Amended & Restated

BYLAWS

OF THE

Louisiana Life Safety & Security Association (LLSSA)

EFFECTIVE (10/23/2026)

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Article 1. NAME AND FORM

1.1 The name of this organization shall be the Louisiana Life Safety & Security Association, Inc. hereinafter referred to as the “LLSSA” or the "Association”.

1.2 The office of the Association shall be located in the state of Louisiana at such location as may be determined by the Board of Directors from time to time.

1.3 This is a non-profit organization organized and incorporated under the laws of the State of Louisiana and pursuant to the requirements of Section 501(c)(6) of the Internal Revenue Code.

Article 2. OBJECTIVES

2.1 The objectives of this Association are:

2.1.1 To promote mutual interests of companies engaged in all areas of the life safety and security industry.

2.1.2 To foster cordial relations among the members.

2.1.3 To stimulate more extensive use of life safety and security systems, equipment and related services;

2.1.4 To serve as a medium for exchange and dissemination to Members and the public of information applicable to the Industry;

2.1.5 To cooperate with others on matters affecting the business and common interests of the Members;

2.1.6 To promote the concept that Members be guided by a spirit of justice and honor in their business activities and that Members observe the Code of Ethics and Standards of Conduct and Antitrust Policy at all times.

2.1.7 To promote the programs and initiatives of the Association.

2.1.8 To conduct or engage in all lawful activities in furtherance of the foregoing objectives, or those incidental thereto.

Article 3. Affiliation

3.1 The Association may choose to affiliate with other like associations, or industry groups, as approved from time to time by the Board of Directors.

Article 4. Membership

Section 4.1 Categories

4.1.1 The Association shall have the following membership categories: Regular Member, Associate Member, Affiliate Member, Allied Member, Lifetime Member, Individual Member, Honorary Member, Public Safety Member, Related Industry Member.

4.1.2 Nothing in these bylaws shall prevent the Association from establishing other classes of membership.

Section 4.2 Qualifications

Subsection 4.2.1 General Qualifications

4.2.1.1 A Member may only join the Association in one membership category.

4.2.1.2 Each Member shall be a Member in Good Standing.

4.2.1.3 All Members must be willing and agree to conduct their business in accordance with the Code of Ethics and Standards of Conduct, these bylaws, the Antitrust Policy of the Association and all applicable federal laws and laws of the State of Louisiana.

4.2.1.4 The Board of Directors may deny membership and/or the renewal of membership to any individual or business entity whose membership could be harmful to the reputation, credibility, or financial health of the Association or could potentially undermine and/or conflict with the goals and/or programs of the association.

4.2.1.5 Any Member may be subject to disciplinary action, up to and including termination from membership, pursuant to a procedure that is fair and reasonable and is carried out in good faith, and in accordance with the policies that the Board of Directors may enact from time to time. Any written notice in connection therewith given by mail must be delivered by certified mail or first-class mail to the last address of the Member shown on the records of the Association.

4.2.1.6 Each Member shall have provided proof of licensing as required by their respective discipline where applicable.

Subsection 4.2.2 Regular Member

4.2.2.1 A Regular Member may be any business entity which meets the following requirements:
4.2.2.1.1 Provides installation, repair and/or monitoring of electronic life safety, security and/or integrated systems;

Subsection 4.2.3 Associate Member

4.2.3.1 An Associate Member may be any individual or business entity that is primarily engaged in the business of manufacturing, distributing, supplying, or selling products or services generally used by the Members.

Subsection 4.2.4 Affiliate Member

4.2.4.1 An Affiliate Member may be any business entity that provides design, installation, service and/or monitoring of electronic security systems for its own use and not to either the general public or to Members.

Subsection 4.2.5 Allied Member

4.2.5.1 An Allied Member may be any individual or organization that does not qualify as a Member under any other membership category, but has the ability to contribute significant value or expertise to the Industry.

Subsection 4.2.6 Lifetime Member

4.2.6.1 A Lifetime Member may be any person who has rendered meritorious service to the Association.

Subsection 4.2.7 Individual Member

4.2.7.1 An Individual Member may be an individual that is not currently employed by a company that fits the description of a Regular Member, Related Industry Member, Affiliate Member or Associate Member and does not have a product or service to offer to the Industry. Individual
Members shall fall into one of the following categories:
4.2.7.1.1 Public Safety Member: May be any individual who is a current employee of the police or fire department of any governmental organization.
4.2.7.1.2 Professional Member: May be any professional such as an architect, specifying engineer or consultant that does not otherwise qualify for membership under any other membership category, but has the capability of contributing significant value or expertise to the Industry.
4.2.7.1.3 Student Member: May be any individual enrolled in high school (must be 18 years of age), or in a community college, college or university, or trade school and actively pursuing a degree and able to provide valid documentation of enrollment.
4.2.7.1.4 Occupational Member: May be an individual who has already graduated high school, college or a technical school and/or who is interested in a career in the industry.
4.2.7.1.5 Technician Member: May be an individual who is licensed to perform services governed by state Life Safety and Property Protection Laws and Regulations and is employed by a licensed company.

Subsection 4.2.8 Honorary Member

4.2.8.1 Honorary Membership may be conferred on a person who has performed meritorious service to the Association or upon others who cannot fulfill the requirements of Regular or Associate Memberships.

Subsection 4.2.9 Related Industry Member

4.2.9.1 Related Industry Membership shall be open to any business entity engaged in providing to the public design, installation, or servicing of systems or devices that are related to the security or life safety industry.

Section 4.3 Membership Approval

Subsection 4.3.1 General

4.3.1.1 Upon receipt of a membership application, the Executive Director shall conduct an

investigation to determine if the applicant meets the necessary membership qualifications.

Subsection 4.3.2 Regular Member Approval

4.3.2.1 If the entity is found to be eligible for membership by the Executive Director, membership is effective upon receipt of the appropriate dues.

Subsection 4.3.3 Approval of Other Members

4.3.3.1 With respect to Associate Members, Affiliate Members, Allied Members, Lifetime Members, Individual Members, Honorary Members and Related Industry Members, upon completion of the investigation, the report will be referred to the Board of Directors for approval; provided, however, that Lifetime Members must be approved by seventy-five percent (75%) of the Board of Directors.

4.3.3.2 If the entity is approved by the Board of Directors, membership is effective upon receipt of the appropriate dues; provided, however, that Lifetime Members and Honorary are not required to pay dues.

Section 4.4 Rights of Membership

4.4.1 A Regular Member shall have the right to vote and shall be entitled to all other benefits of the Association.

4.4.1.1 A representative of a Regular Member shall have the right to hold elected office.

4.4.2 An Associate Member shall receive Association benefits as determined by the Board of Directors from time to time and may participate in committees, attend conventions and meetings of the Members, shall have the right to vote, but shall not have the right to hold elected office except as provided for in 4.4.2.1

4.4.2.1 There shall be one associate member elected to the Board of Directors with the title of Associate Board Member. An associate member may not hold any other office than that of Associate Board Member. The Associate Board Member shall have the right to vote on Board or Committee matters.

4.4.3 An Affiliate Member shall receive Association benefits as determined by the Board of Directors from time to time and may participate in committees, attend meetings of the Members, but shall not have the right to vote or the right to hold elected office

4.4.4 An Allied Member shall receive Association benefits as determined by the Board of Directors from time to time and may participate in committees, attend meetings of the Members, but shall not have the right to vote or the right to hold elected office.

4.4.5 A Lifetime Member shall be exempt from paying all dues and assessments, receive association publications, and may attend all meetings of the Members, shall have the right to vote, but shall not have the right to hold elected office.

4.4.6 An Individual Member shall receive Association benefits as determined by the Board of Directors from time to time and may participate in committees, attend meetings of the Members, but shall not have the right to vote or the right to hold elected office.

4.4.7 An Honorary Member shall be exempt from paying all dues and assessments, receive Association publications, and may attend all meetings of the Members, but shall not have the right to vote or the right to hold elected office.

4.4.8 A Related Industry Member shall receive Association benefits as determined by the Board of Directors from time to time and may participate in committees, attend meetings of the Members, shall have the right to vote, but shall not have the right to hold elected office except as provided for in 4.4.8.1.

4.4.8.1 There shall be one related industry member elected to the Board of Directors with the title of Related Industry Board Member. A related industry member may not hold any other office than that of Related Industry Board Member. The Related Industry Board Member shall have the right to vote on Board or Committee matters.

Section 4.5 Transfer of Membership

4.5.1 The memberships contained herein are not transferable.

Section 4.6 Dues and Other Obligations

4.6.1 Any change in the annual dues for Members shall be determined by a two-thirds (2/3) majority vote of the Board of Directors on or before October 1 of the prior year.

4.6.2 If at any time, the Board determines that the amount of annual dues previously set is insufficient either to meet the Association's obligations or objectives, or an additional

assessment is required to permit the taking of any actions necessary to further the Association's objectives, the Board shall give notice to the Members of a dues increase, or an additional assessment, provided that such dues increase or assessment is approved by a majority vote of the members.

4.6.3 Any Member who fails to pay any dues or other obligation to the Association, within ninety (90) days after a statement of such obligation has been delivered to such Member, shall have their membership terminated.

4.6.4 Upon receipt of any outstanding dues or other obligations, the Member shall be reinstated with full benefits in accordance with the policies that the Board of Directors may enact from time to time.

Section 4.7 Meetings

Subsection 4.7.1 Annual Meeting

4.7.1.1 An annual meeting of the Members shall be held once a year at a time and place to be determined by the Board of Directors for the purpose of transacting such business as may properly come before the Members.

4.7.1.2 The Secretary shall deliver written notice of the location, date and time of the annual meeting to all Members and to the members of the Board of Directors at least thirty (30) days but not more than sixty (60) days prior to the annual membership meeting.

Subsection 4.7.2 Special Meetings

4.7.2.1 A special meeting of the Members may be called at any time by (a) the President, (b) a majority of the Board of Directors, or (c) 10% of the Regular Members. The Secretary shall deliver written notice of the location, date, time and purpose of such meeting at least thirty (30) days but not more than sixty (60) days prior to such meeting.

Subsection 4.7.3 State and Regional Meetings

4.7.3.1 A state meeting of the general membership may be held at a time and place determined by the Board of Directors.

4.7.3.2 The Secretary shall deliver written notice of such meeting to the membership at least thirty (30) days but not more than ninety (90) days prior to the meeting.

4.7.3.3 A Regional meeting of the regional membership may be held at a time and place determined by the Regional Vice President.

4.7.3.4 The Regional Vice President shall deliver written notice of such meeting to the regional membership at least thirty (30) days but not more than ninety (90) days prior to the meeting.

Subsection 4.7.4 Quorum and Voting

4.7.4.1 Members in Good Standing who are entitled to vote and who are present at any properly called meeting of the Members shall constitute a quorum for purposes of such meeting.

4.7.4.2 Except as may otherwise be provided in these bylaws, all action taken shall be by majority vote of those present and voting.

4.7.4.3 Each Regular Member, Associate Member, Related Industry Member and Lifetime Member (collectively, the "Voting Members") shall be entitled to one (1) vote.

4.7.4.4 In order to vote on behalf of a Voting Member, an individual must be listed as the primary voting representative or the secondary voting representative of that Member. Any change in either of the individuals acting in such capacities must be made at least fifteen (15) days prior to the meeting. An individual cannot act as the voting representative (whether primary of secondary) for more than one Member at any given time.

4.7.4.5 For purposes of voting for new officers, the results of which election are to be announced at the annual state meeting, the Board of Directors may authorize the Secretary to deliver the issue to the voting membership for decision.

4.7.4.6 Whenever an issue arises which requires a membership vote, and in the judgment of the Board it is not expedient to call a special meeting of the members for the specific purpose, the Board may authorize the Secretary to deliver the issue to the voting membership for decision.

4.7.4.6.1 The representative of a Voting Member shall return the completed ballot as directed by the procedures which shall provide anonymity with respect to the vote of the

representative.
4.7.4.6.2 The procedures shall ensure that the identity of the representative is known and that each representative is eligible to vote and casts only one vote per Member;
4.7.4.7 Issues presented in this manner shall have the same force and effect as if the issued had been voted upon at a meeting of the Association.

Article 5. Board of Directors

Section 5.1 General

5.1.1 All powers vested by law in the Association shall be exercised by or under the authority of, and the business and affairs shall be managed under the direction of, the Board of Directors. The Board of Directors shall conduct business on behalf of the Members. Among other things, the Board of Directors shall approve the annual budget at a meeting of the Board of Directors within sixty (60) days of the end of the previous fiscal year.

Section 5.2 Composition

5.2.1 The Board of Directors shall consist of the Chairman of the Board, President, Regional Vice President for each designated region (one of which will be selected by the Board to serve as President-Elect), Secretary, Treasurer, Associate Board Member and Related Industry Board Member, each performing the usual duties of their office.
5.2.2 No individual shall hold more than one (1) director position at any one time
5.2.3 Except for the Associate Board Member and Related Industry Member, each Director must be an owner, officer, or Employee of a Regular Member who is a Member in Good Standing or an owner, officer or employee of a Regular Member granted a Lifetime Membership by the Board of Directors. The Associate and Related Industry Board Members shall be an owner, officer, or Employee of their respective Member category in Good Standing.
5.2.4 No more than two (2) Officers may be employed by the same Member at any one time.
5.2.5 The Executive Director shall be an Ex-Officio Member of the Board of Directors.
5.2.6 The Board of Directors may add or delete other Ex-Officio positions to or from the Board of Directors from time to time.

Section 5.3 Selection

Subsection 5.3.1 Officers

5.3.1.1 The President, Regional Vice Presidents, Secretary, Treasurer, Associate Board Member and Related Industry Board Member shall become members of the Board of Directors as a result of their election to their respective offices in accordance with the procedures for the nomination and election of Officers as set forth elsewhere in these bylaws.

Section 5.4 Board Meetings

Subsection 5.4.1 Board Meetings

5.4.1.1 Board meetings shall be held at least once per year at a time and place to be determined by the Board of Directors.
5.4.1.2 The Secretary shall deliver written notice of a board meeting to the members of the Board of Directors at least thirty (30) days but not more than sixty (60) days prior to such meeting.

Subsection 5.4.2 Special Board Meetings

5.4.2.1 A special meeting of the Board of Directors may be called by the President or at the written request of at least three (3) members of the Board of Directors, which request shall be delivered to the President, the Secretary or the Executive Director.
5.4.2.2 Any such special meeting requested by the members of the Board of Directors shall be held within fifteen (15) days of the receipt of such request.
5.4.2.3 The Secretary shall deliver written notice of any special meeting not less than twenty-four (24) hours prior to the start of such meeting.

Subsection 5.4.3 Quorum and Voting

5.4.3.1 A majority of the existing Members of the Board of Directors (excluding Ex Officio Members) shall constitute a quorum of the Board of Directors for purposes of this Section.

5.4.3.2 Except where otherwise provided in these bylaws, all action taken by the Board of Directors shall be by majority vote of those members of the Board of Directors voting at the meeting. A matter requiring a two-thirds (2/3) vote will require the approval of two thirds of the members of the Board of Directors voting on such matter.
5.4.3.3 Each member of the Board of Directors shall have one (1) vote on all matters.

Section 5.5 Meetings by Electronic Means

5.5.1 One or more persons may participate in a meeting of the Board of Directors or of any committee thereof by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear one another. Such participation shall constitute presence in person at the meeting.

Section 5.6 Action by Unanimous Written Consent

5.6.1 Any action required or permitted to be taken at a meeting of the members of the Board of Directors, or any committee meeting, may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto in writing setting forth the action so taken is signed by all of the members of the Board of Directors or of the committee, as the case may be, and is filed with the Secretary of the Association.

Article 6. Officers

Section 6.1 Types

6.1.1 The Officers of the Association shall consist of the Chairman of the Board, President, a Regional Vice President for each designated region, Secretary, Treasurer, Associate Board Member and Related Industry Board Member, each performing the usual duties of their office.
6.1.2 All elected officers and the Chairman of the Board, must be selected from members in good standing.

Section 6.2 Duties

Subsection 6.2.1 President

6.2.1.1 The President shall preside at all state meetings of the Members, any Board of Directors meetings in the absence of the Chairman, or any regional meeting in the absence of the Regional Vice President. Subject to the control of the Board of Directors and any committees thereof, the President shall:

(a) have general and active management of all the business, property and affairs of the Association;
(b) see that all orders and resolutions of the Board of Directors and the committees thereof are carried into effect;
(c) appoint and remove subordinate officers and agents, other than those appointed or elected by the Board of Directors, as the business of the Association may require;
(d) act as the duly authorized representative of the Board of Directors in all matters, except where the Board of Directors has formally designated some other person or group to act; and
(e) in general, perform all the usual duties incident to the office of President and such other duties as may be assigned to such person by the Board of Directors.

6.2.1.2 The President may appoint a parliamentarian to aid and assist in conducting meetings.
6.2.1.3 The President must be the primary voting representative or secondary voting representative of a Regular Member who is a Member in Good Standing.

6.2.1.4 The President shall have the authority to declare any meeting a “closed session” which would exclude all Members other than Voting Members and Ex Officio Members.
6.2.1.5 The President is authorized expenditures not exceeding $500.00. All expenditures exceeding $500.00 shall require Board approval.

Subsection 6.2.3 Regional Vice President

6.2.3.1 The Regional Vice President shall report to the President and the Board of Directors, promote all of the objectives of the Association and perform such duties as may be assigned to him or her by the President and/or the Board of Directors.

6.2.3.2 Each Regional Vice President shall represent the membership of their designated geographical region and act as liaison between their regional Members and the Board of Directors. The geographic area, boundaries, and number of regions shall be established from time to time by the Board of Directors.

6.2.3.3 The Regional Vice President shall preside over their respective regional meetings; be responsible to coordinate with the membership committee on all membership matters within their region; be responsible for ensuring that accurate minutes of the proceedings of the regional meeting are recorded, prepared and disseminated, be responsible for and ensure the proper disposition of all Association funds in their possession; have the authority to appoint a regional secretary, and act as liaison between the Board of Directors and the membership of their region.

6.2.3.4 One Regional Vice President will be selected by the Board of Directors to serve as the President-Elect.

6.2.3.5 The Vice President shall be the primary voting representative or secondary voting representative of a Regular Member who is a Member in Good Standing.

Subsection 6.2.4 Secretary

6.2.4.1 The Secretary shall be responsible for calling the roll at all meetings of the Association and for the preparation of accurate minutes of the proceedings at all membership meetings and at all board meetings.

6.2.4.2 The Secretary shall report to the President and the Board of Directors, promote all of the objectives of the Association and perform such duties as may be assigned to him or her by the President and/or the Board of Directors.

6.2.4.3 Responsible for notification and the agenda for all state meetings; receiving and verifying all write-in nominations and shall be responsible for receiving and tabulating all votes for the election of officers or any other issues requiring a ballot vote.

6.2.4.4 The Secretary shall be the primary voting representative or secondary voting representative of a Regular Member who is a Member in Good Standing.

Subsection 6.2.5 Treasurer

6.2.5.1 The Treasurer shall have general supervision of the fiscal affairs of the Association. The Treasurer shall, with the assistance of the President, the Executive Director and the staff of the Association:

(a) see that a full and accurate accounting of all financial transactions is made;

(b) invest and/or reinvest the capital funds of the Association in such manner as may be directed by the Board of Directors, unless such function shall have been delegated to a designee or agent;

(c) deposit or cause to be deposited in the name and to the credit of the Association, in such depositories as the Board of Directors shall designate, all monies and other valuable effects of the Association not otherwise employed;

(d) prepare such financial reports as may be requested from time to time by the Board of Directors;

(e) cooperate in the conduct of any investigation of the Association's financial records by certified public accountants duly appointed by the Board of Directors; and

(f) in general, perform all the usual duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the Board of Directors or the President.

6.2.5.2 The Treasurer shall report to the President and the Board of Directors, promote all of the objectives of the Association and perform such duties as may be assigned to him or her by the President and/or the Board of Directors.

6.2.5.3 The Treasurer shall ensure that expenditures are covered by the current approved Association budget.

6.2.5.4 In the event the Board of Directors appoints an Executive Director, Management

Company, or Administrative Assistant, then the Director, Management Company, or Administrative Assistant, may be assigned any duties of the office of Treasurer as may be determined by the Board of Directors.

6.2.5.5 It shall always be the responsibility of the Treasurer to report regularly as to the financial condition of the Association to the Board of Directors and at least annually to the membership.

Subsection 6.2.6 Chairman of the Board

6.2.6.1 The Immediate Past President exiting office shall automatically become the Chairman of the Board.

6.2.6.2 The Chairman of the Board shall preside at all meetings of the Board of Directors and any state meetings in the absence of the President.

Subsection 6.2.7 President Elect

6.2.7. One of the Regional Vice Presidents will be selected by the Board of Directors to serve as the President Elect whose duties will be defined by the Board of Directors from time to time.

Subsection 6.2.8 Associate Board Member

6.2.8.The Associate Board Member shall generally represent the interest of, and act as liaison between, the Associate Members and the Board of Directors, promote all objectives of the association, and shall perform such duties as assigned to them by the President and the Board of Directors to whom they shall report.

6.2.8.An Associate Board Member may serve as a committee chair or committee member.

6.2.8.3 An Associate Board Member shall have the right to vote on all Board matters, and, when serving on a committee, shall also have the right to vote on committee matters.

Subsection 6.2.9 Related Industry Board Member

6.2.9.The Related Industry Board Member shall generally represent the interest of, and act as liaison between the Related Industry Members and the Board of Directors, promote all objectives of the association and shall perform such duties as assigned to them by the President and Board of Directors to whom they shall report.

The Related Industry Board Member may serve as a committee chair or committee member.

6.2.9.3 The Related Industry Board Member shall have the right to vote on all Board matters, and, when serving on a committee, shall also have the right to vote on committee matters.

Section 6.3 Nomination and Election of Officers

Subsection 6.3.1 Election Committee

6.3.1.1 The President shall appoint an Election Committee.

6.3.1.2 The Election Committee shall obtain the prior consent of any person nominated.

6.3.1.3 The Election Committee will determine whether the potential nominees meet the requirements for each particular office.

6.3.1.4 The Election Committee may request that particular individuals submit their name for nomination to an open office.

6.3.1.5 The Election Committee shall nominate individuals to serve as officers of the Association.

6.3.1.6 Nominees for Regional Vice President shall only be selected from members in good standing located within the geographical boundaries of the respective regions.

6.3.1.7 Nominees for President shall have served on the Board of Directors for at least one (1) year prior to being elected President and be the primary voting representative or secondary voting representative of a Regular Member who is a Member in Good Standing.

6.3.1.8 Nominees for Treasurer shall have served on the Board of Directors for a period of at least one (1) year prior to being elected Treasurer, shall have experience in accounting, shall have the credit worthiness to have the associations credit card and other financial obligations bear their name as Treasurer, and shall be the primary voting representative or secondary voting representative of a Regular Member who is a Member in Good Standing or an owner, officer or employee of a Regular Member granted a Lifetime Membership by the Board of Directors.

6.3.1.9 Prior to an election, the Election Committee shall notify the Voting Members

of the qualified nominees it has selected in accordance with the election procedures approved by the Board of Directors.

Subsection 6.3.2 Other Nominations

6.3.2.1 Nominations for any open elected office may be made in writing by a Member in Good Standing, provided that: (a) there is a second to the nomination from another Member who is also a Member in Good Standing; and (b) five (5) additional Members who are also Members in Good Standing confirm in writing their support for the nomination.

6.3.2.2 Prior to submitting any such nomination, the potential nominee must have consented to the nomination.

6.3.2.3 Nominations must be submitted to the Elections Committee in accordance with election procedures approved by the Board of Directors.

6.3.2.4 Any potential nominee nominated pursuant to this subsection must meet all of the qualifications of the office for which he or she is being nominated.

Subsection 6.3.3 Elections

6.3.3.1 Elections of Officers shall be held annually by vote of the Voting Members of the Association, under the procedures provided for under these bylaws.

6.3.3.2 In each contested election, the winner shall be the nominee who receives the most votes. A majority of the votes cast shall be sufficient to elect a nominee. In any uncontested election, the nominee may be elected by acclamation.

6.3.3.3 The results of the election will be announced at the annual meeting of the Association.

6.3.3.4 All officers, except the President, shall serve for a term of (1) one year. The President may serve a term of (2) two years.

6.3.3.5 All officers shall assume office immediately following the annual membership meeting in the year in which they were elected and shall hold office for a period specified in these bylaws.

Section 6.4 Vacancies

6.4.1 In the event of a vacancy occurring in the office of President, the Chairman of the Board shall become Acting President and shall assume all the duties and authorities of the vacant office until such office shall be filled for the remainder of the term through election by the remaining members of the Board of Directors.

6.4.2 Vacancies occurring in the office of the Vice President, Secretary, or Treasurer shall likewise be filled for the remainder of the term by election of the Board of Directors.

6.4.3 If, for any reason, the Immediate Past President cannot serve or continue to serve as Chairman, the office shall be filled through election by the remaining members of the Board of Directors.

6.4.4 In the event a Vacancy occurs in the office of Associate Board Member or Related Industry Board Member, a special election shall be held under the supervision of the Election Committee to fill the Vacancy**.**

Article 7. Committees

7.1 The President shall recommend to the Board of Directors, and the Board of Directors shall establish, such committees as are necessary to achieve the objectives of the Association.

7.2 The President shall appoint the chairperson and members of each committee from members in good standing.

7.3 Committees may be abolished by action of the Board of Directors.

7.4 Unless the Board of Directors provides otherwise by resolution, each committee shall conduct its business and take action in the same manner as the Board of Directors conducts its business pursuant to the Articles of Incorporation and these bylaws.

7.5 Committees shall report to the Board of Directors and to the Members, if so directed, by the submission of the minutes of their meetings and by such other means as are desirable or appropriate.

7.6 A member of a committee shall have the right to vote on all committee matters.

7.7 Committee Chairpersons are authorized expenditures within the approved budget for each committee. All other expenditures shall require approval by the Board of Directors.

Article 8. Executive Director

8.1 The Board of Directors may hire an individual or a management company to serve as Executive Director of the Association. The Executive Director shall carry out the policies set by the Board of Directors and manage the day to day affairs of the Association as directed by the Board of Directors.

Article 9. Limitations

9.1 None of the Association Members, Officers, committees, or the Executive Director shall take any action, incur any obligations or announce any policy in the name of the Association unless the action or obligation or policy shall have first been authorized by the Board of Directors.

9.2 Neither the Association nor membership therein shall be used for the promotion of individual interests. No Director or Officer shall use his or her office or title on his or her personal business stationery. Members in Good Standing may designate their membership by using the name and logo of the Association on their letterhead, advertising, business cards, website, or other similar materials. The use of the Association's name or logo by non-members is strictly prohibited, and Members must not promote or foster the use of the Association's name or logo by non-members.

Article 10. Indemnification

10.1 The Association shall indemnify any and all of its Directors, Officers, Committee Members, and Employees or former Directors, Officers, Committee Members, or any person who may have served at its request, from any suit or proceeding, by reason of the fact that he or she was or is a Director, Officer, Committee Member, Employee or Agent of the Association or is or was serving at the request of the Association as Director, Officer, Committee Member, against expenses (including attorney's fees),
Judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, if said person acted in good faith, in a manner he or she believed to be in the best interest of the Association and had no reason to believe his or her conduct was unlawful.

10.2 Provided, however, no indemnification shall be made in respect to any suit, or proceedings, as to which such Director, Officer, Committee Member, or Employee shall be judged to have
committed an act including wanton or willful misconduct in the performance of his or her duty.

10.3 Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any agreement, vote of members of the Association, or otherwise.

10.4 The Association may purchase and maintain insurance on behalf of any person who is or was an Indemnified Person, or is or was serving at the request of the Association.

Article 11. Amendments

11.1 The bylaws may be amended in accordance with Section 4.7 of these bylaws.

11.2 Before any amendment is adopted, it shall receive a favorable vote of two-thirds (2/3rd) or more of the votes cast.

11.3 A Member in Good Standing may propose an amendment to the bylaws for the consideration of the membership by submitting in writing, to the Executive Director, the exact language of the proposed amendment. If the amendment is submitted at least forty-five (45) days prior to the next membership meeting, it will be submitted to the membership for vote at that time. Amendments submitted at other times will be held until the next scheduled or special membership meeting.

Article 12. Dissolution

12.1 In the event of dissolution of the Association and after payment of all debts and other obligations, the assets of this Association shall be dedicated or transferred only in accordance with objectives set forth in Article 2 of these bylaws as a majority of the Board of Directors shall decide.

Article 13. Miscellaneous

13.1 The fiscal year of the Association shall begin on the first day of January in each year.

13.2 If there shall be any conflict between the provisions of the Articles of Incorporation and these bylaws, the provisions of the Articles of Incorporation shall govern.
13.3 All meetings of the Association shall be conducted in accordance with Robert's Rules of Order.

Article 14. Definitions

For purposes of these Bylaws, the following terms shall mean the following:

"Affiliate Member" means any entity as described in Subsection 4.2.4 hereof.

"Allied Member" means any entity as described in Subsection 4.2.5 hereof.

"Antitrust Policy" means the Association's General Rules of Antitrust Compliance, as such may be amended from time-to-time by the Board of Directors.

"Articles of Incorporation" means the Articles of Incorporation of the Association on file with the Louisiana Secretary of State's office, as such may be amended from time-to-time.

"Associate Member" means any entity as described in Subsection 4.2.3 hereof.

"Association" means the *Louisiana Life Safety & Security Association, Inc. (LLSSA)*, a Louisiana not-for-profit corporation.

“Board” means Board of Directors.

"Board of Directors" means the Board of Directors of the Association.

"Code of Ethics" means the Code of Ethics and Standards of Conduct of the Association, as such may be amended from time-to-time by the Board of Directors.

“Deliver/Delivered” means transferred or presented to someone in person; deposited in the United States mail addressed to the person at his, her, or its address as it appears on the records of the Association; posted at such place and in such manner or otherwise transmitted to the person’s premise; or transmitted by electronic means to the email address, facsimile number, or other contact information appearing on the records of the Association.

"Director" means any of the directors of the Association, including the Officers.

"Election Committee" means the Election Committee of the Board of Directors.

“Employee” means a full-time employee of a Member. An individual will be deemed to be a full-time employee, provided that the individual works a minimum of 32 hours a week for such Member or during any applicable severance period or if the individual has been employed by such Member during the previous thirty (30) days.

"Ex Officio Members" means any individual designated as such by the Board of Directors or these bylaws but who shall have no vote in this capacity.

"Executive Director" means the person hired to run the day-to-day affairs of the Association.

"Immediate Past President” means that person who has most recently served as President of the Association.

“Including” means including without limitation.

“Individual Member” means any individual as described in Subsection 4.2.7 hereof.

“Indemnified Persons” has the meaning set forth in Subsection 10.1 hereof.

“Life Safety and Security Industry” means those companies, or individuals, providing goods or services generally accepted as related to such systems, or devices, as defined by the National Fire Protection Association (NFPA) and/or defined and regulated by federal or state law.

"Industry" means those involved in providing life safety, security and integrated systems, equipment and services.

"Lifetime Member" means any individual as described in Subsection 4.2.6 hereof.

"Member" means any Regular Member, Associate Member, Related Industry Member Affiliate Member, Lifetime Member, Individual Member or Allied Member.

"Member in Good Standing" means a Member that has no past due financial obligations to the Association, and is in compliance with the Antitrust Policy, these bylaws and the Code of Ethics.

"Officer(s)" means any of the elected officers of the Association, including the President, Vice Presidents, the Secretary, the Treasurer, the Associate Board Member and Related Industry Board Member.

"Regular Member" means any entity as described in Subsection 4.2.2 hereof.

“Vacancy” means an open position on the Board of Directors or with respect to one of the Officer positions as a result of death, resignation or removal; provided however, that if someone is unavailable to attend a meeting, such unavailability does not constitute a Vacancy with respect to that position.

"Voting Members" has the meaning set forth in Subsection 4.7.4.3 hereof.

Revisions Noted:
10/23/2026 – 5.2.3 and 6.3.1.8 by Member Vote