

Bylaws

ADOPTED MAY 17, 1971; EFFECTIVE MAY 15, 1972
(AMENDED NOVEMBER 15, 2003)

ARTICLE 1 NAME

1.1. The name of the corporation is the NATIONAL FIRE PROTECTION ASSOCIATION, INC. and it shall be popularly known as the National Fire Protection Association and/or the NFPA (hereinafter in these Bylaws referred to as the Association).

ARTICLE 2 PURPOSES AND POWERS

2.1. The purposes of the Association shall be to promote the science and improve the methods of fire protection and prevention, electrical safety, and other related safety goals; to obtain and circulate information and promote education and research on these subjects; and to secure the cooperation of its members and the public in establishing proper safeguards against loss of life and property. In furtherance of those purposes, the Association's powers shall specifically include all of the powers specified in Paragraphs (a) through (l) and (n) through (o), respectively, of Section 9 of Chapter 156B of the Massachusetts General Laws, together with all powers necessary or convenient to effect any or all of the aforesaid purposes.

ARTICLE 3 MEMBERSHIP

3.1. **Categories of Membership.** There shall be seven categories of membership:

Voting Members

- (a) Regular Member
- (b) Life Member
- (c) Senior Member
- (d) Organization Member
- (e) Honorary Member

Nonvoting Members

- (f) Affiliate Member
- (g) Student Member

3.2. **Regular Member.** Individuals desiring to advance the purposes of the Association shall be eligible to become Regular Members. A Regular Member shall have one vote in the affairs of the Association and shall pay dues as determined in accordance with these Bylaws.

3.3. **Life Member.** An individual who has been a voting member of the Association continuously for 35 years shall be eligible to become a Life Member. A Life Member shall receive all benefits of regular membership but shall be exempt from payment of annual dues.

3.4. **Senior Member.** An individual of age 65 years or greater shall be eligible to become a Senior Member. A Senior Member shall receive all benefits of regular membership and shall pay dues as determined in accordance with these Bylaws.

3.5. **Organization Member.** Organizations desiring to advance the purposes of the Association, including without limitation, institutes, societies, corporations, firms, associations, fire departments, fire service organizations, or governmental boards, bureaus, or departments or agencies shall be eligible to become Organizational Members.

Each organization shall be limited to one organization membership and shall have one vote in the affairs of the Association. Organizational members shall pay dues as determined in accordance with these Bylaws.

3.6. **Honorary Member.** An individual who, in the determination of the Membership of the Association acting on the recommendation of the Board of Directors, has rendered to the Association exceptional services of the highest order over a substantial period of years shall be eligible to become an Honorary Member. Each Honorary Member shall have all the

rights and benefits of a Regular Member, but shall be exempt from payment of annual dues.

3.7. **Affiliate Member.** Individuals motivated to support NFPA public education campaigns and technical programs, or otherwise prompted to benefit by and contribute to the work of the Association shall be eligible to become an Affiliate Member. An Affiliate Member shall not vote, but may otherwise participate in the affairs of the Association. Dues for this category of membership shall be determined in accordance with these Bylaws.

3.8. **Student Member.** An individual enrolled as a full-time student in a fire science or fire related curriculum shall be eligible to become a Student Member. A Student Member shall not vote, but shall be eligible to participate in all other affairs of the Association. Dues for this category of membership shall be determined from time to time in accordance with these Bylaws.

3.9. **Admission to Membership.** Membership shall be by application to the Association and shall state the category of membership requested.

3.10. **Rescission of Membership.** The Board of Directors, by a two-thirds vote, may rescind any membership for acts or omissions deemed by the Board not to be in the best interests of the Association. Membership may be terminated without action by the Board for failure to pay dues after notice of such failure.

3.11. **Other Categories of Membership.** The Board of Directors may add, delete, or modify additional categories of non-voting membership, having such rights and responsibilities as the Board shall determine.

3.12. **Membership Dues.** The membership dues structure shall be determined from time to time by the Board of Directors.

ARTICLE 4 MEETINGS OF THE MEMBERS

4.1. Regular Meetings.

(a) There shall be an Annual Meeting of the Association, held during the month of May unless determined otherwise by the Board of Directors, to act on the report of the Nominating Committee; to act on recommendations of the Board of Directors and of committees other than Technical Committees; and to act on such other business as may properly come before the Meeting. The time and place of the Annual Meeting shall be determined by the Board of Directors.

(b) There shall also be a meeting of the Association, held during the month of October or November unless determined otherwise by the Board of Directors, to act on recommendations of the Board of Directors and of committees other than Technical Committees, and to act on such other business as may properly come before the meeting. The time and place of this meeting shall be determined by the Board of Directors.

4.2. **Technical Meetings.** In addition to meetings described in Section 4.1 (a) and (b) there may be one or more meetings convened annually in conjunction with a Regular Meeting for the purpose of making recommendations to the Standards Council on the issuance of NFPA Documents, as defined in Section 8.1 (b) of these Bylaws. Such meetings may entertain no other business, shall have a quorum of 100 persons entitled to vote but may otherwise operate pursuant to rules of procedure as approved by the Board of Directors.

4.3. **Special Meetings.** A Special Meeting may be called by the Board of Directors, or shall be called on written application to the Board of Directors of at least ten percent of the quorum necessary to vote at the Annual

Meeting of the Association, as defined in Section 4.1(a). No business other than that stated in the notice of the Special Meeting shall be conducted thereat. No Special Meeting may be convened to make a recommendation on an NFPA Document without approval of the Board of Directors.

4.4. Quorum. In order to transact business at the Annual Meeting of the Association or any Regular or Special Meeting of the Association, there shall be present at least 500 persons entitled to vote.

4.5. Voting. Only members of record 180 days before the opening of any Association Regular or Technical Meeting shall be entitled to vote at that Meeting and only members of record as of the date of the notice of a Special Meeting shall be entitled to vote thereat. Exception: Individuals who join the Association at a Regular or Technical Meeting shall be entitled to vote at the next Regular or Technical Meeting. Amendment of the Articles of Organization or the Bylaws shall require the affirmative vote of two-thirds of the votes cast at a meeting at which such amendment may properly be considered. All other Association action shall require only the affirmative vote of a majority of the votes cast at the meeting.

The vote of each Regular, Life, Senior, and Honorary Member shall be cast by that member individually.

The vote of each Organization Member shall be cast by one of its accredited representatives. Each accredited representative shall be recorded with the President or his designee before the opening of the meeting. A person shall not be an accredited representative of more than one organization.

4.6. Notices. Notice of meetings of the Association shall be mailed, postage prepaid, to all members entitled to vote thereat not less than 60 days previous to the scheduled meeting date. Notices may be contained within other published material of the Association and shall not be invalidated by misdirection due to address changes not brought in writing to the attention of the Secretary of the Association at least 90 days before the date of such notice.

4.7. Rules of Order. Unless otherwise provided in these Bylaws, "Robert's Rules of Order (Revised)" shall govern the transaction of business at all meetings.

ARTICLE 5 BOARD OF DIRECTORS

5.1. Powers and Duties. The Board of Directors shall have general charge of the affairs of the Association, which it may conduct through the Officers of the Association and through an Executive Committee, a Finance Committee, an Audit Committee, outside advisors, and such additional committee or committees as shall from time to time be formed at the discretion of the Board of Directors by the Board or its Chair. Any and all such committees will have such structure, power, and duties as may be prescribed by these Bylaws and as shall from time to time be determined by the Board of Directors or by its Chair with the consent of the Board.

5.2. Elected Directors. Directors shall be elected by the Membership of the Association at the Annual Meeting acting either on the recommendation of the Nominating Committee or by such other nominations as are allowed by these Bylaws. Directors shall have skills and background as necessary to govern the affairs of the Association. Directors shall be elected to terms of up to 3 years staggered as determined at the Annual Meeting on a recommendation of the Board of Directors. No elected Director shall serve for more than two successive 3-year terms. All Directors or Officers of the Association, elected or appointed, shall be from among the members of the Association.

Such Directors elected by the members shall take office 7 days after the close of that Annual Meeting.

5.3. Ex-Officio Members. The following shall be ex-officio voting Members of the Board of Directors, namely, the Chair, the most recent past

Chair available to serve, the First Vice Chair, the Second Vice Chair, the Secretary, the Treasurer, and the President. Ex-officio Members shall enjoy all the powers and privileges of elected Directors.

5.4. Vacancies. Vacancies occurring between Annual Meetings may be filled by the Board of Directors for the unexpired term of that vacancy. If the Board does not fill the vacancy before the next meeting of the Nominating Committee, the Nominating Committee shall consider candidates for the unexpired term as part of its normal activities, and may propose a replacement for consideration at the Annual Meeting in due course.

5.5. Meetings. The Board of Directors may hold its meetings in such place or places within or without the Commonwealth of Massachusetts as the Board may from time to time determine. Meetings of the Board shall be held on written request therefore, filed with the Secretary, by the Chair or by the President with the concurrence of the Chair, or by five or more of the members of the Board. Unless otherwise provided by law, members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment. Participation by such means shall constitute presence in person at a meeting of the Board.

5.6. Notice. Notice of all meetings of the Board of Directors shall be given by the Secretary by mailing the same at least 20 days before the meeting. Unless otherwise indicated in the notice, any and all business may be transacted at the meeting. Notice may be waived by any Director by telephonic or written communication to the President or the President's designee, and shall be deemed waived by any Director in attendance.

5.7. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business and the affirmative vote of a majority of the Directors present shall be required for a vote or resolution to carry at any meeting except as otherwise required by these Bylaws.

5.8. Action by Consent. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if a written consent thereto is signed by two-thirds of the Directors and filed with the records of the minutes of the Directors. Such consent shall be treated as a vote for all purposes.

5.9. Removal. A Director may be removed from office with or without cause, by a majority vote of the members of the Association present and voting at a Regular or Special Meeting, provided that such business was contained in the notice of such meeting.

After due notice and hearing, a Director may also be removed from office by a vote of a majority of the Directors then in office for cause or for acts or omissions deemed by the Board to violate the Association's Code of Ethics for Directors.

5.10. Executive Committee. There shall be an Executive Committee of the Board of Directors consisting of the Chair, the First Vice Chair, the Second Vice Chair, the Secretary, the Treasurer, the Immediate Past Chair, the President, and three Directors. The three Directors shall be appointed annually by the Chair of the Board of Directors and may serve no more than two consecutive 1-year terms. The Executive Committee shall act for the Board of Directors between meetings, shall distribute its minutes to the Board in a timely fashion, and shall make a report of its interim activities at the next meeting of the Board. The procedures contained in Paragraphs 5.5 through 5.8 inclusive shall also apply to the Executive Committee provided, however, that any action by the Committee taken without a meeting requires the signed consents thereto of at least two-thirds of the Committee.

5.11. Finance Committee. There shall be a Finance Committee of the Board of Directors consisting of the Second Vice Chair, the President, the Treasurer, the Chair of the Pension Committee, and three other Direc-

tors. The three other Directors shall not be members of the Executive Committee, shall be appointed annually by the Chair of the Board of Directors, and shall be eligible to serve no more than three consecutive 1-year terms on the Committee. The Finance Committee shall have general supervision of the financial affairs of the Association on behalf of and subject to the approval of the Board. The Finance Committee shall be chaired by the Treasurer.

5.12. Audit Committee. There shall be an Audit Committee of the Board of Directors consisting of six members of the Board none of whom shall be an Officer of the Association as defined in Section 6.1, and one of whom shall be a member of the then-current Finance Committee who shall serve without vote. The Chair and the membership of the Audit Committee shall be named annually by the Chair of the Board with no members being eligible to serve more than three consecutive 1-year terms. The Audit Committee shall meet at least annually with the outside Auditor of the Association and shall report to the Board on its meeting(s), including the results of the audit. The Audit Committee shall annually recommend the outside Auditor for the Association.

ARTICLE 6 OFFICERS

6.1. Number. The Officers of the Association shall be a President, a Treasurer, a Secretary, a Chair, a First Vice Chair, and a Second Vice Chair of the Board of Directors. Additional Officers with such powers and duties not inconsistent with these Bylaws from time to time may be appointed by the Board of Directors. If required by the Board, the Officers of the Association shall give a bond for the faithful discharge of the Officer's duties in such sum and with such surety or sureties, if any, as the Board of Directors shall from time to time determine.

6.2. Election and Qualification. The President shall be elected by the Board of Directors and shall serve at the will and pleasure of the Board. The Chair, Vice Chairs, Treasurer, and Secretary of the Association shall be elected by the members at the Annual Meeting of the Association from among those nominated pursuant to Paragraph 6.15 of this Article. Such Officers elected by the members shall take office 7 days after the close of that Annual Meeting. The term of office for the Chair, the Vice Chair, the Secretary, and the Treasurer, shall be 1 year or until their successors are elected and qualified. The Chair, the First Vice Chair, and the Second Vice Chair shall not serve more than two consecutive terms in any one elective office. The Secretary shall not serve more than four and the Treasurer shall not serve more than six terms in that office.

6.3. Removal. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of the Board of Directors. Any officer elected by the membership may be removed from office in accordance with the procedures and criteria set forth in Paragraph 5.9, substituting the word "Officer" for the word "Director" therein.

6.4. Vacancies. In case any office of the Association becomes vacant by death, resignation, or any other cause, the Directors may appoint an officer to fill such vacancy, in accordance with the provisions of Paragraph 5.4.

6.5. The Chair. The Chair of the Board of Directors, shall preside at Meetings of the Association and at meetings of the Board of Directors and of the Executive Committee. The Chair shall, subject to the approval of the Board of Directors, authorize and appoint such regular or special committees and outside advisors as are required to carry on the affairs of the Association. The Chair shall serve as an ex-officio member, without vote, on all committees to which not specifically named. The Chair shall not be a member of the Audit or Nominating Committees.

6.6. The Vice Chair. At the request of the Chair, or in the event of the Chair's absence or disability, the First Vice Chair may perform any and all of the duties and shall possess all of the powers of the Chair and shall have

such other powers and perform such other duties as the Board of Directors or the Chair from time to time determines to the extent authorized by law. In the event of the absence or disability of the First Vice Chair, the Second Vice Chair may perform any and all duties and possess such powers of the First Vice Chair.

6.7. The President. The President shall be the Chief Executive Officer of the Association. The President shall report to the Association at the Annual Meeting of the Members with respect to the affairs of the Association. The President may sign, with the Secretary or any other proper Officer of the Association, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, these Bylaws, or by statute to some other Officer of the Association. The President shall serve as an ex-officio member, without vote, on all committees to which not specifically named. The President shall not be a member of the Audit or Nominating Committees.

The President shall perform such additional duties as may be assigned from time to time by the Board of Directors or the requirements of Massachusetts law, and shall exercise such other powers to the extent authorized by law.

6.8. The Senior Vice President. The Board of Directors may elect one or more Senior Vice Presidents on the recommendation of the President. At the request of the President, or in the event of the President's absence or disability, a Senior Vice President may perform any and all of the duties and shall possess all of the powers of the President and shall have such other powers and perform such other duties as the Board of Directors or the President from time to time determines to the extent authorized by law.

6.9. The Secretary. The Secretary shall have charge of such books, documents, and papers as the Board of Directors shall determine, and in general shall perform all of the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to the Secretary from time to time by the Board of Directors, to the extent authorized by law.

6.10. Assistant Secretary. The Board of Directors, after consultation with the President and the Secretary, may elect one or more Assistant Secretaries. Any duties and powers of the Secretary may be delegated to the Assistant Secretary, and the Assistant Secretary shall have such other powers and such other duties as the Board of Directors may from time to time determine to the extent authorized by law.

6.11. The Treasurer. The Treasurer shall provide for the custody of all funds, securities, books of account, and financial records of the Association. The Treasurer shall provide for the giving of receipts for moneys due and payable to the Association from whatever source, and shall see to the deposit of these moneys in such banks, trust companies, and other depositories as shall be selected by the Board of Directors. The Treasurer shall see to the making of such payments and promissory notes issued by the Association as the Treasurer may deem necessary, convenient, or proper to be made on behalf of the Association.

The Treasurer shall also exhibit the books of the Association at all reasonable times to any Officer or Director at the office of the Association; report to the Members at least annually concerning the financial affairs and condition of the Association for the last fiscal year; and in general, perform all of the duties incident to the Office of Treasurer, subject to the directions of the Board of Directors. In the event of the absence or inability of the Treasurer to perform the above duties, the Board may designate another Officer or Director to perform any and all of the duties and possess all of the powers of the Treasurer, to the extent authorized by law.

6.12. Assistant Treasurer. The Board of Directors, after consultation with the President and the Treasurer, may elect one or more Assistant Treasurers. Any duties and powers of the Treasurer may be delegated to the

Assistant Treasurer, and the Assistant Treasurer shall have such other powers and such other duties as the Board of Directors may from time to time determine to the extent authorized by law.

6.13. Compensation of Officers. The Chair, both Vice Chairs, Secretary, and Treasurer shall be unsalaried. The President shall be salaried. The President's compensation shall be set by the Board of Directors. The President shall set the salary of other officers with approval of the Board of Directors.

6.14. Multiple Offices. Any individual may hold more than one office in the Association if it appears necessary for carrying on the affairs of the Association, provided, that the office of the President shall not be combined with that of the Treasurer or the Secretary.

6.15. Nominating Committee.

(a) There shall be a Nominating Committee of seven members, consisting of the most recent past Chair available to serve, three members, and an alternate elected by the Association at its Annual Meeting, and three members elected by the Board of Directors at the next meeting of the Board following the Annual Meeting from those of its own members who have at least 2 years to serve. The Board may elect from its number one or more alternates for its elected members. Such alternates may serve, without regard to remaining years of service, in the case of absence or inability to serve by one or more of the Board's designated members.

(b) It shall be the duty of the Nominating Committee, through its Chair, to report to the Secretary of the Association at least 90 days before the next Annual Meeting after its election, a list of its nominees for the Office of Chair, First Vice Chair, Second Vice Chair, Treasurer, Secretary, required Directors, and four members from the membership at large, one of whom shall be designated Chair and one of whom shall be designated an alternate, to serve on the Nominating Committee to be elected at such Annual Meeting. The Secretary shall report the nominations of the Nominating Committee to the Membership at least 60 days before the Annual Meeting.

(c) Other nominations signed by at least 250 members, entitled to vote, which may be received by the Secretary not less than 30 days before the Annual Meeting, shall be immediately submitted by the Secretary to the Membership.

ARTICLE 7 REPRESENTATIVES, COMMITTEES, AND SECTIONS

7.1. Representatives. The President may appoint such representatives of the Association with such powers and to perform such acts and duties on behalf of the Association, to the extent authorized by law, as the President may see fit. This may include the appointment of one or more delegates to represent the Association at meetings or on committees of other organizations. The President shall keep the Board informed of all such appointments.

7.2. Committees. The Board of Directors may appoint or disband committees, from within or without the membership of the Association, with such powers, responsibilities, and duties as the Board of Directors shall determine consistent with these Bylaws.

7.3. Sections.

(a) Groups of members having a substantial community of specialized interest in fire protection may be organized in Sections upon authorization by the Board of Directors. Likewise, separate existing organizations may upon their request be constituted as Sections of the Association.

(b) A Section shall function pursuant to the supervision and within the regulations established by the Board of Directors.

(c) The Board of Directors, after due notice and hearing, may suspend or terminate any Section which fails to conform to the Regulations or whose

members do not evidence sufficient interest to justify continuance of the Section.

ARTICLE 8 DEVELOPMENT OF ASSOCIATION TECHNICAL COMMITTEE DOCUMENTS

8.1. For the purpose of these Bylaws, NFPA Documents shall mean Codes, Standards, Recommended Practices, Guides, and other documents of a similar nature developed in accordance with 8.2 or 8.3 of these Bylaws and any regulations adopted pursuant thereto.

8.2. Basic Method of NFPA Document Development.

(a) The Board of Directors shall appoint a Standards Council to provide for the administration of NFPA Document development activities including the establishment, appointment, and administration of Technical Committees. Except as provided in 8.3 of these Bylaws, the Standards Council shall be the issuer of all NFPA Documents. Members of the Standards Council shall be members of the Association.

(b) Regulations for the Standards Council and for the administration of NFPA Document development activities shall be adopted by the Board of Directors with the advice of the Standards Council. The Standards Council shall perform those duties assigned by such Regulations and any other duties assigned to it by the Board of Directors.

(c) The Board of Directors shall adopt regulations which provide a means of petitioning either the Board of Directors or a duly appointed committee thereof for review of decisions of the Standards Council.

(d) The membership of the Standards Council shall not include members of the Board of Directors.

8.3 Alternative Methods of NFPA Document Development.

(a) Notwithstanding the provisions of 8.2 of these Bylaws, the Board of Directors may, in its discretion, provide for consensus-based methods of developing and issuing NFPA Documents, alternative to the method set forth in 8.2. Such alternatives may include consensus-based methods for the joint development of NFPA Documents with other organizations or entities.

(b) Any alternative consensus-based methods for the development and issuance of NFPA Documents shall be set forth in regulations adopted by the Board of Directors.

ARTICLE 9 INDEMNIFICATION

9.1. Indemnification of Officers and Directors. The Association shall indemnify each of its present and former officers and directors to the fullest extent permitted by the applicable laws of the Commonwealth of Massachusetts, against expenses reasonably incurred by such person in connection with any action, suit, or proceeding to which such person may be made a party by reason of such service. Such indemnification shall not be available when such Officer or Director has not acted in good faith or has acted in a manner opposed to the best interests of the Association as determined by the Board of Directors.

ARTICLE 10 REGULATIONS AND STANDING RULES

10.1. Adoption. The Board of Directors may adopt rules and regulations to supplement but not conflict with these Bylaws. These shall take the form of Regulations and Standing Rules, adopted and administered according to this Section.

10.2. Regulations. Regulations shall include those key directives of the Board that deal with the governance of the Association and those groups subordinate to and established by the Board. Such Regulations shall be adopted or amended by the Board acting upon the affirmative vote of two-thirds of the Directors present at a duly constituted meeting.

Proposals for new Regulations or amendments to the existing Regulations, shall be distributed to the Board along with the notice of the meeting at which they will be considered.

Proposed amendments may be submitted to the Chair by any member in writing. The Chair shall inform the submitter in writing as to the disposition of his/her proposal.

Regulations shall be published annually and available to members of the Association on request.

10.3. Standing Rules. Standing Rules shall include resolutions and policies adopted from time to time. Standing Rules may be adopted or amended by the Board acting upon the affirmative vote of a majority of the votes cast at a duly constituted meeting. A vote to adopt a Standing Rule may not be changed at the same meeting at which enacted, except by a motion to reconsider.

Standing Rules shall be distributed to all Officers and Directors on a regular basis and shall be available to members on request.

Standing Rules that are not reaffirmed by the Board within 5 years of adoption shall automatically be rescinded.

ARTICLE 11 AMENDMENT

11.1. The Bylaws of the Association may be amended at any Meeting of the Association by the affirmative vote of two-thirds of the votes cast at the Meeting, acting on the recommendation of the Board of Directors, provided that notice of the proposed amendment shall have been contained in the notice of the Meeting.

11.2. A Bylaw amendment proposed by Association members shall be properly before any Meeting, if the proposed amendment has been submitted to the President in writing over the signatures of 250 or more members of the Association entitled to vote not less than 90 days nor more than 180 days before the next following duly called Meeting of the Association. A recommendation of the Board of Directors in favor of or in opposition to the proposed amendment shall accompany the proposed amendment.