

## **BYLAWS of ALAS INTERNATIONAL**

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A Nonprofit Mutual Benefit Corporation

*Last Revision approved by ALAS International Board of Directors, on 09/9/2022*

### **ARTICLE I - THE CORPORATION**

#### **Section A. Name**

The name of the Corporation shall change from Asociacion Latinoamericana de Seguridad (ALAS) to be Asociacion Latinoamericana de Seguridad International Inc (hereinafter referred to as "ALAS International" or the "Corporation").

#### **Section B. Principal Office**

The principal office for the transaction of business of the Corporation is in Miami, Florida and eventually under the Board of Director's discretion can be at such place as the Board of Directors may fix as long as in the continental United States of America. The Board may by resolution change the location of the principal office from one location to another. The Corporation may also have offices at such other places as the Board may determine, or as the business of the Corporation may require.

#### **Section C. Purposes**

ALAS International is a nonprofit international trade Corporation of electronic physical security product's manufacturers, integrators, distributors, dealers, suppliers and/or service providers. ALAS International's mission is to be a catalyst for growth within the international security industry through the technical, training, academic and market information towards the professionalization of the security and life safety industry. ALAS International's vision is to be the primary resource for the international security industry.

### **ARTICLE II - MEMBERSHIP**

#### **Section A. Qualifications for Membership**

The Corporation shall have seven classes of membership: Regular, Corporate, Allied Organizational, Honorary, Plus, Professionals of the Industry and End Users. Regular, Corporate, Plus and Professionals of the Industry Members shall vote, pay dues, and are eligible to have representatives on the Board. Allied Organizational, Honorary Members and End Users shall not pay dues, vote or be eligible to have representatives on the Board. The Board may by resolution add new classes and categories of membership upon recommendation and, in such event, shall establish applicable requirements for membership in each additional class or category.

(1) Regular Members. Regular Members are classified as being in one of the following categories:

a) **Manufacturers.** A manufacturer is an individual, partnership, association, corporation or other business entity engaged in the manufacture of security products, equipment, or related items, which are marketed under the manufacturer's own name

b) **Integrators.** An integrator is an individual, partnership, association, corporation or other business entity whose primary function is the integration of related or unrelated systems or manufactured components into a functioning security system.

c) **Distributors.** A distributor is an individual, partnership, association, corporation or other business entity which buys and resells security products primarily to others who will, in turn, cause them to be installed. A distributor will be considered as such if ninety percent (90%) or more of its sales of security products are to be installed by others.

d) **Suppliers and/or Service Providers.** A supplier of systems or services to the security industry is an individual, partnership, association, corporation or other business entity which is primarily engaged in providing publications, systems, monitoring services or other services to: security equipment manufacturers, distributors, manufacturer's representatives, alarm's dealers and/or installers or related security equipment, systems, or services buyers.

(e) **Dealers.** A dealer is an individual, partnership, association, corporation or other business entity which is primarily engaged in selling, installing and servicing physical electronic security equipment and/or systems.

(2) **Corporate Members.** Corporate Members shall be organizations, mostly manufacturers or companies related to the security market that desires to have a more exposed participation and contribution to ALAS International. To be eligible as a Corporate Member the organization must have proven activity in countries of the Latin American region.

(3) **Allied Organizational Members.** Allied associations and other industry entities which share interests with the Corporation may be designated Allied Organizational Members. The Board of Directors shall approve all nominations of such entities and invite them to participate with ALAS INTERNATIONAL in cooperative programs.

(4) **Honorary Members.** From time-to-time individuals may be nominated for honorary membership in recognition of service to the Corporation or industry. The Board of Directors will approve all such nominations. Honorary membership renewals shall be reviewed each year by the Board of Directors.

(5) **Plus:** are the medium to large companies with regional or Latin American scope of action such as manufacturers, distributors, integrators and factory representatives.

(6) **Professionals of the Industry** are the professionals, advisors, independent consultants and security technicians.

(7) **End Users:** The End Users are the consumers of the products and services provided by the Regular or Corporate Members, who can participate in all the events organized by ALAS, contributing with their perspective of the Industry.

## **Section B. Acceptance of Members**

The staff of ALAS INTERNATIONAL staff will receive and process all membership applications according to criteria for membership as established by the Board of Directors and will submit such applications to its final approval.

## **Section C. Expulsion, Suspension or Termination of Membership**

### **(1) For non-payment of dues**

A member who has failed to pay dues in full when due, shall be notified in writing by the CEO of the Corporation, stating that the member's dues are in arrears detailing the owed amount. Failure to pay in full the dues owed within 90 days following the date of the notice shall automatically suspend the members' membership rights. Upon the expiration of 30 days following suspension of membership, if the dues shall not have been paid in full, then the membership of the member in arrears shall be automatically terminated. The notice sent by the CEO of the Corporation to any member in arrears shall contain a copy of this by-law's clause.

### **(2) For cause or ineligibility**

By a vote of two-thirds of the number present at any regularly constituted Board meeting, the Board may suspend a Member, for cause, or for ineligibility. Any expulsion, suspension, or termination must be done in good faith and in a fair and reasonable manner. A procedure, under this Section, is fair and reasonable when: It provides the giving of thirty (30) days prior notice of the expulsion, suspension or termination and the reasons; therefore, and it provides an opportunity for the Member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension or termination by the Board. Any notice required under this Section may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first class or registered mail or email sent to the last address of the Member shown on the Corporation's records.

## **Section D. Reinstatement**

Any Member whose membership is suspended may be restored by the Board of Directors upon the board's consideration of such terminated or suspended Member's written application for reinstatement.

## **Section E. Good Standing**

Any Member who shall be in arrears in the payment of any installment of dues shall not be in good standing and shall not be entitled to vote as a Member or maintain membership in ALAS and may be subject to having its membership terminated as provided for in these Bylaws.

## **Section F. Meeting of Members**

(1) Annual Meeting. At least one annual meeting of Members shall be held on the date and at the time and at such place as may be designated by the President or majority vote of the Board and stated in the notice of the meeting. At the annual meeting, the Members shall elect Directors, review and approve the corporate budget and transact such other business as may properly come before the meeting. Members may participate in annual meetings by means of teleconference or electronic communication to the fullest extent permitted by the Code.

(2) Special Meetings. Special meetings of the Members of the Corporation for any purpose may be called by the President or by one-third of the Members of the Board, or by twenty five percent (25%) of the Regular Members in good standing.

(3) Notice of Meetings. Notice of each regular and special meeting of Members shall be given to all Members, either personally or by email, facsimile, or prepaid mail first-class addressed to each Member according to the contact information appearing on the books of the Corporation. Such notice shall be sent not later than fifteen (15) calendar days and no more than ninety (90) calendar days before each meeting and shall specify the place, date and time of the meeting and, unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. The purpose of each annual and special meeting, including the general nature of each proposal to be considered, shall be stated in the notice of the meeting. The notice of the annual meeting shall designate it as such. Notices given in accordance with the following provision shall be deemed to be adequate notice.

(4) Quorum. The presence in person and/or by proxy of five percent (5%) of the Members entitled to vote shall constitute a quorum for the transaction of business. Once a quorum is announced, it shall be deemed sufficient for the duration of the entire meeting. The question of a quorum may be raised at any time during a meeting by a Member entitled to cast a vote by delivering a signed note to the President, or in the case of his or her absence, to the Secretary, or in the case of his or her absence, to any Member of the Board, stating that he or she questions that a quorum is or was present. Such a note may be delivered by such Member during any meeting or within twenty-four hours of the conclusion of any meeting. In the event the question of a quorum is raised after the conclusion of a meeting, and it is determined that none existed, the President shall call another meeting of the membership by giving proper notice, and shall thereafter, as soon as a quorum can be assembled, hold another meeting which shall in all respects abrogate and supersede the first meeting and all actions taken thereat. Member action may also be taken through written or electronic ballots without a meeting. Such written ballot must be distributed to every Member entitled to vote on the matters submitted to the membership. Additionally, the votes cast must be equal to the required quorum, and at least a majority of all votes cast will suffice to constitute Member action. In the case of Member action by ballot, the ballot shall be in the form authorized by the Code.

(5) Voting at Meetings. Each voting Member shall be entitled to one vote on each matter submitted to a vote of the Members. A majority vote of all voting Members present at any duly constituted meeting of the Corporation at which a quorum is present shall rule except as may be otherwise specified in these Bylaws.

(6) Proxy Representation. At any meeting of the Members, a Member entitled to vote may authorize another person to vote in his or her place and stead and to otherwise act as his or her proxy, by a written authorization signed by the Member or by his or her duly authorized attorney-in-fact. "Signed" as used herein shall be deemed to mean the placing of such Member's name on

the proxy, whether by manual or electronic email signature, typewriting, or facsimile transmission or otherwise by such Member or such Member's attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the person executing it, prior to the vote, by delivering a written note of revocation to the President, or by mailing, emailing, or faxing it to the principal office of the Corporation, or by signing a subsequent proxy.

(7) Electronic Meetings

7.1 The Board of Directors shall be authorized to determine that Annual or Special Meetings shall be held electronically, whether in whole or in part. A decision to do so shall be published in accordance with the rules laid down in the Bylaws of the Corporation for communication with the members.

7.2 The Board of Directors shall ensure that electronic meetings are held in a secure manner and that the system used is so organized that legislative requirements for the holding of Annual or Special Meetings are complied with, including in particular members' right to attend, speak at and vote at the Annual or Special Meeting. The system shall make it possible to establish which members are participating, their category and the voting rights they represent as well as the results of voting.

7.3 Through own links, the members shall be connected to a virtual forum at which the given meeting is held. The Board of Directors shall determine the detailed requirements for the electronic systems used at an electronic meeting. The members shall pay own costs associated with their participation in an electronic Annual or Special Meeting.

7.4 The notice convening the electronic Annual or Special Meeting shall specify the detailed requirements for the electronic equipment to be used in attending the given meeting. In addition, such notice shall specify how to register and where the members can find information about the procedure used in connection with the Annual or Special Meeting.

7.5 Questions, if any, that the members may have in relation to the agenda and any other documents for the Annual or Special Meeting shall be received by the Corporation not later than one week before the given meeting is held.

7.6 In connection with an electronic Annual or Special Meeting, the Corporation may decide to use electronic document exchange as well as electronic mail in the communication between the Corporation and the members instead of sending or presenting paper-based documents.

(8) Electronic communication between the Corporation and its members and method for call of electronic meetings.

8.1 All communication from the Corporation to the individual members may take place electronically, including by e-mail, and general notices will be available to the members on the Corporation's website, [www.alas-la.org](http://www.alas-la.org), unless otherwise provided by the Code. The Corporation may at any time communicate to the individual members by ordinary mail as a supplement or alternative to electronic communication.

8.2 Notices to the members to convene the Annual or Special Meetings, including complete proposals to amend the Bylaws, agendas, annual reports, interim financial reports, key figures,

company announcements, proxy and postal voting forms and minutes of general meetings, as well as any other general information from the Corporation to its members may be sent electronically by the Corporation to its members, including by email. The documents referred to above will be available on the Company's website, [www.alas-la.org](http://www.alas-la.org).

8.3 The Corporation is under an obligation to request that registered members provide an electronic address to which notices and other general information may be sent. It is the responsibility of each member to ensure that the Company is in possession of a correct email address.

(9) Electronic signature.

The Board of Directors will establish the requirements that the signatories of the meeting's related minutes should follow to sign such minutes through electronic signature or e-signature. Such requirements should be in accordance to the Electronic Signatures in Global and National Commerce Act (ESIGN).

## **ARTICLE III - DIRECTORS**

### **Section A. Number, Election, and Term of Directors**

(1) The authorized number of Directors constituting the Board of Directors ("the Board") of the Corporation shall be between seven (7) and nineteen (19) voting directors. Subject to the approval of the Board, each Director shall appoint a substitute director who will replace him/her on the Board meetings in the case of justified absence.

(2) Director and substitute director candidates shall be nominated by the Board or by the Members as provided for in the Code. Directors shall be elected by the voting Members of the Corporation present at each annual meeting or submitting a written ballot. Ballots shall follow the form prescribed by the Code.

(3) At the first annual meeting, the Directors shall be divided into two (2) approximately equal groups and designated by the Board to serve one- or two-year terms. Thereafter, the term of office of each Director shall be two (2) years without prejudice of what is set forth in Article IV, Section B of these Bylaws. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws. The seats in the Board of Directors of those directors representing legal entities that are Regular members or Corporate members, belongs exclusively to such legal entities. If a director representing such entities, becomes disassociated with the corresponding member during his or her term of office, without a substitute appointed to replace the position, the related member, within the term of fifteen (15) days shall appoint a new director and a substitute one. If at the end of such period the corresponding member did not appoint a new director and the substitute, the seat held by the disassociated director shall be considered vacant, and the Board will nominate a new director to be elected in the next Annual Meeting.

(4) It is intended so far as feasible that each interest group shall have appropriate representation on the Board.

(5) The President and Directors that have been elected by the Annual Meeting of Members will assume the position within the term of forty-five (45) to sixty (60) days immediately after of the end of the correspondent fiscal year and once the balance sheet were duly audited by the accountants of the Corporation. Additionally, the elected President will be part of the Executive Committee attending all the related meetings but without being entitled to vote until the commencement of his or her mandate.

### **Section B. Qualifications and Duties**

(1) Directors shall be individuals employed or associated with a Regular or Corporate Member of the Corporation. It is the intention of the Corporation that candidates for Board seats shall be chosen from among those Members who have served on standing committees, special committees or interest groups. Each Director shall exercise such powers and otherwise perform such duties in good faith, in the manner such Director believes to be in the best interests of the Members and the Corporation, and with care, including reasonable inquiry, using ordinary prudence, as a person in a like position would use under similar circumstances. All the Directors, during his or her term of office, shall be obliged to actively participate in any of the committees of the Corporation. Directors shall not engage in any conduct that would tend to interfere with or be detrimental to the reputation or orderly management of the Corporation or the maintenance of discipline therein.

(2) Subject to the limitations of the Articles of Incorporation, the Bylaws, as amended from time to time, as to actions to be authorized or approved by the Members, the business affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the business of the Corporation to an Executive Committee or to the Chief Executive Officer (CEO) who shall act in their capacity, provided that the business affairs of the Corporation shall be managed, and all corporate powers shall be exercised with oversight by the ALAS International Board of Directors under the ultimate direction of the Board.

### **Section C. Annual Organizational Meeting of the Board**

Shortly after the annual meeting of the Members, the Board shall hold a meeting for the purpose of organization and/or election of ALAS International Officers and transaction of business. Written notice or email of all organization meetings shall be sent to each Director at least three (3) days before the date fixed for such meeting, unless the time and place of the annual organizational meeting previously has been fixed by the Board, in which case no additional notice is required.

### **Section D. Regular Meetings of the Board**

The Board may hold regular meetings at such times as it shall determine. Written notice or email of all regular meetings, together with the minutes of the preceding regular meeting, shall be sent to each Director at least three (3) days before the date fixed for such meeting, unless the time and place of the regular meetings have been previously fixed by the Board, in which case no additional notice is required.

### **Section E. Special Meetings of the Board**

Special meetings of the Board, for any purpose or purposes, may be called at any time by the President or, if he or she is absent or unable or fails or refuses to act, by any four (4) Directors.

Notice of the time and place of special meetings shall be sent to the Directors or sent to each Director by prepaid mail or other form of written communication, such as email, addressed to him or her at his or her postal address, email address or facsimile number as shown upon the records of the Corporation. In case such notice is mailed, it shall be deposited in the United States first-class mail at least four (4) days prior to the date of said meeting. In the event such notice is given personally or by email, telephone, or facsimile, it shall be given at least forty-eight (48) hours prior to the time of the holding of said meeting.

### **Section F. Place and Time of Board Meetings and Waiver of Notice**

The Board may hold its meetings at any place and time as the Board may fix. Notice of a meeting need not be given to any Director who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. A waiver of notice need not specify the purpose of any regular or special meeting of the Board. All waivers shall be filed with the corporate records and made a part of the minutes of the meeting.

### **Section G. Quorum of the Board**

A majority of the authorized number of Directors shall constitute a quorum. However, when a vacancy or vacancies prevents such a majority, a majority of the Directors in office shall constitute a quorum. A Board meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, provided that any action which may be taken is approved by at least a majority of the required quorum for such meeting.

### **Section H. Attendance at Meetings of the Board**

Attendance at each meeting of the Board shall be recorded by the Secretary in the minutes.

### **Section I. Action by the Board**

Each Director shall be entitled to one vote on each matter properly submitted to the Directors for action at all meetings of the Board. Unless otherwise required by law or provided in these Bylaws, the vote of a majority of the Directors present at the time of the vote at a duly convened meeting at which a quorum is present shall be the act of the Board. No Officer shall be entitled to vote at a meeting of the Board of Directors in his or her capacity as both a Director and an Officer; however, such a person shall be entitled to vote in his or her capacity as a Director. At the discretion of the President, or acting President, a Director may participate in a meeting of the Board by means of a conference telephone or similar communications equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting. Any action permitted or required by law may be taken without a meeting if a consent or consents in writing, setting forth the action taken, shall be signed by all of

the Members entitled to vote with respect to the subject matter thereof. Any consent pursuant to this subsection shall be filed with the Secretary and be kept with an appropriate minute entry relating to such action. The consent executed by a Member and transmitted by facsimile or email shall be valid for this purpose.

#### **Section J. Procedure**

The order of business and all other matters of procedure at every meeting of Directors shall be determined by the President, or in his or her absence, by the Vice President.

#### **Section K. Notice of Adjournment**

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, prior to adjourning the meeting, notice of the new time and place shall be given to all Directors, including those who were not present at the originally scheduled meeting.

#### **Section L. Resignation**

A Director may resign at any time by giving written notice to the Board or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or the Secretary, and acceptance of the resignation shall not be necessary to make it effective.

#### **Section M. Removal**

A Director may be removed from office for cause by a vote of a majority of the Directors present at any regular or special meeting if he or she has failed to attend any three (3) duly called meetings of the Board during his or her term of office without excuse, or if he or she shall fails to attend any two consecutive committee meetings duly called by him or her or by other Members of the committee, or if in the sole discretion and judgment of the Board, he or she, whether by commission or omission, acts in a way that interferes with or is detrimental to the reputation or orderly management of the Corporation, or the maintenance of discipline therein. A Director also may be removed without cause when the removal is approved by a majority of the Members.

#### **Section N. Vacancies on the Board**

In the event of a vacancy for any cause on the Board, the remaining Directors, by a majority vote, may, but are not required to, elect a successor to hold office in the term of the Director whose space has been vacated, until the next annual meeting, or until the election of a successor has been made in the manner described in Section O of this Article. If the vacancy on the Board is not due to removal by Directors, then the successor must be approved by a vote of the Members.

#### **Section O. Nomination of Directors**

(1) Under the President discretion it can be created a Nominating Committee organized as set forth in Article VI, Section K of these Bylaws.

(2) At least forty-five (45) days prior to the annual meeting of Members, the Nominating Committee shall submit to the President a list of persons nominated for election to serve as Directors. The list each year shall consist of a number of candidates equal to the number of Directors whose terms expire that year. The nominees shall be selected so that the Board is consistent, and representative of the Corporation's general membership as identified in the provisions of Articles II and III, of these Bylaws. A slate of candidates nominated by the Nominating Committee shall be included with the notice of the annual meeting of Members. Additional candidates for the Board may be nominated by petition signed by at least a number of twenty-five (25) Members entitled to vote and filed with the Secretary at least five (5) days prior to the annual meeting. Any person so nominated will be added to the list of nominees to be presented for election at the annual meeting.

### **Section P. Member Committees**

Each Director of the Corporation shall be eligible to chair a committee of Members as set forth in Article VI of these Bylaws.

### **Section Q. Fees and Compensation of Directors**

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

### **Section R: Transactions between Corporation and Directors or Officers**

#### (1) Transactions with Directors and Officers

##### (1.1) Interested Party Transactions

Except as described in (1.2), the Corporation shall not be a party to any transaction:

(a) in which one or more of its Directors or Officers has a material financial interest, or (b) with any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

##### (1.2) Requirements to Authorize Interested Party Transactions

The Corporation shall not be a party to any transaction described in (1.1) unless:

- (a) the Corporation enters into the transaction for its own benefit;
- (b) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;
- (c) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction; (d) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

(e) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of (1.2).

### (1.3) Material Financial Interest

A Director or Officer shall not be deemed to have a “material financial interest” in a transaction:

- (a) that fixes the compensation of a Director as a Director or Officer;
- (b) if the contract or transaction is part of a public or charitable program of the Corporation and it
  - (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and
  - (ii) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or
- (c) where the interested Director has no actual knowledge of the transaction and it does not exceed the lesser of one percent (1%) of the gross receipts of the corporation for the preceding year or One Hundred Thousand Dollars (\$100,000).

### (2) Loans to Directors and Officers

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Board; except that, however, the Corporation may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer, if in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

### (3) Interlocking Directorates

No contract or other transaction between the Corporation and any corporation, firm or association of which one or more Directors are directors is either void or voidable because such Director(s) are present at the Board or Committee meeting that authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such Director’s other directorship are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director(s); or if (ii) the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.

### (4) Duty of Loyalty

Nothing in this Section R shall be construed to derogate in any way from the absolute duty of loyalty that every Director and Officer owes to the Corporation.

## **ARTICLE IV - OFFICERS**

### **Section A. Officers, Eligibility and Qualifications**

(1) Officers. The Officers of the Corporation shall be, President, Vice-Presidents, a Secretary, and a Treasurer. At the Annual Organizational Meeting of the Board, held pursuant to the provisions of Article III, Section C of these Bylaws, the Board shall elect a President; and two Vice-Presidents (first and second). Nominations for Officer positions shall be made by the Board of Directors or a Nominating Committee pursuant to Article VI, Section K.

(2) Eligibility. To be eligible for election as President-Elect, the nominee must have served as a Director for a minimum of one year and attended to at least two (2) Annual Meetings within the previous five (5) years to the Annual Meeting where the vote is taking place. To be eligible for election as an Officer other than President or Director must have served for a minimum period of that time between two (2) consecutive annual meetings.

(3) Voting Rights. Except as otherwise provided for in these Bylaws, each Officer, shall be entitled to one (1) vote on each matter properly submitted for action at all meetings of the Board.

### **Section B. Term of Office**

The President shall hold office for a term of two (2) years and can be reelected only for another equal and consecutive second term. The other Officers of the Corporation specified above shall hold office for the period between their election and the second succeeding annual meeting, and until their successors are elected and have assumed the duties of the office. Any Officer may be removed from office at any time with or without cause by a vote of a majority of the Board. If an office becomes vacant for any reason, such vacancy shall be filled by a majority vote of the Board. No person shall serve in the same office for longer than the period of ten (10) years or until his or her successor has been elected and has assumed office. A person shall hold the positions of any one Officer (except that of President) and a Director at the same time. In addition, for consideration by the Nominating Committee for future position of President, any Board Member in good standing may be considered a candidate as long as that Board Member has served in any capacity on the Board of Directors in prior years.

### **Section C. President**

The President shall be the President of the Corporation and shall, subject to the control of the Board, have general supervision, direction, and control of the business and Officers of the Corporation. The President shall preside at all meetings of the Board, at the annual meeting of the Members, and at any special meetings of the Members. The President shall be an ex-officio Member of all the standing committees, shall have the general powers and duties of management vested in the office of the President of a nonprofit, mutual benefit corporation by the Code, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

### **Section D. Vice-Presidents**

In the absence or disability of the President, the First Vice-President shall perform all duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions placed upon the President, except that the designated Vice President shall be a duly elected Member of the Board, and as such will retain a vote upon issues, even while presiding as President of the Corporation. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board, or as may be requested by the President, which may include the Presidency of a standing or special committee. The Second Vice President will have the same capabilities in the absence of the President and the First Vice President.

### **Section E. Secretary**

The Secretary shall keep or cause to be kept at the principal office of the Corporation, or such other place as the Board may order, a book of minutes of all meetings of the Directors and Members with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the waiver of notice, if any, the names of those present at Directors' meetings, the number of Members present or represented at Members' meetings, and the proceedings thereof including results of votes at meetings recording the number of Members voting for and against a matter or abstaining from the vote. The Secretary shall also keep or cause to be kept at the principal office of the Corporation, or such other place as the Board may order, a membership directory or database containing the names and addresses of each Member, and in any case where membership has been terminated, such fact shall be recorded in the book, together with the date upon which the membership ceased. The Secretary shall give, or cause to be given through the Chief Executive, notice of all meetings of the Members and of the Board required by these Bylaws or the Code to be given. The Secretary shall affix or cause to be affixed the corporate seal to and sign such instruments as require the seal and such signature and shall perform such other duties as may be prescribed by the Board or these Bylaws.

#### **Section F. Treasurer**

The Treasurer shall serve as the Chief Financial Officer (CFO) of the Corporation. The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and the business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Director or by any Member of the Corporation. The Treasurer shall, through the Chief Executive cause all moneys and other valuables to be deposited in the name and to the credit of the Corporation with such depositories as may be designated by the Board and shall render to the President and the Directors, at the regular meetings of the Board, or upon request, an account of all his or her transactions as Treasurer, and of the financial condition of the Corporation. The Treasurer shall also render a full financial report at the annual meeting of the Members. The Treasurer shall perform such further duties as he or she may be required to perform by the Board or these Bylaws. The Treasurer shall serve as the President of the Finance Committee.

#### **ARTICLE V - EMPLOYEES**

The Board may appoint a CEO of the Corporation. The CEO shall report to the President and is responsible to the Board. The President and the Board shall determine the duties, compensation and responsibilities of the CEO through the Board of Directors. The CEO shall hire other staff persons authorized by the Board, shall supervise such persons, and shall have the right to terminate the employment of such persons subject to any pre-existing contractual rights. The CEO shall not have voting rights on the Board or on any committees or sub-committees.

#### **ARTICLE VI - COMMITTEES**

The Board may create and populate committees of the Corporation, including, without limitation, (i) an Executive Committee, (ii) standing committees, (iii) special ad-hoc committees (iv) subcommittees and (v) other such committees as may be established by the Board of Directors from time to time. Standing committees, which may be dormant until called to action, shall include an Awards Committee, a Bylaws Committee, an Education and Training Committee, a Finance Committee, a Government Relations Committee, an Industry Forum Committee, an Industry Relations Committee, a Research Committee, a Marketing Committee, a Membership Committee,

a Nominating Committee, a Show Advisory Committee, a Standards Committee and a Strategic Planning Committee.

Except as otherwise provided in these Bylaws no committee shall exercise the authority of the Board.

The President shall have sole authority to nominate and appoint standing committee chairpersons from the ranks of ALAS International Members. While it is the preference of the Corporation that the chairpersons of all standing committees are Directors of the Corporation, the President may nominate any ALAS International Member to chair a standing committee. In the event that the President nominates a non-Director to chair a standing committee, this nomination must be approved by a majority vote of the Board of Directors. On the contrary, if the President nominates a Director to chair a standing committee, no Board approval shall be necessary to effectuate the appointment. All standing committees shall be composed of three or more persons who must be employed or associated with a Regular Member of good standing.

Chairs of special, ad-hoc and sub-committees may also be annually appointed by the President, or appointed by the Directors from the Regular Members of the Corporation (See Section Q of this Article), and need not be Directors to be nominated or appointed. Chairpersons of special, ad-hoc working groups, task groups, and sub-committees may be appointed by the Chairperson without approval of the Board. To be eligible for appointment to a standing or special ad hoc committee, subcommittee, or working group, a candidate must be a Member in good standing and be current on all dues owed to the Corporation. Committee Members shall lose the right to vote on committee matters should such committee Member become delinquent in membership dues. Any committee Members whose business activities may constitute a "conflict of interest" with the Corporation shall be asked to sign non-compete or non-disclosure forms before allowing their continued participation in Corporation committee work. This is not to say, however, that Members and non-Members may not attend committee meetings and participate in committee affairs on a non-voting basis when invited by the committee. At the meeting of any committee, a quorum shall be equal to one-half (1/2) of the number of Members of the committee. The chairperson of the committee shall be responsible for determining that a quorum is present. Each committee shall submit minutes of their meetings and/or make a report of their activities to the Board.

### **Section A. Executive Committee**

All the Officers of the Corporation, including the Elected President (with the limitation set forth in Article III, Section A, point (5) above) will serve as the members of the Executive Committee.

With the limitations set forth below, the Executive Committee shall have all the powers and authority to act for the Board of Directors between meetings of the Board, subject to the approval of the Board at its next regularly scheduled meeting. A quorum of the Executive Committee shall be seventy-five (75) percent of the Officers.

The Executive Committee will also annually review the performance of the CEO and make decisions regarding the salary and benefits accruing to the CEO in accordance with the Corporation's Compensation Policy, as well as reviewing all major personnel policies.

The following are the limitations on the powers of the Executive Committee:

- a) Filing of vacancies in the board or appointing additional directors.
- b) Distribution of property dividends to the members
- c) Issuing debt obligations except as authorized by the directors.
- d) Approve or modify the annual financial statements and budget.

- e) Adopt, amend or repeal Bylaws; or establish contributions to be made, or dues to be paid, by members.
- f) hire or fire the Chief Executive Officer of the Corporation.
- g) make major structural decisions (add or eliminate programs, approve mergers or dissolve the corporation).

### **Section B. Awards Committee**

The Awards Committee identifies, evaluates and awards individuals and organizations for their leadership and volunteerism in the Corporation and the industry. In doing so, the committee shall follow any Non-Discrimination Policy or Policy on Donor-Advised Funds as may be established by the Board. The committee shall recommend, for the Board of Directors' approval, the number and type of awards to be given and the criteria for nomination and selection. Awards shall not include monetary awards to the extent that such award would provide a private benefit or inurement to an individual or organization. The Awards Committee, with the approval of the Board of Directors, will also plan an appropriate venue for the presentation of the awards.

### **Section C. Bylaws Committee**

The Bylaws Committee shall be chaired by the President or Vice-President of the Corporation and shall advise the Board on maintenance of the Bylaws and propose changes thereof to the Board in order to maintain compatibility of the objectives of the Members with the Bylaws and applicable laws and regulations in consultation with the Corporation's counsel.

### **Section D. Education and Training Committee**

The Education and Training Committee shall identify, review, approve and recommend training and educational programming/initiatives for the consumers of security equipment, systems and services, consistent with the Corporation's tax-exempt mission.

### **Section E. Finance Committee**

The Finance Committee shall be chaired by the Treasurer of the Corporation and shall supervise the management of all funds and investments of the Corporation; prepare and submit to the Board and CEO an annual operating budget for the Corporation; advise the Board on the engagement, annually, of an accounting firm to conduct an audit of the accounts and records of the Corporation; periodically review the disbursements of funds and sources of revenue available to the Corporation; and work with the Board and Chief Executive to promote the overall fiscal efficiency of the Corporation. Expenses, both organizational and employee-submitted, shall be evaluated in adherence with the ALAS INTERNATIONAL Policy and Procedures manual.

### **Section F. Government Relations Committee**

The Government Relations Committee shall track –and advise Members regarding– legislation related to the security industry. The Government Relations Committee shall issue policy recommendations and act, upon direction of the Board, to support or oppose pending legislation

and to draft model legislation in assistance to lawmakers. It shall also be the duty of this committee to make recommendations to the Board on the hiring of any outside lobbying or public affairs firms.

### **Section G. Industry Relations Committee**

The Industry Relations Committee shall assist the Board in promoting harmony and understanding between the Corporation and the security industry as a whole, as well as other related associations, and shall make Members aware of situations and trends that may affect the security industry.

### **Section H. Research Committee**

The Research Committee shall spearhead the development of statistical information on the security industry and its markets and professions.

### **Section I. Marketing Committee**

The Marketing Committee shall identify and approve objectives, messaging and media strategy and tactics and shall oversee the execution of public relations campaigns on a per-project or per initiative basis.

Additionally, the committee will, by coordinating with other committees, seek out ways to market the Corporation's programs and services to its Members and the public at large and to interested parties or groups that may represent potential new Members. The committee will also seek out and identify new markets that may be available to ALAS INTERNATIONAL Member companies and disseminate data about those markets.

### **Section J. Membership Committee**

The Membership Committee shall oversee the development and execution of Member recruitment and retention programs. The committee shall also work to propose new or additional benefits and to identify the needs of current and prospective Members as related to the activities and intent of the Corporation.

In addition, the committee shall work to provide value and service in such a way as to increase customer loyalty as demonstrated by increased retention, new Members, and participation by existing Members; to meet and exceed ALAS International Members' expectations; and to have full strategic and operational oversight of all Corporation customer satisfaction and service initiatives.

### **Section K. Nominating Committee**

(1) Composition of Nominating Committee. The Nominating Committee shall consist of between three and five voting and non-voting Directors and shall include the current President of the Corporation. In those years in which a President-Elect has been selected, he/she will also serve on the Nominating Committee. The Nominating Committee Members and a Nominating Committee chairperson will be appointed by the President of the Corporation; the appointees shall be subject to approval by a vote of the majority of the Board of Directors then in office. The Corporation President shall select the Nominating Committee President from among non-voting and voting Directors of the Board.

(2) Duties of the Nominating Committee. The duties of the Nominating Committee shall be to study the problems and leadership requirements of the Corporation in relationship to the Strategic Business Plan. The particular needs of the organization for the next term of office may be summarized in the reports that the Nominating Committee submits to the Board. These reports should be discussed and validated during Board meetings. The Nominating Committee shall then select nominees for Board seats and for Officers of the Corporation whose personal characteristics and talents meet the needs of the organization as identified by the Nominating Committee, the Strategic Planning Committee and the Board of Directors. Consistent with Article III, Section O, and shall submit to the President a list of persons nominated for election to serve as Directors. The Nominating Committee will also present the candidacy of any and all Members who seek position as Officer to the Board, advising the Board of the eligibility under the Bylaws of each candidate. Since the election of Officers is conducted after the annual meeting of Members, in which new Directors are elected by the membership, it is possible that the election of one of the Board Members to the office of President will create an opening on the Board. In this eventuality, the Nominating Committee will submit to the Board additional eligible candidates for the vacated Board seat.

#### **Section L. Show Advisory Committee**

The Show Advisory Committee shall be responsible for liaison with and advice to domestic and international security industry trade show owners, promoters, sponsors and others having direct input on industry shows. This committee will be chaired by a regular exhibitor at such shows. This committee will keep calendars of industry events and may also develop special programs to promote certain show segments such as VIP receptions for foreign attendees or exhibitors at shows that are corporate sponsors of the Corporation.

#### **Section M. Strategic Planning Committee**

The Strategic Planning Committee shall maintain an awareness of developments within the security industry which impinge directly on or indirectly upon the Corporation's stated objectives of fully representing the security industry. The recognition of developments and evolutionary events in the industry shall be incorporated into the long-range (usually three to five years) plans which the Strategic Planning Committee will submit to the Board on an annual basis. It is presumed that the objectives of the Corporation will be altered and refined as a direct result of the detailed input received from this committee.

#### **Section N. International Relations Committee**

The International Relations Committee shall work to internationally represent and advocate for ALAS INTERNATIONAL Members in the electronic physical security and life safety markets. The International Relations Committee will serve as the oversight body charged with developing and executing ALAS INTERNATIONAL's international outreach strategies and programming objectives designed to promote international cooperation and marketing opportunities between ALAS INTERNATIONAL Members and various international security companies and security industry trade associations.

#### **Section O. Interest Groups and Advisory Council**

(1) Interest Groups. Certain Members within the large and diverse security industry may have special interests, and those Members may wish to form an Interest Group as defined in this section to pursue common interests. The Board, by a vote of a majority of the number of Directors present at any regularly constituted Board meeting, shall have the sole power to: establish or dissolve an Interest Group and define or change the title and scope of an Interest Group. The Board may, from time to time and upon recommendations of the ALAS International Membership Committee or the ALAS International Strategic Planning Committee, establish new Interest Groups. The Corporation shall allocate the resources required to establish and maintain programs, benefits and services for each Interest Group. Such allocations shall be determined by the Board and should be proportional to the group's representation in membership and/or appropriate for its strategic significance as identified by the Strategic Planning Committee. Each Interest Group will have a representative, appointed by the President of the Corporation, who will sit on the Advisory Council.

(2) Advisory Council. The purpose of the Advisory Council is to review initiatives presented to the Corporation, determine if initiatives fit ALAS International's goals and objectives, delegate recommendations to committee(s), and serve as a conduit for information sharing between all interested parties.

The Advisory Council will comprise a President and vice-President who will serve two-year appointed terms. The President and vice-President of the Advisory Council shall be nominated and approved by the President of the Corporation.

In addition, the Advisory Council membership will include committee chairs from core areas, the Membership Committee chair, the Marketing Committee Chair and a representative from each active Interest Group. Each ALAS International Advisory Council Member who is also an ALAS International voting Member will have one vote in all matters requiring a vote. All Members must be appointed and approved by the President of the Corporation in accordance with regular appointment procedures.

Members of the Advisory Council will meet at least one time per year and as needed via conference calls. The Advisory Council shall from time to time make recommendations for consideration and/or action by the Board and/or the Board of Directors.

### **Section O. Special, Ad-Hoc and Sub-Committees**

Any of the committees identified in Sections B-P in article VI can potentially acquire ad-hoc status and be activated or de-activated as initiatives and Board directives require. Special, ad-hoc and sub-committees may be appointed only by the President for such special tasks as circumstances warrant, subject to the approval of the Board. Such a committee shall limit its activities to the accomplishment of the task for which it is appointed, and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the task for which it is appointed, as determined by the Board, such committees shall stand discharged. These committees may be chaired by Regular Members in good standing appointed by the President and majority approval of the Board.

### **ARTICLE VII – National Committees**

National Committees are not-for-profit organizations of professional affinity formed by regular members of the Corporation with recognized representation and prestige in the security industry of their home countries.

Members who wish to promote the activities of the Corporation in their home countries through courses or exhibitions, or any other activity that does not contradict the purposes set forth in Article 1 Section B of these Bylaws, are subject to the following requirements:

- (1) Good standing. Only regular members of the Corporation in good standing may apply to form a National Committee.
- (2) Formal presentation. Applicants shall submit a written presentation to the Board of Directors of the Corporation setting forth the reasons for the formation of a National Committee, the composition of the proposed Committee and a complete plan of action.
- (3) *Ad honorem* and responsibilities. Applicants shall develop their activities through the Committees on an “*ad honorem*” basis, without compensation from the Corporation. They shall assume all liability for any personnel employed by the Committees and all liabilities which may arise in respect to third parties.
- (4) Legal entity. The National Committees do not need to be legal entities such as formal corporations. However, if applicants intend to operate through legal entities, their presentations shall so state.
- (5) Approval. The Board of Directors shall approve the formation of National Committees in its sole and final judgement and discretion. If an application is not approved, the Board will promptly communicate the reasons for its decision to the applicant.
- (6) Agreement. Notwithstanding approval of an application by the Board of Directors, the National Committee will be not operative until a written agreement with the Corporation is signed which addresses the use of the ALAS logo, the assumption of liability referred to in paragraph 3 above, and other necessary matters.
- (7) Guidelines. The Board of Directors will draft and approve guidelines, through which all matters related to the operation, responsibilities and guidance of the National Committees will be set forth, in particular, the protocols to be followed for the approval and negotiation of contracts to be proposed by the National Committees, as well the use of the corporate logo and the data base. From time to time, the guidelines can be changed by the Board of Directors, without the need to amend these Bylaws.

The Board will appoint, among its Officers from the Executive Committee, one of its members who will act as a Coordinator Director of the National Committees. The task of the Coordinator Director shall be the promotion and creation of new National Committees, as well the organization, supervision and coordination of the National Committees activities and the join work of the same, following the guidelines of the Corporation.

#### **ARTICLE VIII - STANDARDS DEVELOPMENT BODY**

ALAS INTERNATIONAL Standards Development Body shall, under the direction of the Board of Directors, represent the Corporation in standards related activities and shall act as the corporation's liaison to organizations involved in the preparation and approval of standards important to the security industry, both domestic and international, such as, but not limited to, the American National Standards Institute, Underwriters Laboratories, National Fire Protection Association, the Federal Communications Commission and National Laboratories.

Standards that are written and approved will be the property of ALAS INTERNATIONAL and appropriate means shall be exercised by the Standards Development Body to copyright or otherwise protect these standards in the name of ALAS INTERNATIONAL. ALAS INTERNATIONAL Standards shall operate according to the ALAS INTERNATIONAL Standards Program Policies and Procedures. ALAS INTERNATIONAL Board of Directors shall have final approval authority

on ALAS INTERNATIONAL Standards Program Policies and Procedures. The ALAS INTERNATIONAL Standards Development Body shall have three liaisons nominated by the President and approved by the ALAS INTERNATIONAL Board of Directors of which at least two must be Members of the ALAS INTERNATIONAL Board of Directors. The Standards President and Vice-President shall be elected according to the ALAS INTERNATIONAL Standards Program Policies and Procedures. ALAS INTERNATIONAL's Standards Development Body shall annually update its strategic plan, which shall be submitted to the ALAS INTERNATIONAL Board of Directors for approval, and shall operate in accordance with that plan.

The Corporation shall allocate the resources required to establish and maintain programs, benefits and services for the Standards Development Body. Such allocations shall be determined by the Board and should be proportional to the group's representation in membership and/or appropriate for its strategic significance as identified by the Strategic Planning Committee.

## **ARTICLE IX - PERSONAL LIABILITY AND PROPERTY INTEREST**

### **Section A. Liability of Members**

No Member of the Corporation shall be personally liable to the Corporation's creditors or for an indebtedness or liability of the Corporation.

### **Section B. Property Interest upon Termination**

If any Member shall cease to be such, any interest he or she shall have in and to property, assets and privileges of the Corporation shall cease and revert to the Corporation, and such cessation of membership shall operate as a release and assignment to the Corporation of all the right, title, and interest of such Member in and to the property, assets, and privileges of the Corporation, provided, however, that any cessation of membership shall not affect any indebtedness of the Corporation to such Member or of such Member to the Corporation for debts incurred during the time of membership.

## **ARTICLE X- AMENDMENTS TO THE BYLAWS**

New Bylaws may be adopted, and these Bylaws may be amended or repealed, by a majority vote of the Board of Directors present at a duly constituted meeting. Any proposed amendment to the Bylaws must be distributed to each Member of the Board of Directors at least thirty (30) days prior to a vote.

## **ARTICLE XI - MISCELLANEOUS**

### **Section A. Rules of Order.**

The rules of order contained in Roberts Rules of Order (revised) shall govern all meetings of Members, Directors and committees, except in instances of conflict between said Rules of Order and the Articles or Bylaws of the Corporation.

### **Section B. Income and Distribution**

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no Member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be paid to or distributed to such legally recognized charitable organization or organizations as may be determined by majority vote of the then eligible voting membership of the Corporation at any regularly constituted meeting. No part of the income of the Corporation shall inure to the benefit of any Member, trustee, Director, or Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director, trustee or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

## **ARTICLE XII - INSPECTION OF RECORDS**

The Corporation shall keep at its principal office the original, or a copy of the current, Articles and Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by all Regular Members and Associate Members at all reasonable times during office hours. In addition, all Board and committee meeting minutes shall be made available with the exception of any minutes of ALAS INTERNATIONAL Board of Directors meetings that contain confidential or sensitive information. It is at the discretion of the Board of Directors to indicate that certain information is to remain confidential and thus be redacted from distribution.