of electronic low voltage systems.
- E. To promote the mutual interests of the electronic low voltage industry.
- F. To foster cordial relations among the members.
- G. To cooperate by all lawful means with others on matters affecting the business and common interests of the members of the Association.
- H. To promote the concepts that members are guided by a spirit of justice and honor in all business activities and that all members observe the Association's Code of Ethics at all times.
- I. To conduct or engage in all lawful activities in furtherance of the foregoing objectives, or those incidental thereto.

ARTICLE III - MEMBERSHIP

- A. There shall be five classes of membership, namely: Applicant Status, Regular Membership, Associate Membership, Public Safety Membership, and Honorary Membership.
 1. Applicant Status: Shall be open to any business entity which shall meet the following requirements:
 - a. Have as its major activity the sales, installation, and/or servicing of electronic low voltage systems.
 - b. Install and/or service electronic low voltage systems in accordance with applicable State and local codes and regulations.
 - c. Have been in the activity described above for a period of not less than one year. Waiver of this one-year requirement may be permitted by the Executive Committee for applicants whose designated representatives have previously served as employees of a Regular Member in the Association for at least one year. Reason for such a waiver will be stated in writing, available to all interested parties.
 - d. Be willing and agree to conduct its business in accordance with the Code of Ethics of the Association.
 - e. Be sponsored by one other member in good standing.
 - f. An Applicant Status Member shall:
 - (1) Have no voting rights.
 - (2) Not be listed in any publication of the Association except as otherwise required by these Bylaws.

- (3) Not use the name of the Association or its applicant status therein in any advertising or promotion of any kind.
- (4) Not be entitled to hold any elective office in the Association.

2. Regular Membership: Shall be open to any business entity which has met the following qualifications:
 - a. Have been in the activity described in Article III 1. a –b for a period of not less than one year. Waiver of this one-year requirement may be permitted by the Executive Committee for applicants whose designated representatives have previously served as employees of a Regular Member in the Association for at least one year. Reason for such a waiver shall be stated in writing and available to all interested parties.
 - b. Utilizes employees or sub contractors who comply with state and local codes and requirements.
 - c. The Executive Committee shall determine if a company in Applicant Status has met the foregoing qualifications for regular membership, and upon favorable determination shall present the new Regular Member to the Association at the next regular meeting.
 - d. The new Regular Member shall be entitled to all the benefits and subject to all the duties and responsibilities pertaining thereto.
 3. Associate Membership: Shall be open to any business entity which shall meet the following requirements:
 - a. Be engaged in the business of manufacturing, distributing, supplying, dealing in **and**/or selling products or services generally used and relating to and necessary to members of the Association.
 - b. Be willing to conduct its business in accordance with the Code of Ethics and Bylaws of the Association.
 - c. The Executive Committee shall determine if the applicant has met the foregoing qualifications, and, upon favorable determination, shall present the name of the applicant to the Association at the next regular meeting.
 4. Public Safety Membership: May be conferred upon any person who is a member of the police or fire department of any governmental organization, or other governmental agency. Public safety members shall have no vote nor be entitled to hold office.
 5. Honorary Membership: May be conferred upon a person who has served as a representative of a Regular or Associate Member and who has rendered meritorious service to the Association, has been nominated for this status by the Executive Committee, and approved by a majority of the members present and voting at a regular or special meeting of the Association. Such members shall be exempt from all dues and assessments, and hold all rights of a Regular Member.
- B. Subdivisions: With prior approval of the Executive Committee, subdivisions within the framework of the Association may be formed. Such subdivisions may not operate in any manner inconsistent with the Bylaws of the Association, nor shall they interfere in any way with the activities or affairs of the Association.
- C. Method of Election to Membership:
1. The business entity applying for an Applicant Membership shall make an initial application to the Association with a check to cover dues for one year. Upon receipt of the application form and check, a member of the Board shall announce the new Applicant at a regular meeting and the Applicant information will be published in writing.
 2. A Regular Member or Associate Member having reason to contest the membership of any applicant shall formally register his position with the President and/or his Regional Vice President within thirty days of the announcement of the application.
 3. During the thirty-day period, the Regional Vice President shall investigate the Applicant to determine if the qualifications have been met. The Vice President shall present his report to the Executive Committee, which shall then vote on the application.

4. Initial acceptance of an Applicant Member implies no guarantee of continued membership, such decisions to be made by the Executive Committee and the Membership in each case.
- D. The Association may from time to time establish revised standards and criteria for the continuation of membership in the Association. No such revision shall be effective prior to six months from the date of approval by the Association. All changes in the requirements for membership shall be approved in the same and like manner, as a change in these Bylaws would require.
- E. Transfer of Membership: The memberships conferred herein are vested in the business entities and are not transferable with the individual, except in the case of Honorary Membership and Public Safety Membership, which is vested in the individual.

ARTICLE IV – OFFICERS

- A. The officers of the Association shall consist of a President, a First Vice President, six Regional Vice Presidents (Regular Members representing the regions listed in Article IV, Subsection D), a Secretary, and a Treasurer, each performing the usual duties of his office. All elected officers must be selected from, and be authorized to represent Regular Members in good standing. In the event a qualified person who, in the judgment of the Executive Committee, has demonstrated a history of active and meritorious service to the Association should change employment status, the Committee shall have the right to waive the requirement of Regular Member status.
- B. There shall be an Executive Committee consisting of the President, First Vice President, six Regional Vice Presidents, Secretary, Treasurer, three immediate attending Past Presidents, two Associate members elected by the Associate Membership, each of whom shall have one vote on the Executive Committee, and Counsel who may be appointed as Ex Officio member. The President may designate the Chairpersons of certain key committees as Ex Officio members of the Executive Committee during his administration. Ex Officio members shall have no vote. The Executive Committee, whose function and purpose shall be the same as a Board of Directors, shall, subject to the instruction given by resolution passed at a regular or special meeting, have charge of the affairs and the funds of the Association. In the event a member of the Executive Committee cannot attend a scheduled Executive Committee meeting, he may appoint an alternate Regular Member as deputy, to be approved by the President to attend and have proxy voting power. In case the President and First Vice President cannot attend, the Executive Committee shall elect a President Pro Tem for that session.
- C. The President, First Vice President, six Regional Vice Presidents, Secretary, Treasurer, and Associate Member Representatives shall be elected at the annual meeting and serve for a term of two years or until successors are elected and qualified.
- D. Each Vice President shall represent one of the following regions:
 1. Fairfield County
 2. Litchfield County
 3. New Haven County
 4. Hartford County
 5. Windham and Tolland Counties
 6. Middlesex and New London Counties
- E. No person shall serve more that two consecutive terms in a given office.
- F. In the event of a vacancy occurring in the office of the President, the First Vice President shall become acting President and shall assume all the duties and authority of the vacant office until such office shall be filled through elections by the remaining members of the Executive Committee. Vacancies occurring in the office of the First Vice President, Regional Vice President, Secretary, or Treasurer shall be filled by an election of the Executive Committee.

- G. Any officer missing three Executive Committee or three Regular Membership meetings during his term may be presented to the membership for a vote of confidence. A vote of no confidence shall cause the removal of the person from the office and shall create a vacancy in that office.
- H. The duties of the officers shall be:
1. President: It shall be the duty of the President to preside at all meetings of the Association and its Executive Committee; to appoint all committees and perform such duties as may be incidental to his office or which shall be required of him by the Executive Committee; to enforce on all occasions the observance of decorum among the members; to inform the assembly, when necessary, or when referred to for the purpose of a point of order or practice pertinent to pending business; to authenticate by his signature, when necessary, all the acts, orders, and proceedings of the assembly declaring its will in all things and obeying its commands. He should be guided at all times by the Constitution and Bylaws of the Association and Robert's Rules of Order Revised. The President may also appoint a Sergeant-at-Arms and a Chaplain. The President shall have authority to declare any regular meeting a "Closed Session" which would exclude all but voting members.
 2. First Vice President: During the absence of the President, the First Vice President shall have all powers of the President.
 3. Regional Vice President: encourage and investigate new Applicant Members and should represent the Association in local regional matters.
 4. Secretary: The Secretary shall be responsible for calling the roll of voting Members at the annual meeting and for preparation of accurate minutes of the proceedings of the regular meetings as well as the Executive Committee meetings. He shall also see to it that the various working committees of the Association submit minutes of their meetings to the President for review.
 5. Treasurer: The duties of the Treasurer shall consist of the accounting for disbursement of Association funds, reporting the financial condition of the Association to the Executive Committee and President, and reporting of same to the membership at least annually.
- I. Nomination and Election of Officers
1. The Executive Committee shall, not less than ninety days prior to the date of the annual meeting, appoint a Nominating Committee and its Chairman, consisting of not less than three and not more than five representatives of the Regular or Associate Members in good standing. At least one of these representatives, whenever possible, shall have been a President of the Association.
 - a. All nominees for elective office whether nominated by the Nominating Committee or by petition or from the floor, shall be representatives or alternate representatives of Regular or Associate Members in good standing.
 2. Not less than sixty days prior to the annual meeting, the Nominating Committee shall propose and submit to the voting membership a nominee for each of the elective offices of the Association. The Nominating Committee shall obtain the prior consent of any person nominated.
 3. In addition to the name proposed by the Nominating Committee, any representative of a Regular or Associate member in good standing may be nominated for any office by written petition of not less than five Regular or Associate Members in good standing filed with the President not less than forty-five days prior to the annual meeting of the Association. The President shall obtain the prior consent of any person nominated.
 4. The name of each nominee selected by the Nominating Committee and the name of each nominee received by written petition shall be submitted to the voting membership not less than thirty days prior to the annual meeting.

5. Additional nominations for each office may be made from the floor at the time of the election and shall be placed on the ballot, provided there is a second to the nomination and provided further that the nominee, if present, shall give his oral consent, or if not present, shall have given prior written consent to nomination and election as an officer.
6. Elections for each office shall be held by ballot at the annual meeting of the Association. Each Regular or Associate member in good standing shall be entitled to vote in accordance with the appropriate provisions of these Bylaws. A majority vote shall elect. Members not attending the annual meeting shall have no vote.

ARTICLE V – MEETINGS, VOTING, QUORUMS

- A. The Parliamentary Authority for the Connecticut Alarm and Systems Integrators Association shall be Robert's Rules of Order Revised. Where there is a conflict, these Bylaws shall prevail.
- B. An annual meeting shall be held once per calendar year, the time and place to be determined by the Executive Committee, but in no case shall it be scheduled more than fifteen months following the previous annual meeting.
- C. Regularly scheduled meetings may be held at a time and place determined by the Executive Committee or established by custom or practice.
- D. A special meeting shall be called by the President upon the recommendation of two-thirds of the Executive Committee, or upon the written request signed by the representatives of one-third of the total vote of the Regular Membership. The President shall announce the time and place of a special meeting by written notice to the membership mailed or electronically mailed at least two weeks prior to the special meeting.
- E. Members present and entitled to vote, constituting one-fifth of the total Regular Membership of the Association, shall constitute a quorum of any annual, regular, or specially called meeting of the Association.
- F. A quorum of the Executive Committee shall consist of a majority of its members.
- G. Each Regular or Associate Member company is entitled to one vote. However, any organization holding multiple memberships shall have no more than three votes regardless of the number controlled. Members may not vote by proxy.
- H. A member shall not be entitled to vote if his dues or assessments or any other indebtedness to the Association have not been paid in the prescribed manner and time and remain unpaid at the time of the vote, nor shall his membership be considered for the purpose of establishing a quorum.
- I. The above Subsection D notwithstanding, any vote cast and accepted without challenge, shall have the same force and effect as if the member were entitled to vote.

ARTICLE VI – DUES AND ASSESSMENTS

- A. Initial fees and annual dues for all classes of membership shall be determined from time to time by majority vote of the Executive Committee and subject to a majority vote of those present and voting at any annual, regular, or special meeting. Said fees and dues shall remain in effect until changed. The change shall become effective upon proposal at a regularly-held meeting of the Association and subsequent favorable vote of a majority of those present and voting at the next regularly-held meeting of the Association; or, alternately, by proposal of the Executive Committee, in writing, to all members entitled to vote and mailed or electronically mailed at least two weeks prior to the next regularly-held or specially-called meeting of the Association and subsequent favorable vote at said regular or specially-called meeting.

- B. Assessments. In the event it shall become necessary to raise or expend any additional funds for the benefit and welfare of the Association, the Executive Committee may propose an assessment for each member of the Association. The amounts of said assessments may vary based on the class of membership and/or the relative size of each member company. The assessment shall become effective upon proposal at a regularly-held meeting of the Association and subsequent favorable vote of a majority of those present and voting at the next regularly-held meeting of the Association; or, alternately, by proposal of the Executive Committee, in writing, to all members entitled to vote and mailed or electronically mailed at least two weeks prior to the next regularly-held or specially-called meeting of the Association and subsequent favorable vote at said regular or specially-called meeting.
- C. All fees, dues, and assessments approved in accordance with these Bylaws shall become a legally binding indebtedness of the Member to the Association.

ARTICLE VII – COMMITTEES

The President is empowered to establish and appoint such committees as he deems necessary from time to time for the proper fulfillment of the purposes of the Association. They may include, but shall not be limited to, the following:

- A. Budget Committee
- B. Nominating Committee
- C. Membership Committee
- D. Grievance Committee

ARTICLE VIII – GRIEVANCE PROCEDURE

- A. The Grievance Committee shall consist of three disinterested members: two shall be appointed by the President and one shall be the Vice President in the region of the accused. If the Vice President in the region is not a disinterested party, the President shall appoint a Vice President from another region. If the President is not a disinterested party, the First Vice President shall make the above appointments. If both the President and First Vice President are not disinterested parties, the appointments shall be made by a majority of the Executive Committee.
- B. The form for submitting grievances is as follows, and shall be presented to the President, or the First Vice President if the President is not a disinterested party, or the Executive Committee if the President and First Vice President are not disinterested parties:
 - 1. Complainant's name and address.
 - 2. Trade name and personal name of the accused party.
 - 3. Nature of the complaint with attached supporting data, places, pictures, advertising clips, and other applicable items.
 - 4. The Regional Vice President shall make preliminary investigation.
 - 5. If there is reasonable cause to believe the grievance may be substantiated, a mutually agreeable time shall be set for the meeting of the accused with his accusers. The hearing shall be held before the Grievance Committee and presided over by the Regional Vice President.
 - 6. The Chairman of the Grievance Committee shall make a report of the Committee's finding to the Executive Committee in writing. If not resolved, complainant and accused shall be notified to appear before the Executive Committee. Matters not resolved by the Executive Committee shall be presented at the annual meeting of the Association provided a minimum of thirty days notice has been given to all parties concerned.
 - 7. Involved parties shall be given notice within two weeks of the Executive Committee's decision.
 - 8. In the event the Executive Committee shall find a Member responsible or guilty of the accusation, the Executive Committee may, upon a majority vote, impose one of the following sanctions:

- a. Warning
- b. Suspension of membership for a period of not more than one year pursuant to Article X of these Bylaws.
- c. Expulsion from the Association pursuant to Article X of these Bylaws.

ARTICLE IX – LIMITATIONS

- A. Neither the Association nor any of its offices or committees shall incur any obligation or announce any policy in the name of the Association unless the action or obligation or policy shall have been formally approved by a majority vote of the Executive Committee.
- B. The Association or membership therein shall not be used for the promotion of individual interests. No Members shall use their offices or titles on their personal business stationery. Members may indicate their membership by using the name of the Association on their letterhead, advertising, or business cards.

ARTICLE X – SUSPENSION, EXPULSION, REDUCTION OF MEMBERSHIP STATUS

- A. Any member, who shall fail to pay any dues, assessments, or other indebtedness to the Association in the prescribed time and manner, and after notice of such failure by the Treasurer, may be suspended by a majority vote of the Executive Committee.
- B. At the expiration of a three month period of suspension, the Executive Committee may recommend to the Association at any regularly-held meeting that the member be expelled from the Association, which expulsion shall become effective when confirmed by a majority vote of members present at the next regular meeting.
- C. Any Member, expelled pursuant to Article X, Sections A and B, shall be eligible to apply for reinstatement of its previously held membership status following a twelve month period from the date of expulsion. In addition to any other requirements provided for in these Bylaws, the applicant shall have satisfied any past dues indebtedness to the Association. The Executive Committee shall determine, by majority vote, if the reinstatement requirements have been met, and upon favorable determination and majority vote at a regular or specially-called meeting, the applicant shall be reinstated as a member in good standing with all the benefits, duties, and responsibilities pertaining thereto.
- D. The Association may expel, suspend, or reduce to Applicant Status for a period to be determined by the Executive Committee any member convicted of a felony, upon the recommendation of a majority of the Executive Committee and confirmation by a majority vote of those present and entitled to vote at the next regular or specially-called meeting.
- E. In a similar manner, the Association may expel, suspend, or reduce to Applicant Status, for a period to be determined by the Executive Committee, any member for repeated failure to comply with applicable State and local codes.
- F. In a similar manner, the Association may expel, suspend, or reduce to Applicant Status for a period to be determined by the Executive Committee, any member for repeated failure to comply with the Code of Ethics of the Association.
- G. Any member expelled pursuant to Article X, Sections D, E, or F may be eligible to reapply for Membership following a twelve-month period from the date of expulsion and shall be subject to all the requirements of Membership.
- H. The Association may reduce to Applicant Status any member who shall fail to meet the membership requirements pursuant to Article III of these Bylaws.

ARTICLE XI – AMENDMENTS

These Bylaws shall only be amended in the following manner: A written notice setting forth the proposed amendment(s), verbatim, shall be sent to each member entitled to vote, via mail or electronic mail, at least two weeks prior to the meeting of the Association at which the amendment(s) will be voted upon. Before the amendment(s) is/are adopted, it/they shall receive a favorable vote of two-thirds or more of the votes cast.

Revised September, 2005