BYLAWS of the National Fire Protection Association, Inc. (NFPA)

(as amended through June 10, 2013)

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 and powers of the Association shall be those set forth in the Association's Articles of Organization.

ARTICLE 3 MEMBERSHIP

3.1. Membership. There shall be three classes of membership in the Association: Director Members, Voting NFPA Members, and Nonvoting NFPA Members.

3.2. Director Members. Director Membership shall consist of all members of the Association's Board of Directors ("Board of Directors" or "Board"), including both Elected and Ex-officio Directors as hereinafter defined.

3.2.1. Powers of Director Members. Except for the power of the Voting NFPA Members set forth in Section 5.3 of these Bylaws to elect the Elected Directors of the Board of Directors, the Director Members shall have the power to take any action required to be taken by the members of a corporation under Chapter 180 of the Massachusetts General Laws.

3.2.2. Certain Votes of Director Members.

(a) Without limiting the generality of Subsection 3.2.1 of these Bylaws, the Director Members shall constitute the sole class of members entitled to vote on:

amendments to the Articles of Organization; mergers and consolidations; dispositions of all or substantially all of the Association's property and assets; and amendment of the Bylaws. Except for amendment of the Bylaws, which shall be governed by Article 12 of these Bylaws, all such actions by the Director Members shall be taken at a meeting duly called for the purpose and shall require the affirmative vote of two-thirds of all the Director Members then in office.

(b) If the Director Members intend to amend the Articles of Organization, approve a merger or consolidation, or dispose of all or substantially all of the Association's property and assets, the Voting NFPA Members shall be given at least 14 days notice in any manner reasonably likely to make such members aware of the proposed actions, and any defect in the giving of such notice shall not invalidate or otherwise affect such action.

3.2.3. Meetings of the Director Members. Proxy voting shall be allowed at meetings of the Director Members. Except as may be otherwise provided by law or in these Bylaws, meetings of the Director Members shall be governed by Article 5 of these Bylaws, and without limiting the foregoing, any action required or permitted to be taken at a meeting of the Director Members may be taken by consent, without a meeting, in accordance with Section 5.8 of these Bylaws.

3.3. NFPA Members. NFPA Membership shall be open to individuals desiring to advance the purposes of the Association and who meet the qualifications of and pay dues as set forth in Subsections 3.3.1 through 3.3.6 of these Bylaws. There shall be Voting NFPA Members and Nonvoting NFPA Members in six membership categories, as follows:

Voting NFPA Members (See Subsection 3.3.1)

(a) Regular Member
(b) Life Member
(c) Senior Member
(d) Honorary Member

Nonvoting NFPA Members (See Subsection 3.3.2)

(a) Affiliate Member
(b) Student Member

3.3.1. Voting NFPA Members. As further set forth in and subject to these Bylaws, a Voting NFPA Member shall be entitled to vote at Meetings of the NFPA Members. The categories of Voting NFPA Member are as follows:

(a) Regular Member. An individual desiring to advance the purposes of the Association shall be eligible to become a Regular Member. A Regular Member shall pay dues as determined by the Board of Directors in accordance with Subsection 3.3.6 of these Bylaws.

(b) Life Member. An individual who has been a Voting Member 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 dues.

(c) 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 by the Board of Directors in accordance with Subsection 3.3.6 of these Bylaws.

(d) Honorary Member. An individual who, in the determination 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. An Honorary Member shall receive all the benefits of Regular Membership but shall be exempt from payment of dues.

3.3.2. Nonvoting NFPA Member. A Nonvoting NFPA Member shall not be entitled to vote at meetings of the NFPA Members. The categories of Nonvoting NFPA Member are as follows:

(a) Affiliate Member. An individual who is motivated to support Association public education campaigns and technical programs or who is 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 pay dues as determined by the Board of Directors in accordance with Subsection 3.3.6 of these Bylaws.

(b) 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 pay dues as determined by the Board of Directors in accordance with Subsection 3.3.6 of these Bylaws.

3.3.3. Admission to NFPA Membership. NFPA Membership shall be by application to the Association and shall state the category of Membership requested.

3.3.4. Suspension or Termination of NFPA Membership. The Board of Directors may suspend or terminate any NFPA Member for acts or omissions deemed by the Board not to be in the best interests of the Association. Membership may be suspended or terminated without action by the Board for failure to pay dues after notice of such failure. Any NFPA Member may resign his or her membership by written notice to the Secretary of the Association.

3.3.5. Other Categories of NFPA Membership. The Board of Directors may add to, delete, or modify the categories of Nonvoting NFPA Membership.

3.3.6. NFPA Membership Dues. The NFPA Membership dues structure shall be determined from time to time by the Board of Directors.

ARTICLE 4 MEETINGS OF THE NFPA MEMBERS

4.1. Regular Meetings. There shall be an Annual Meeting of the NFPA Membership, and such other Regular Meetings as the Board of Directors may direct, in order to hear reports and act on such business as may properly come before the NFPA Membership. Such business shall not include the NFPA Document Development Activities described in Article 8 of these Bylaws. The time and place of the Annual Meeting and other Regular Meetings shall be determined by the Board of Directors, and the Board may establish rules for the conduct of the business at such meetings.

4.2. Special Meetings. A Special Meeting of the NFPA Membership to handle any business that may properly be acted on at a Regular Meeting may be called by the President or the Board of Directors, or shall be called on written application to the Board of Directors of at least 10 percent of the quorum necessary for a vote upon any matter at the Annual Meeting of the

NFPA Membership as defined in Section 4.1 of these Bylaws. Business at such meeting shall be conducted in the same manner as provided for Regular Meetings, and no business other than that stated in the notice of the Special Meeting shall be conducted thereat.

4.3. Technical Meetings. There may be one or more meetings convened annually for the purpose of conducting any NFPA Document Development Activities assigned to the Voting NFPA Membership through Regulations and Standing Rules issued pursuant to Article 8 of these Bylaws. Technical Meetings shall be convened and shall operate pursuant to such Regulations and Standing Rules. Technical Meetings shall not be for the purpose of exercising any corporate power of members under Chapter 180 of the Massachusetts General Laws.

4.4. Quorum. Five hundred (500) Voting NFPA Members shall constitute a quorum for the transaction of business at any Annual, Regular or Special Meeting of the NFPA Membership. One hundred (100) Voting NFPA Members shall constitute a quorum for the transaction of business at any Technical Meeting.

4.5. Voting.

4.5.1. Only Voting NFPA Members of record 180 days before the opening of any Annual, Regular, Special, or Technical Meeting of the NFPA Membership who have duly registered and paid any registration fees for the meeting shall be entitled to vote at that meeting. Except as may be required by law or as may be provided in a Regulation or Standing Rule promulgated pursuant to Article 8 of these Bylaws, any action of the NFPA Voting Membership shall require the affirmative vote of a majority of the votes cast at the meeting.

4.5.2. Voting by proxy shall not be permitted, and the vote of each Voting NFPA Member shall be cast by that member individually.

4.6. Notice.

4.6.1. Notice of meetings of the NFPA Membership shall be sent to all Voting NFPA Members entitled to vote thereat not less than 60 days previous to the scheduled meeting date. Notices shall be sent to the member's address as it

appears in the records of the Association and may be contained within *NFPA Journal* or other publications through which the Association communicates with its members.

4.6.2 Where a number of meetings are fixed in advance by the Board of Directors, notice of such meetings may be sent as a single notice containing the schedule of meetings, and such schedule shall constitute notice of all meetings contained therein.

ARTICLE 5 BOARD OF DIRECTORS

5.1. Powers and Duties.

5.1.1. 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, a Governance and Nominating Committee, Association staff, outside advisors, and such additional committee or committees as shall from time to time be formed, established, and disbanded by vote of the Board of Directors or by the Chair, subject to the approval of the Board.

5.1.2. The Board of Directors may establish rules for the conduct of the business of the committees of the Board, but unless otherwise provided by such rules, committee business shall be conducted, as nearly as possible, in the same manner as is provided in these Bylaws for the conduct of business by the Board, including the requirements for establishing a quorum and voting.

5.2. Quorum and Vote. A majority of the Directors then in office shall constitute a quorum for the transaction of business. Any vote, resolution, determination, decision, or other action of the Board shall, unless otherwise expressly provided in these Bylaws or required by law, be effectuated by the affirmative vote of a majority of the Directors present and voting at a meeting.

5.3. Elected Directors.

5.3.1. Subject to Article 5 of the Articles of Organization, the Board of Directors shall, from time to time, determine the number of Elected Director positions on the Board of Directors.

5.3.2. Except as provided in Section 5.5 of these Bylaws for the filling of vacancies, Elected Directors shall be elected by the Voting NFPA Membership at the Annual Meeting from nominations made and submitted in accordance with Subsection 5.14.1(a) of these Bylaws. Election shall require the affirmative vote of a majority of the votes cast at the meeting. In the event of an election involving more than two nominees for an Elected Director position, such majority vote may be determined through a ranked choice ballot or through successive ballots eliminating nominees with the fewest votes until one nominee receives the affirmative vote of a majority of the votes cast at the meeting.

5.3.3. Elected Directors shall be elected to terms of up to 3 years or until their successors are elected and qualified. The Board shall determine the length of any term up to 3 years and may stagger terms. No Elected Director shall serve for more than two successive 3-year terms as an Elected Director but may be re-elected after a 6-year absence. In no event, however, shall an Elected Director serve a total of more than 14 years as an Elected Director.

5.3.4. Elected Directors shall take office at the close of the Annual Meeting at which they are elected.

5.4. Ex-officio Directors. The following shall be ex-officio voting members of the Board of Directors: the Chair; the immediate past Chair, if available to serve; the First Vice Chair; the Second Vice Chair; the Secretary; the Treasurer; and the President. Ex-officio Directors shall enjoy all the powers and privileges of Elected Directors.

5.5. Vacancies of Elected Directors. The Board of Directors may fill any Elected Director vacancy on the Board for the duration of any unexpired term. The nominating process of Subsection 5.14.1(a) of these Bylaws shall not apply to the filling of such vacancies. A vacancy shall be deemed to exist: in the case of the death, resignation, removal, or other disqualification of any Elected Director; in the case of the failure, due to lack of a quorum, of the NFPA Membership to elect an Elected Director; or at any time that

the Board shall vote to increase the number of Elected Director positions on the Board.

5.6. 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 also 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 5 or more of the Directors. Unless otherwise provided by law and subject to the approval of the Chair, Directors may participate in a meeting of the Board by means of a conference telephone, video call, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting of the Board. When the Directors are acting as Director Members, but not otherwise, voting may be by proxy.

5.7. Notice.

5.7.1. Unless otherwise required by law or the Articles of Organization, written notice of all meetings of the Board of Directors shall be given at least 10 days before the meeting, or, in the event of an emergency as determined by the Chair, notice may be given at least 48 hours before the meeting by written notice, by telephone, or in person. Unless otherwise indicated in the notice, any and all business may be transacted at the meeting.

5.7.2. Where a number of meetings are fixed in advance by the Board of Directors, notice of such meetings may be given as a single notice containing the schedule of meetings, and such schedule shall constitute notice of all meetings contained therein.

5.7.3. Notice may be waived in writing by any Director, before or after a meeting, and such written waiver, filed with the records of the meeting, shall be deemed equivalent to such notice. Notice shall be deemed waived by any Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

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 all the

Directors then in office consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

5.9. Suspension or Removal. A Director may be suspended or removed, with or without cause, by the vote of two-thirds of the Directors then in office.

5.10. Resignation. Any Director may resign his or her office by written notice to the Chair of the Board. Such resignation shall be effective at the time specified in the notice or, if no time is specified, upon receipt by the Chair.

5.11. 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 1 or more Elected Directors. The Chair of the Board shall serve as chair, and the Elected Directors shall be appointed annually by the Chair of the Board, subject to the approval of the Board. The Executive Committee shall, except as the Board of Directors otherwise determines and provided that Executive Committee action shall not conflict with the express actions or policies of the Board of Directors, have full power and authority to act on all matters between meetings of the Directors, except for power and authority that may not be delegated by the Board of Directors and except for the following powers: to elect officers; to fill officer vacancies; to remove or suspend officers from office; to hire, terminate, or establish the compensation of the President; to approve the Association's annual budget; to select any independent auditor for the Association; to change the principal office of the Association; to authorize a sale, lease, exchange, or other disposition of all or substantially all of the assets of the Association; to authorize a merger or consolidation of the Association; to authorize dissolution of the Association; or to initiate a bankruptcy proceeding. The Executive Committee shall maintain a written record of its work and shall make a report of its interim activities at the next meeting of the full Board of Directors.

5.12. Finance Committee. There shall be a Finance Committee of the Board of Directors consisting of 3 or more Directors, including the Treasurer, who shall serve as chair of the committee. Members of the committee, other than the Treasurer, shall be appointed annually by the Chair of the Board, subject to the approval of the Board. 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.

5.13. Audit Committee. There shall be an Audit Committee of the Board of Directors consisting of 4 or more Directors, none of whom may be the Chair of the Board, the President, or the Treasurer, 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 appointed annually by the Chair of the Board, subject to the approval of the Board. 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 to the Board the outside auditor for the Association.

5.14. Governance and Nominating Committee. There shall be a Governance and Nominating Committee consisting of 3 or more Directors. The chair and membership of the committee shall be appointed annually by the Chair of the Board, subject to the approval of the Board. The committee shall make recommendations to the Board concerning the governance of the Association and shall make nominations for Elected Directors and Officers in accordance with Subsection 5.14.1 of these Bylaws.

5.14.1. Nominating Process. Subject to any directions or charge that the Board may provide, the Governance and Nominating Committee shall annually make nominations to fill open Elected Director positions and nominations for open offices of the Chair, First Vice Chair, Second Vice Chair, Treasurer, and Secretary, as follows.

(a) Elected Director Nominations.

(i) By the Governance and Nominations Committee. The committee, through its chair, shall report a list of nominations for open Elected Director positions to the Secretary at least 90 days before the next Annual Meeting after its appointment. The Secretary shall report the nominations of the Governance and Nominating Committee to the Voting NFPA Membership at least 60 days before the Annual Meeting.

(ii) By the NFPA Members. NFPA Members may make nominations to oppose Governance and Nominating Committee nominees for an open

Elected Director position as follows. A nomination must be for a single open Elected Director position. The nomination must be in writing; it must designate which position the nominee will contest, by naming the Governance and Nominating Committee nominee that has been reported for the position; it must be signed by at least 250 Voting NFPA Members entitled to vote at the Annual Meeting at which the election is scheduled to take place; and it must be received by the Secretary not less than 30 days before such Annual Meeting. The Secretary shall immediately report such nomination to the Voting NFPA Membership through any reasonable means, including posting on an Association website through which the Association communicates with its members.

(b) Officer Nominations. The Governance and Nominating Committee, through its chair, shall report a list of nominations for open Officer positions to the Secretary at least 30 days before the Board Meeting at which the election is to take place. The Secretary shall report the nominations to the Board at least 10 days before such meeting.

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.

6.2. Election and Qualification. Officers shall be elected by the Board of Directors from the nominations made by the Governance and Nominations Committee. The President shall serve at the will and pleasure of the Board. The term of office for the Chair, the Vice Chairs, the Secretary, and the Treasurer shall be 2 years or until their successors are elected and qualified, and the term shall commence at the close of the next annual meeting following the election. The Chair, the First Vice Chair, and the Second Vice Chair shall not serve more than one term in that office. The Secretary and the Treasurer shall not serve more than two terms in that office. In addition to the number of terms set forth above, an officer who is elected to fill a vacancy pursuant to Section 6.4 may serve the duration of the unexpired term to which he or she has been elected.

6.3. Suspension, Removal, or Resignation. Any Officer may be suspended or removed at any time, with or without cause, by majority vote of the Board of Directors. Any officer may resign from office by written notice to the Chair. Such resignation shall take effect on the date specified in the notice or, in the absence of such date, upon receipt by the Chair.

6.4. Vacancies. When an office of the Association for which there is a term becomes vacant by death, resignation, or any other cause, the Board of Directors may, by majority vote, fill such vacancy for the duration of any unexpired term. A vacancy shall be deemed to exist in case of the death, resignation, removal, or other disqualification of any Officer. The office of President may be filled, upon vacancy, pursuant to Section 6.2 of these Bylaws.

6.5. The Chair. The Chair of the Board of Directors shall preside at meetings of the Board of Directors, whether acting as the Board or as the Director Members. The Chair may, 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, except the Audit Committee, to which he or she is not specifically named.

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.

6.7.1. The President shall be the Chief Executive Officer of the Association. The President shall report to the Association at the Annual Meeting of the NFPA Members with respect to the affairs of the Association. The President may sign any deeds, mortgages, bonds, contracts, or other instruments that 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, by these Bylaws, or by law to some other Officer of the Association. The President shall serve as an ex-officio member, without vote, on all committees, except the Audit Committee, to which he or she is not specifically named.

6.7.2. The President shall perform such additional duties as may be assigned from time to time by the Board of Directors or the requirements of 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. Unless otherwise designated by the Board, the

Assistant Secretary shall serve as clerk of the Association for purposes of Chapter 180 of the Massachusetts General Laws.

6.11. The Treasurer. The Treasurer shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Treasurer and such other responsibilities as designated by the Board of Directors. The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. The Treasurer shall be responsible for the safe custody of all funds, securities, and valuable documents of the corporation, except as the Board of Directors may otherwise provide. With the advice and consent of the Board of Directors, the Treasurer shall have power to invest and reinvest surplus funds. The Treasurer shall have such other duties and powers as designated by the Directors.

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, Assistant Secretary, Treasurer, and Assistant 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, however, that the office of the Chair shall not be combined with that of the Treasurer and the office of President shall not be combined with that of the Treasurer or the Secretary.

ARTICLE 7 COMMITTEES AND SECTIONS

7.1. Other Committees. In addition to the powers heretofore granted the Board to appoint committees of the Board under Section 5.1 of these Bylaws, the Board of Directors may appoint or disband other committees from within or without the NFPA Membership, with such powers, responsibilities, and duties as the Board of Directors shall determine. Such committees shall have no rights or duties with respect to the Association other than as designated by the Board of Directors.

7.2. Sections.

7.2.1. Groups of NFPA 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; provided, however, that constituting a separate organization as an NFPA Section shall not, by itself, confer NFPA Membership upon the members of that organization.

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

7.2.3. The Board of Directors may suspend or terminate any Section that, in the sole judgment of the Board, fails to conform to the Regulations or whose members do not evidence sufficient interest to justify continuance of the Section.

ARTICLE 8 NFPA DOCUMENT DEVELOPMENT ACTIVITIES

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

8.2. Basic Method of NFPA Document Development.

8.2.1. 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 Section 8.3 of these Bylaws, the Standards Council shall be the issuer of all NFPA Documents. Members of the Standards Council shall be NFPA Members.

8.2.2. The Board of Directors shall, with the advice of the Standards Council, adopt Regulations and Standing Rules as may be necessary to govern the operation of the Standards Council and the administration of NFPA Document Development Activities. The Standards Council shall perform those duties assigned by such Regulations or Standing Rules and any other duties assigned to it by the Board of Directors.

8.2.3. The Board of Directors shall adopt Regulations or Standing Rules that provide a means of petitioning either the Board of Directors or a duly appointed committee thereof for review of decisions of the Standards Council.

8.2.4. The membership of the Standards Council shall not include Directors.

8.3 Alternative Methods of NFPA Document Development.

8.3.1. Notwithstanding the provisions of Section 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 Section 8.2. Such alternatives may include consensus-based methods for the joint development of NFPA Documents with other organizations or entities.

8.3.2. Any alternative consensus-based methods for the development and issuance of NFPA Documents shall be set forth in Regulations or Standing Rules adopted by the Board of Directors.

ARTICLE 9 INDEMNIFICATION

9.1. Mandatory Indemnification. The Association shall to the extent legally permissible and consistent with the Association's tax-exempt status

and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former Directors and officers and any person who serves or has served, at the Association's request, as Director, Trustee, officer, or member of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors, and administrators of the foregoing) (collectively referred to as "Mandatory Indemnified Persons") against all expenses and liabilities that the Mandatory Indemnified Person has reasonably incurred in connection with or arising out of any action or threatened action, suit, or proceeding, whether civil, criminal, administrative, or investigatory, in which the Mandatory Indemnified Person may be involved, directly or indirectly, by reason of serving or having served in a capacity identified above. Such expenses and liabilities shall include, but not be limited to, judgments, fines, penalties, court costs and attorney's fees, and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Mandatory Indemnified Person shall be finally adjudged in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Association, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

9.2. Permissive Indemnification. If authorized by the Board of Directors, the Association may to the extent legally permissible and consistent with the Association's tax-exempt status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former agents (and the heirs, executors, and administrators of the foregoing) (collectively referred to as "Permissive Indemnified Persons"), defined to include those members, employees, technical committee members, and agents other than Mandatory Indemnified Persons as defined in Section 9.1, against all expenses and liabilities that the Permissive Indemnified Person has reasonably incurred in connection with or arising out of any action or threatened action, suit, or proceeding, whether civil, criminal, administrative, or investigatory, in which the Permissive Indemnified Person may be involved, directly or indirectly, by reason of being or having been such a Permissive Indemnified Person. Such expenses and liabilities may include, and are not limited to, judgments, fines, penalties, court costs and attorney's fees, and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such

Permissive Indemnified Person shall be finally adjudged in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Association, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

9.3. Payment. Indemnification may include payment of reasonable expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Mandatory Indemnified Person or Permissive Indemnified Person to repay such payment if the Mandatory Indemnified Person or Permissive Indemnified Person shall be adjudicated to be not entitled to indemnification hereunder, which undertaking may be accepted regardless of the financial ability of the Mandatory Indemnified Person or Permissive Indemnified Person to make repayment.

9.4. Settlement or Compromise. In the event that a settlement or compromise of such action, suit, or proceeding is effected, indemnification may be had, but only if such settlement or compromise and such indemnification are approved as follows:

a) by a majority vote of a quorum consisting of disinterested Directors;

b) if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors;

c) if there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Association (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best

interests of the participants or beneficiaries of such employee benefit plan); or

d) by a court of competent jurisdiction.

9.5. Non-exclusivity and Offset. The right of indemnification under Article 9 of these Bylaws shall not be exclusive of other rights to which any Mandatory Indemnified Person or Permissive Indemnified Person may be entitled as a matter of law. The Association's obligation to provide indemnification under these Bylaws shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by the Association or any other person.

ARTICLE 10 REGULATIONS AND STANDING RULES

10.1. Adoption. The Board of Directors may, by vote of the Board, adopt, amend, and withdraw Regulations and Standing Rules, as set forth in Article 10 of these Bylaws, to supplement but not conflict with these Bylaws.

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 continue in effect until withdrawn by vote of the Board.

10.3. Standing Rules. Standing Rules shall include resolutions and policies adopted from time to time. Standing Rules that are not reaffirmed by the Board within 5 years of adoption, and every 5 years thereafter, shall automatically be rescinded.

ARTICLE 11 NOTICES AND OTHER COMMUNICATIONS

11.1 Unless otherwise required by law or provided in these Bylaws, written notice, waiver of notice, or other communications under these Bylaws may be given by any means of written communication, including, without limitation, U.S. postal or other delivery service, electronic mail, or facsimile transmission, and such notice shall be sufficient and deemed to have been

given if sent to the mail, electronic mail, or facsimile transmission address on file in the records of the Association.

ARTICLE 12 AMENDMENT OF BYLAWS

12.1. The Bylaws of the Association may be amended at any meeting of the Director Members by the affirmative vote of two-thirds of the Director Members present and voting at the meeting, provided that notice of the proposed amendment shall have been contained in the notice of the meeting or in a separate notice sent at least 10 days before the meeting.