

**ARIZONA CHAPTER
of the
SOCIETY OF FIRE PROTECTION ENGINEERS
BYLAWS**

ARTICLE I NAME

- Section I-1: The name of the organization shall be the “Arizona Chapter of the Society of Fire Protection Engineers” and is herein referred to as “the Chapter.” The Chapter is chartered by the Society of Fire Protection Engineers (SFPE), a not-for-profit corporation, headquartered in Gaithersburg, Maryland, USA, and herein referred to as “the Society.”
- a. **Office.** The known place of business of the Chapter shall be c/o KEYTLaw, LLC, 7373 East Doubletree Ranch Road, Suite 165, Scottsdale, Arizona 85258. The Chapter may also have offices at such other places within and without the State of Arizona as the Executive Committee may from time to time determine or the business of the Chapter may require.
- b. **Corporate Seal.** The Chapter may or may not adopt a seal. If a seal is adopted by the Chapter, the seal of the Chapter shall have inscribed thereon the name of the Chapter, the state and year of its incorporation and the words “Corporate Seal.”

ARTICLE II OBJECTIVE

- Section II-1: The objective of the Chapter shall be to advance the art and science of fire protection engineering and its allied fields, to maintain a high ethical standard among its members, and to foster fire protection engineering education.
- Section II-2: The Chapter shall not speak for the Society on any local or national matter without specific written authorization from the Society.
- Section II-3: The geographic area served by the chapter shall include Arizona.
- Section II-4: The Chapter shall abide by the Bylaws and Standing Rules of the Society.

ARTICLE III MEMBERSHIP

- Section III-1: Membership in the Chapter shall be open to individuals who are Fellows, Professional Members, Members, and Student Members of the Society as well as other individuals as who may be interested and engaged in the SFPE mission. Membership shall include primarily individuals residing or working in Arizona.
- Section III-2: All applications for Chapter membership shall be submitted to the Secretary who shall verify the applicant’s membership status in the Society. The applicant shall be notified in an appropriate manner of the Chapter membership and shall be recorded by the Secretary.
- Section III-3: Rights and privileges of Chapter membership are conferred on all members in good standing of the Chapter including full voting privileges and right to serve as an officer or Executive Committee member of the chapter.
- a. **Voting Rights.** Only individual members in good standing shall have the right to vote at the annual meeting of the members or on those items specified in Section III-3:c, as well as to vote on such other issues as the Executive Committee may choose to bring before the members. Other classes of members may attend meetings but may not vote.

- b. **Annual Membership Meetings.** There shall be an annual meeting of the members upon such date, time and place as the Executive Committee shall determine. During the annual meeting, voting members shall have the right to vote on the election of members of the Executive Committee. Voting on all other matters is expressly reserved for the Executive Committee.
- c. **Special Meetings.** Special meetings of the members may be called by the Chair of the Executive Committee or upon the request of ten percent of the voting members. Members shall receive not less than ten days prior written notice of special meetings. Notice shall state the purposes of the special meeting.
- d. **Place of Meeting.** The annual meeting shall be held at the place and time specified in the notice of the meeting. All other meetings of the members shall be held at such place, within or without of the State of Arizona, as the Executive Committee may fix or determine from time to time.
- e. **Quorum and Voting.** Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of fifty percent of the total voting members present either in person or by proxy. A majority of the votes cast at a meeting at which a quorum is obtained either in person or by proxy shall constitute the action of the members.
- f. **Telephonic Participation in Meetings.** Members may participate in a meeting of the members by means of a conference telephone, internet phone or similar communications device whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute participation by all those people at the meeting.
- g. **Presumption of Assent.** A member who is present at a meeting of the members at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by certified mail to the Secretary of the Chapter within two business days after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

Section III-4: Chapter members who fail to pay their dues when payable shall forfeit their voting privileges in the Chapter but may have their privileges reinstated if they remedy the condition no less than thirty days prior to the time at which voting on a matter is to occur.

Section III-5: By the action of the Executive Committee after due notice, and hearing if requested by a Chapter member, the membership of a Chapter member may be terminated by a decision for expulsion confirmed by a 2/3 vote by secret ballot of the Chapter members, finds the member guilty of unethical professional conduct, conduct prejudicial to the best interest of the Chapter, or of falsification of membership application. Any individual whose Chapter membership has been suspended or terminated may apply for reinstatement and the Executive Committee shall in any such case specify the procedure to be followed.

ARTICLE IV CHAPTER LEADERSHIP

Section IV-1: The affairs of the Chapter are managed by its Executive Committee. It is the Executive Committee's duty to carry out the goals and objectives of the Chapter, and to this end, it may exercise all powers of the Chapter. The Executive Committee is subject to the restrictions and obligations set forth in

these Bylaws as well as the Society's Constitution and Bylaws, Standing Rules, policies and procedures, and code of ethics.

- Section IV-2: The governing body of the Chapter shall be an Executive Committee consisting of the key officers and directors as the Chapter deems necessary.
- Section IV-3: Officers of the Chapter shall be President, Vice President, Immediate Past President, Secretary, and Treasurer. Apart from Immediate Past President, officers shall be elected by the members and hold office for one year or until their successors are elected and qualified. All officers shall serve without salary.
- Section IV-4: There shall be an Executive Committee consisting of President, Vice President, Secretary, Treasurer, Immediate Past President and/or one member elected by the Chapter for a term of one year.
- Section IV-5: The President and a majority of the Executive Committee shall hold the grade of Fellow, Honorary Member, Member or Associate Member in the Society of Fire Protection Engineers.
- Section IV-6: The President and Vice President shall not serve for more than two consecutive terms in any one elective office.
- Section IV-7: Vacancies in office may be filled, until the next election by majority vote of the Executive Committee.

ARTICLE V DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE

- Section V-1: It shall be the duty of the President to preside at all meetings and to perform other duties usual to the office. The President shall call meetings of the Executive Committee as considered necessary or by request of three or more members of the Committee. The President may appoint special or standing committees, as occasion may require, subject to majority approval of the Executive Committee. If, for any reason, the President is not available, the Vice President shall have the powers and prerogatives of the President.
- Section V-2: It shall be the duty of the Secretary to record all official actions of the Chapter and to perform the duties usual to the office of Secretary. The Secretary shall issue all notices of meetings. The Secretary shall keep a register of the members of the Chapter. The Secretary shall submit, at least annually, a membership list, minutes of the meetings, and other pertinent information to the Secretary-Treasurer of the Society of Fire Protection Engineers.
- Section V-3: It shall be the duty of the Treasurer to maintain all financial records of the Chapter, to dispense checks for expenses, to prepare a current financial statement for the annual meeting of the Executive Committee, and to perform other duties usual to the office of Treasurer.
- Section V-4: The President and Vice President shall be the Chairman and Vice Chairman respectively of the Executive Committee.
- Section V-5: The Executive Committee shall meet at least annually but may meet as often as necessary or desirable at the discretion of the Chairman.
- Section V-6: A majority of the Committee shall constitute a quorum at any meeting of the Executive Committee.
- Section V-7: It shall be a specific duty of the Executive Committee to pass upon the desirability of any action submitted to the Chapter for its consideration with

respect to basic policy. Negative or advisory results will be reported immediately to the Chapter for further action.

ARTICLE VI EXPENDITURES AND APPROPRIATIONS

- Section VI-1: The Executive Committee may authorize expenditures up to and including \$500. All expenditures or appropriations exceeding \$500 shall be approved by vote of the executive committee at a scheduled or a called meeting.
- a. In the absence of executive committee resolution, authorizations shall be put to a vote of the general membership.
- Section VI-2: The Chapter shall in no way incur financial or contractual obligations upon the Society without full written approval of the Executive Committee of Directors of the Society of Fire Protection Engineers.
- Section VI-3: The Chapter may reimburse reasonable expenses incurred for not more than four Executive Committee meetings per year.
- a. **Checks.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter, shall be signed by such officer or officers, agent or agents of the Chapter in such manner as shall from time to time be determined by resolution of the Executive Committee of Directors.
 - b. **Deposits.** All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies or other depositories as the Executive Committee of Directors may select.
 - c. **Gifts.** The Executive Committee of Directors may accept on behalf of the Chapter any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Chapter.
 - d. **Loans to Directors and Officers.** No loan shall be made by or to this Chapter and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Executive Committee of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the Chapter to any of its Directors or officers.

ARTICLE VII MEETINGS

- Section VII-1: A minimum of four meetings shall be held each year. In case of a special meeting, at least 10 days written notice will be given to those individuals on the Chapter mailing list.
- Section VII-2: At the Annual Business Meeting the retiring President shall present an annual report reviewing the activities of the Chapter during the past twelve months and recommending future activities. The Treasurer shall present a report showing receipts and disbursements for the past twelve months, and a statement of assets, liabilities, and net worth at the close of the elected term.
- Section VII-3: In order to transact business at any meeting of the Chapter, there shall be at least 25% of the total membership of the Chapter.
- Section VII-4: All members are expected to act in a professional manner during meetings.
- Section VII-5: A nomination committee shall be appointed and shall report in writing to the members, at least 20 calendar days preceding the Annual Business Meeting, a list of nominations for all officers and vacancies on the Executive

Committee to be voted on. This shall not preclude additional nominations from the floor preceding the vote at the annual meeting.

ARTICLE VIII DUES

Section VIII-1: A vote of the Executive Committee shall determine the annual dues of members. Dues shall be payable upon acceptance of application for new members and on or before February 1st of each year thereafter. Those who fail to pay dues can be considered a non-member and pay the appropriate non-member rates for quarterly meetings. Annual dues are payable via online or credit card processing only.

Section VIII-2: Quarterly meeting dues shall be determined annually by the Executive Committee. Dues shall be payable via online or credit card processing only.

ARTICLE IX AMENDMENTS

Section IX-1: These articles may be amended at any regular meeting by a two-thirds vote of the members present. Proposals for amendments shall be submitted in writing to the secretary. These proposals shall be distributed in writing to the membership and read at the meeting immediately preceding that at which the amendments are to be voted upon.

Section IX-2: All changes in the Chapter By-Laws shall be submitted to the Society Executive Committee of Directors once annually, as needed.

ARTICLE X GENERAL PROVISIONS

Section X-1: **Construction and Definitions.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in Title 10 of Arizona Revised Statutes, shall govern the construction of these By-Laws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation or other organization and a natural person.

Section X-2: **Fiscal Year.** The fiscal year of the Corporation shall be fixed by resolution and approval of the Executive Committee; provided, that if such fiscal year is not so fixed by the Executive Committee, it shall run from January 1st until December 31st.

Section X-3: **Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the meetings of the Executive Committee of Directors and committees.

Section X-4: **Invalid Provisions.** If any provision of these By-Laws is found to be illegal, invalid, or unenforceable under present or future laws, such provision shall be fully severable; these By-Laws shall be construed and enforced as if such illegal, invalid, or unenforceable provision had never comprised a part hereof; and the remaining provisions hereof shall remain in full force and effect and shall not be affected by the illegal, invalid, or unenforceable provision or by its severance herefrom. Furthermore, in lieu of such illegal, invalid, or unenforceable provision there shall be formulated and adopted by the Executive Committee as a part of these By-Laws a provision as similar in terms to such illegal, invalid, or unenforceable provision as may be possible and be legal, valid, and enforceable.

Section X-5: **Headings.** The headings used in these By-Laws are for reference purposes only and do not affect in any way the meaning or interpretation of these By-Laws.

ARTICLE XI DISSOLUTION OF THE CHAPTER

Section XI-1: If the membership of the Chapter votes and approves the dissolution of the Chapter, the President or presiding officer shall notify the Society.

Section XI-2: Upon the dissolution of the Chapter, assets shall be distributed for one or more purposes within the meaning of the section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or a state or local government, for a public purpose. For the purposes of dissolution, assets of the chapter shall be conveyed to a not for profit such as the SFPE Educational & Scientific Foundation which is currently a section 501(c)3 organization if they are exempt at the time of dissolution.

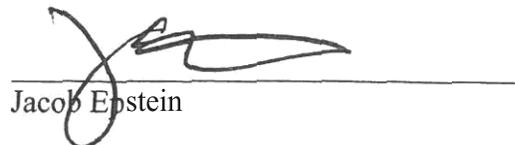
Original: November 18, 2016
REV 1: July 2019



Michael Wojcik



Tom Feng



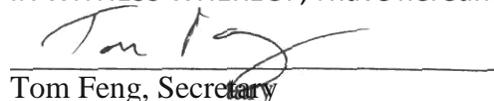
Jacob Epstein

"Executive Committee"

SECRETARY'S CERTIFICATE

I, the undersigned officer of Society of Fire Protection Engineers Arizona Chapter, an Arizona nonprofit corporation (the "Chapter"), do hereby certify that the foregoing By-Laws is a true and correct copy of the By-Laws of the Corporation adopted by the affirmative vote of the Executive Committee on July 23, 2019.

IN WITNESS WHEREOF, I have hereunto set my hand on July 23, 2019.



Tom Feng, Secretary