

BYLAWS
COLORADO FIRE PROTECTION ASSOCIATION, INC

ARTICLE I. NAME

- 1.1 The name of the corporation shall be the Colorado Fire Protection Association.
- 1.2 Wherever the term “Association” is used, it shall be construed to mean “Colorado Fire Protection Association”.

ARTICLE II. LOCATION

- 2.1 The location of the Association will be in the Denver, Colorado metropolitan area.
- 2.2 The Association will solicit membership from the entire State of Colorado.

ARTICLE III. PURPOSES

3.1 It shall be the purpose of the Association to promote and enhance the business of manufacturing and installing of automatic fire sprinkler systems and automatic fire sprinkler devices, to foster and promote the recognition of the automatic fire sprinkler industry as a unique identity in itself, and to conduct such programs and undertake such projects and services as are in keeping with these objectives.

Such projects and services may include, but not be limited to:

- 3.1.1 Engineering Services – To act on behalf of its members in the promotion of uniform manufacturing and installation standards, to improve the art and science of fire protection engineering, and to act as a voice for the automatic fire sprinkler industry in the standards making community, both foreign and domestic.
- 3.1.2 Building & Fire Codes – To promote the acceptance of automatic fire sprinklers among the building regulatory bodies.
- 3.1.3 Insurance – To provide such programs and services as from time to time serve the purposes of this Association and its members.
- 3.1.4 Programs – To maintain coordinated programs designed to promote and enhance the automatic fire sprinkler market and to serve the goals and objectives of the Association.
- 3.1.5 Membership – To seek the broadest possible participation of all firms which manufacture and/or install automatic fire sprinklers and to promote harmonious relations between members.
- 3.1.6 Education – To conduct educational programs and/or seminars for the purpose of executing the general purpose expressed in this Article.
- 3.1.7 Membership Services – To provide services intended to enhance the business of automatic fire sprinkler manufacturing and installation.

ARTICLE IV. MEMBERSHIP

Section 4.1 – Membership

Any person, firm or corporation, trade association, or professional society engaged in the sale, design, installation, inspection, testing, maintenance, promotion, and/or regulation of, automatic fire sprinkler systems or their components in the United States and/or the manufacturing of automatic fire sprinkler devices in the United States shall be eligible for membership in the Association.

Section 4.2 – Classes of Membership

- 4.2.1 Contractor. A contractor member is a firm or corporation which installs, inspects, tests, maintains, or repairs, automatic fire sprinkler systems or special hazards systems in the United States, but does not manufacture automatic fire sprinkler devices.
- 4.2.2 Manufacturer. A manufacturer member is a firm or corporation which manufactures and sells fire sprinkler devices and components whose end is intended for inclusion in automatic fire sprinkler systems.
- 4.2.3 Supplier. A supplier member is any person, firm, or corporation which sells or distributes materials or services whose end is intended for inclusion in automatic fire sprinkler systems, but is not eligible for other classes of membership as defined in sections 4.2.1 or 4.2.2.
- 4.2.4 Professional. A professional member is any person, firm, or corporations which designs, engineers, specifies, does layout, or insures automatic fire sprinkler systems or special hazard systems. Professional member also includes education institutes, trade or professional associations, labor organizations, societies or institutes whose principal service is to the construction or fire protection industry.
- 4.2.5 Independent Designer. An independent designer member is any individual which designs, specifies, or does layout of automatic fire sprinkler systems or special hazard systems, but is not eligible for other classes of membership as defined in sections 4.2.1, 4.2.2, 4.2.3, or 4.2.4.
- 4.2.6 Authority Having Jurisdiction. An Authority Having Jurisdiction (AHJ) member is any person, firm, corporation, or governmental entity which regulates, inspects, reviews plans, approves, or tests automatic fire sprinkler systems or special hazard systems.

Section 4.3 – Approval of Membership Application

- 4.3.1 Eligible firms, individuals, or corporations shall be approved for membership under any class defined in Section 4.2 by a majority vote of the Board of Directors at any regular or special meeting, a quorum being present.
- 4.3.2 The Board of Directors may empower the President to approve applications for membership, either at any time, or such times as the applicant or the Association would be prejudiced or inconvenienced by a delay in approval until the next meeting of the Board of Directors. The Board of Directors may terminate any such authorization.

Section 4.4 – Termination of Membership

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

- 4.4.1 By voluntary written resignation of such member, to take effect on the date the Board of Directors shall accept such resignation, at any regular or special meeting.
- 4.4.2 By the Board of Directors. Upon a majority vote at any regular or special meeting, the Board shall have the power to suspend upon any conditions or terminate any member of the Association, in the reasonable discretion of the Board, for any violation of any rule or policy of the Association, or any illegal conduct or any other act that harms the reputation of the Association. A terminated member may only be reinstated by a majority vote of the Board, at any regular or special meeting.
- a. The Board of Directors may only suspend or terminate a member if (i) at least ten (10) days before the meeting where the suspension or termination was proposed, the member received written notice of the proposal and the reasons therefore; and (ii) before the commencement of any vote on the proposal, the member and any member's representative was afforded the reasonable opportunity to appear before the Board and respond to the reasons.
 - b. A suspended or terminated member shall not receive reimbursement of any fee or other amount paid to the Association.
- 4.4.3 When any member has not paid its dues for a period of three (3) months, its membership shall be terminated by the Board of Directors at the next scheduled Board Meeting.

No member, current or former, has a property interest in any asset of the Association, including any fees paid. Upon termination, no member shall have any further right or privilege in the affairs of the Association.

ARTICLE V. BOARD OF DIRECTORS

Section 5.1 – Selection of Directors

The Board of Directors shall consist of seven (7) total members, which shall include the three (3) Officers, two (2) At Large Directors, one (1) Supplier Advisor, and one (1) Immediate Past President.

Section 5.2 – Meetings of the Board of Directors

One (1) meeting of the Board of Directors shall be held monthly. Meetings shall be held at such times and places as may be determined by the Directors.

Section 5.3 - Special Meetings

Special meetings may be called by the President and shall be called by the President or the Secretary/Treasurer of the Association upon the written request of two (2) Directors. Notice of

special meetings shall be given by the Secretary/Treasurer. Such notice shall be given or sent not less than five (5) days before the meeting. Meetings may be held at any time without notice, if all the Directors are present, or if those not present waive, in writing, notice of the meeting before the meeting.

Section 5.4 – Quorum

A majority of the Directors shall constitute a quorum for the transaction of business at all meetings, except as otherwise provided by law.

Section 5.5 – Voting

Each Director, shall, at each meeting of the Directors, be entitled to one (1) vote on any matter duly coming before the meeting. All questions shall be decided by a majority of votes cast, except as otherwise provided by statute, the Certificate of Incorporation, or these Bylaws.

Section 5.6 – Vacancies

If the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification, or removal from office, a successor Director shall be appointed by the President. A successor Director shall hold office until the expiration of the term of the Director whom he succeeded.

Section 5.7 – Removal of Directors

Any Director may be removed at any time with cause, by a majority vote of Directors.

Section 5.8 – Term Length

Each Director shall assume office at the meeting of the Board of Directors immediately following his election and shall serve for a term of two (2) years.

Section 5.9 – Member Representatives

No member of the Association shall have more than one (1) representative on the Board of Directors, unless unanimously approved by the current Board of Directors.

Section 5.10 – Term of Office

The Board of Directors of the Association shall be elected at the May Meeting of the membership to hold office for two years starting June 1 thru May 31. No Board member shall serve for more than two consecutive terms in the office to which they are elected, unless approved by a majority vote of the Board of Directors.

Section 5.11 – Board Nominations and Elections

Nominations will be solicited from the membership before May 1. Ballots will be mailed, faxed, or emailed to each member firm. Ballots must be returned to the CFPA office before

the general meeting in May. The ballots will be counted at the May general meeting. All notifications and ballots may be sent and received electronically.

ARTICLE VI. OFFICERS AND BOARD OF DIRECTORS

Section 6.1 – Number

The officers of the Association shall be a President, Vice President, and Secretary/Treasurer.

Section 6.2 – President

The President shall be a contractor member in good standing, elected by the membership. If there are not two or more contractor members nominated, manufacturer, supplier, professional, or independent designer members shall be considered for election, or as unanimously approved by the Board of Directors.

The President shall be the chief executive officer of the Association and shall, subject to the authority of the Board of Directors, have the management and direction of its business and affairs. This person shall perform all the duties normally incident to their office and shall have such other powers and duties as may, from time to time, be prescribed by the Board of Directors.

Within thirty (30) days of the death, resignation, retirement, or the commencement of permanent disability of the President, the Vice President shall assume the office and duties of the President.

Section 6.3 – Vice President

The Vice President shall be a contractor member in good standing, elected by the membership. If there are not two or more contractor members nominated, manufacturer, supplier, professional, or independent designer members shall be considered for election, or as unanimously approved by the Board of Directors.

The Vice President shall assist the President in the general management of the business of the affairs of the Association 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.

Section 6.4 – Secretary/Treasurer

The Secretary/Treasurer shall be a contractor member in good standing, elected by the membership. If there are not two or more contractor members nominated, manufacturer, supplier, professional, or independent designer members shall be considered for election, or as unanimously approved by the Board of Directors.

The Secretary shall attend all meetings of the Board of Directors and act as clerk thereof and record all votes and the minutes of all proceedings and shall perform like duties for any Committee meetings when required. This person shall cause to be given notice of all Directors meetings and shall perform such other duties as pertain to this office. This person shall keep in safe custody the seal of the Association and, when authorized by the Board of

Directors affix it, when required to any instrument and shall act as the Association's chief financial officer, work with the Finance Committee in the preparation of budgets and financial statements, and present an account of the Association's finances, both orally and in writing, at each meeting of the Board of Directors. The Secretary/Treasurer, with the President, shall have custody of the Association's funds and such monies and/or securities as may, from time to time, be held in the name of the Association.

Section 6.5 – At Large Directors

Two (2) At Large Directors shall be contractor, manufacturer, supplier, professional, or independent designer members in good standing, elected by the membership.

The At Large Directors shall act as advisors to the board and ensure that all activities and expenditures are in accordance with CFPA bylaws, policies, and procedures.

Section 6.6 – Supplier Advisor

One (1) Supplier Advisor shall be manufacturer or supplier member in good standing, elected by the membership.

The Supplier Advisor shall represent the interests of manufacturer and supplier members in all matters of CFPA.

Section 6.7 – Immediate Past President

The Immediate Past President shall assist the President in fulfilling the duties of his or her office. The Immediate Past President shall serve as de facto Nominating/Election Chair in order to ensure an unbiased process. If the immediate past president cannot perform this duty, an alternative chair shall be selected by the Board that is not concurrently running for an elected position.

ARTICLE VII. COMMITTEES

There may be one advisory committee and one or more ad hoc committees that are named by the Board of Directors. A committee may only be formed by a majority vote of the Board. A committee shall consist of any number of Association members of any class. A committee member shall be appointed by a majority vote of the Board.

A committee may only be dissolved by a majority vote of the Board of Directors, at any regular or special meeting. A committee member may only be removed from a committee by a majority vote of the Board. The Board may dissolve a committee or remove a committee member for any reason, with or without notice to the committee and/or the committee member, in the Board's sole discretion, at any regular or special meeting.

The advisory committee shall advise the Board of Directors, at the Board's request. An ad hoc committee shall assist the Board with projects that the Board identifies.

The Board of Directors may delegate any power to any committee.

A committee and its members, acting in their capacity as committee members, shall have no vote on the Board of Directors.

ARTICLE VIII. DUES

Dues shall be initially determined by the Board of Directors at the organizational meeting of the Directors and shall become effective ten (10) days thereafter. Special assessments for any purpose consistent with Article III may be approved by a majority of the Board.

Dues thereafter shall be established at the October meeting of the Directors and may be revised annually.

ARTICLE IX. FINANCIAL MATTERS

Section 9.1 – Bank Accounts

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

Section 9.2 – Payments

All checks, notes, drafts, debits, credit card payments, or other obligations for the payment of monies out of the Association's accounts shall be signed or approved by the President or the Secretary/Treasurer.

Section 9.3 – Financial Responsibility

- 9.3.1 The administrative and financial functions of the Association shall be vested in the Board. All actions by the Board shall be subject to review and approval at the annual meeting of the Association.
- 9.3.2 The Association may receive, own, and maintain funds, real property or personal property and use or apply the whole or any part of the income there from and the principal thereof. The Association may contribute funds or property to persons and organization, as necessary in the accomplishment of the objectives of the Association.
- 9.3.3 No income or assets of the Association may be used by or for the personal profit of any individual, institution, or corporation except as provided for in this constitution.
- 9.3.4 The Association shall not be bound by an agreement, written or oral, unless the agreement has been approved by the Association in annual or special meeting or by recorded vote of the Board.

Section 9.4 – Fiscal Year

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

ARTICLE X. DISSOLUTION

Section 10.1 – Dissolution by Members

The Association 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 the majority of the Directors present.

Section 10.2 – Distribution of Association Property Upon Dissolution

Upon the dissolution of the Association, after paying or adequately providing for its debts and obligations, the remaining assets and property, if any, shall be donated to The Children’s Hospital Colorado Burn Camps Program or The Children’s Hospital Colorado General Fund.

ARTICLE XI. MISCELLANEOUS

Section 11.1 – Offices

The principal office of the Association shall be determined by a majority vote of the Board of Directors.

Section 11.2 – Confidentiality

Board members shall maintain confidentiality with all member information including, but not limited to, contact information, financial information, and non-public communications.

ARTICLE XII. AMENDMENTS

Subject to the limitations imposed by law, these Bylaws may be amended by a majority vote of the Board of Directors of the Association at a regular or special meeting, the notice of which shall have contained the substance of the proposed amendment.

Bylaws Revised: February 8, 2023

Revised Bylaws Approved by the Board: February 8, 2023

Revised Bylaws Effective: February 8, 2023