

# NORTHWEST LOCKSMITHS ASSOCIATION INC.

## Bylaws

As of April 2015

### Article I. DEFINITIONS

This Washington State non-profit organization will be known as the Northwest Locksmiths Association, Incorporated (NWLA). Its motto will be "For the Betterment of the Profession." The slogan will be: "A (NWLA logo) locksmith is the key to your security." The adopted logo, (See Cover of this document) will be authorized for display and use by members-in-good-standing only. The Board of Directors shall judge the appropriate use of the name and logo.

**Board of Directors:** For the purpose of this document and the Association, Board of Directors shall be defined as all elected officers as a group.

**Censure:** Censure shall be defined as a judgment or resolution condemning a person for misconduct; an official letter or action expressing disapproval.

**Flagrant:** Flagrant shall be defined as conspicuously bad and/or offensive.

**Pacific Northwest Region:** The Pacific Northwest Region will be defined as that area encompassing the State of Washington, Western Idaho, Montana and Alaska. Other areas within the manageable service area of the NWLA, as concluded by the Board of Directors may be included.

**Professional Locksmith:** A person, by virtue of experience or training who engages in several facets of the locksmith trade that include, but not limited to, supplying, repairing and installing locks, keys and related products of the security industry.

**Specialized Locksmith:** A Locksmith who has chosen to limit their field of service to two or fewer facets of the locksmith industry. E.g. Including but not limited to Safe, Safe Deposit technology Automotive technology, Residential, Commercial, Institutional Security, Access Control and Alarms.

### ARTICLE II. PREAMBLE

The intended purpose of the Northwest Locksmiths Association, Inc. a Washington state non-profit organization is to establish a unified standard of excellence among professional locksmiths of the Pacific Northwest Region. Members of the public should be the primary benefactors of such goals by implementation of these standards.

### ARTICLE III. OBJECTIVES

It shall be the primary objective of the Association to provide the Pacific Northwest Region with reputable, well trained locksmiths. Through educational instruction, the association will make an effort to serve both the novice and the experienced participants. A library of educational resources will be maintained and made available to all qualified persons. So that its members will realize the maximum benefit of their training and membership, an ongoing program of public relations and public awareness will exist. So that its members may be informed as to the events and happenings of the organization and industry, good faith attempts will be made to provide a monthly news publication, published under the name of the Northwest Locksmiths Association Keyhole Press.

## ARTICLE IV. GOVERNANCE

Roberts Rules of Order Revised shall govern the proceedings of the Northwest Locksmith, Inc. unless otherwise specified in these bylaws.

## ARTICLE V. CODE OF ETHICS

### CODE OF ETHICS

As a member of the **NorthWest Locksmith Association**, I shall endeavor to:

- **Recognize** an obligation of my profession to safeguard the health and welfare of humanity.
- **Assume** my responsibility of promoting harmony and goodwill among my associates, fellow members and the industry as a whole.
- **Strive** to understand the principles of sound business and to practice honesty and sincerity at all times.
- **Conduct** myself in a dignified manor; to avoid using any improper or questionable methods of soliciting professional work.
- **Decline** payment or **to** accept remuneration for work that is inferior, substandard or incomplete.
- **Perform** my duties in accordance with the highest moral principles; and observing the precepts of truth, accuracy and prudence, without allowing personal feelings, prejudices, animosities or friendships to influence my judgment.
- **Deal** fairly with my associates and avoid discrediting others in my profession.
- **Recognize** the necessity of knowledge and devote a part of my time to educational study to keep abreast of the industry and the profession.

## **ARTICLE VI. MEMBERSHIP**

### **Classifications**

#### **Certified Member**

A professional locksmith who has met the requirements of the Association Application and has satisfactorily passed the NWLA Certification test. They shall enjoy all of the benefits of the Association, including the right to vote or hold any position on the board.

#### **NWLA Member**

A professional locksmith who has successfully passed a background check and met the requirements of the Association Application except for having taken and passed the NWLA Certification test. They will enjoy all of the benefits of the Association excluding the right to hold an elected position as President, Vice President and/or Treasurer.

#### **Life Member**

A professional locksmith who has served the Association in an exemplary manner. A person who has withdrawn from the regular practice of locksmithing for some legitimate reason, as concluded by the Board of Directors. Their name shall be put in nomination at the next membership meeting and the nominations announced in the next publication of the Keyhole Press.

- Upon positive, majority vote of the Board of Directors, and exclusive of any written grievances, the member shall be seated in Life status at the membership meeting following the meeting of nomination and membership approval.
- They shall be excluded from paying dues.
- They shall not be exempt from the section of these bylaws dealing with censure, suspension and removal.
- If a Life Member should no longer meet the guideline for Life Member, he/she will lose their Life Membership status and be returned to active status requiring the payment of current dues within 60 days in order to retain membership without requiring submission of a new application.

#### **NWLA Associate Member**

A firm whose function is the manufacture or distribution of material, equipment or services to the locksmith, security, and safety industry. In recognition of their membership, each firm will receive a monthly listing in the Keyhole Press, in accordance with the level of entry of their choosing.

#### **NWLA Honorary Member**

The Association, at the bidding of the President, will recognize with honor those persons who have made contributions of significant value to the locksmith industry. The award will bestow honorary membership, but will grant no privileges. The Honorary member shall be exempt from membership dues.

#### **NWLA Inactive Member**

Shall be defined as former active members who have temporarily been forced to withdraw from active locksmithing due to no fault of their own.

- The Board will award such person such status upon request and approval, which will allow the member to receive the Keyhole Press for a period of one year, at which time the status of the member will be reviewed by the Board.
- The member will be free to re-instate membership without penalty by paying current dues.
- Membership privileges will be suspended for the duration of the inactive period.

## **Regulation Transfer**

NWLA membership will be deemed as a personal, individual matter and may be obtained only through personal application and payment of dues.

- Employees of a member owned business will not, by virtue of employment, enjoy benefits of membership.
- Membership will not be transferable.

## **Privacy**

The membership roster and mailing list of the Northwest Locksmiths Association, Inc. may not be used for commercial purposes.

- The roster and mailing list shall not be sold or distributed to any firm or organization without expressed, written permission of the Board of Directors. Permission will constitute a single one-time use only and must be preauthorized with a signed written contract outlining the limitations of usage.
- The privacy of individuals will be protected at all times. Good faith efforts shall be made to apprise the membership of any proposed dissemination of information.

## **Censure, Suspension, and Removal**

All officers and directors will be subject to Censure, Suspension, and Removal, for violation of the by-laws and or the code of ethics.

- It will be within the power of the President to censure any member for a flagrant (remarkably bad) act. Censure may take the form of verbal or written redress. Any repetition of the offense will result in the automatic suspension of the member for a period of not less than one (1) year. The Board shall review automatic suspensions imposed by the President at their next scheduled meeting and shall affirm or rescind the suspension at that time.
- In the absence of any further incident and assuming compliance with all other rules of the association and current dues are paid, reinstatement will occur automatically.
- The member will have a right to the grievance process.
- Violation of the Code of Ethics, the Charter or the By-Laws may result in removal or suspension from the Association as determined by a ( $\frac{3}{4}$ ) three fourths vote of the board of directors.
- The Board of Directors will set the period of any suspension not otherwise listed in these By-Laws.
- A suspended or removed member shall not be allowed to attend NWLA meetings or functions unless given permission by the Board.

## **Leave of Absence**

A person wishing to put their membership on hold due to military orders with a provision of automatic reinstatement after their return from active Military duty may do so in writing to the membership chairperson.

- Reinstatement is automatic, with dues starting again in the following years dues time frame.

## **By Forfeiture**

Any member failing to submit dues within the allowed period forfeits their membership.

- The membership chairperson will notify the member in writing at least ten (10) days before the deadline.

## **Reinstatement**

Any member who has forfeited membership may be reinstated only by process of re-application for membership accompanied by the application fee and a new back ground check.

- After an application is successfully acted upon, the former member will be reinstated to the status previously held.

## **ARTICLE VII. APPLICATION**

### **Procedure**

Application for membership will be forwarded to the chairperson of the membership committee, which will be responsible for processing. Upon receipt of the application, the chairperson will record the date of receipt and forward the applicant's name and affiliation( and NWLA sponsor, if applicable) to the editor of the Keyhole Press and Association Secretary. The chairperson shall perform a criminal background check and report to the Board of Directors if anything in the negative is returned from the background check.

- The applicant's name must then be published in the next publication and read at the next meeting. Notification of the application must be made at the next membership meeting. The exceptions being the July and December Meetings which typically have no business conducted in them.
- Members opposing the applicant must make his or her feelings known in writing to the chairperson of the membership committee before any subsequent membership meeting.
- The chairperson will inform the Board of Directors of the committee's recommendations at the next regular Board meeting and before the next regular membership meeting there after.
- Notification may be made in person or by written correspondence.
- The chairperson will then inform the applicant in writing of the Board's decision.
- If the Board has decided in the affirmative, the chairperson will extend a written invitation to attend the next membership meeting.

### **Application Fees**

The Board of Directors shall set the application fee for the Association.

- The application fee may be changed at any time.
- The application fee must reflect the reasonable cost of processing the application.

### **Dues & Delinquency**

The Board of directors shall set dues for the Association.

- Any changes in assessment may only be implemented when dues are scheduled.
- All members shall remit dues no later than March 1st of the year for which they are paid.
- The membership committee, with the permission of the Board of Directors, may offer incentives for early payment of dues
- Dues will be prorated for those members accepted after March 31st.
- Any discounting of dues as an incentive for joining the Association shall have the prior approval of the Board of Directors.
- Such approval will appear in the Secretary's minutes prior to implementation.

## **ARTICLE VIII. MEETINGS**

### **Membership meeting**

Membership meetings shall be held on the third Tuesday of the month with the exception of July for the annual membership picnic (Don Spenard Sr. Memorial Picnic), the December meeting for the annual Christmas Party (which will be announced in the Keyhole Press at least 3 months prior to the 2 events), and on special days as determined and set by the board.

- Locations should vary each month to promote meetings around the region and will be published in the “Keyhole Press”.
  
- The suggested agenda is:
  - a. Tips & Tricks
  - b. President’s report
  - c. Reading of the minutes
  - d. Treasurer’s report
  - e. Installation of new members
  - f. Report of committees
  - g. Old Business
  - h. New Business
  - i. Good of the Association
  - j. Adjourn

### **Annual Meeting**

The annual meeting will take place in September of each year and will replace the regular membership meeting.

- All voting members will be notified by notice in the “Keyhole Press” of the previous month (August).
- In the event the “Keyhole Press” is not published in time to provide proper notification, all voting members will be notified by some other means.
- The normal agenda will be set aside to make way for the:
  - Election of officers
  - Presentation of awards

### **Executive Session**

The President may declare a meeting in executive session if discussion is to center around the personal matter of property, an individual or group. The President shall inform the members present when the meeting shall resume.

- No official voting will take place in executive session.
- All NWLA meetings are open to all members, with the exception of executive sessions.

## **ARTICLE IX. VOTING**

### **Voting Quorum**

For the purpose of voting and carrying on routine Association Business at a general membership meeting, a quorum shall be considered present if:

- A quorum of four (4) members of the Board of Directors is present and-
- There are at least 12 voting members present including the board members and properly submitted ballots when ballots are required.

## **Routine business**

Routine business may be passed upon a show of hands or voice vote and a simple majority constitutes approval. All other votes shall require a written ballot (ballot may be hand written if necessary).

## **Nominations**

The Board of Directors shall appoint a Nominations Committee of three (3) certified members in addition to Director #3 to present a slate of candidates for the Office(s) that are up for election by the June meeting. The committee shall present their slate of members for each office before nominations are called for from the floor. Nominations may be accepted from the floor up to the August meeting.

## **Voting**

Matters affecting Association government, officers, or policy must be preceded by at least fifteen (15) days notification of voting members.

- In such matters, members will be apprised of the issue and provided an official NWLA ballot on which to express their wishes.
- A quorum for such matters will be deemed to exist if a quorum of the Board of Directors is present and a fair representation of non-director body of the NWLA are present and/or represented by proxy and/or mail in ballot. For the purpose of this item, a fair representation shall be a minimum of 1 more than 50% of the average attendance of none board members that attended the previous 3 general meetings as based on meeting attendance counts.
- Those voting members not able to attend the election meeting may submit their ballot by U. S. Mail, or by proxy vote to a board member, in lieu of their presence. Mail ballots must reach the secretary before the scheduled voting meeting to be counted.
- In an election where two (2) or more candidates are competing for the same position on the board, the candidate that receives the most votes shall be elected.
- Each voting member will be provided with one (1) official ballot.

## **Voting Board Members**

Only elected officers of the NWLA shall be voting members of the NWLA Board of Directors at NWLA Board Meetings. Those positions are the President, Vice President, Secretary, Treasurer, and three (3) Directors. In matters of governance each elected officer shall have one vote.

- No individual shall occupy more than one elected position at a time.

## **NWLA Ballot**

Every member will get an official NWLA ballot by U. S. Mail, or it may be made available in the "MEMBERS ONLY" section of the NWLA Web site, at least 30 days in advance of any balloted election. Each official NWLA ballot cast will bear the name, address, and NWLA membership number of the member in an area separate from the voting section and removed from the ballot prior to vote tallying. If any of the above information is missing or incomplete, the ballot shall be invalid. If the official NWLA ballot is lost or mutilated or otherwise rendered unusable, the member may request a replacement ballot from the secretary. The mutilated ballot must be surrendered to the secretary upon receipt of the new ballot.

## **Voting by Proxy**

Any member may assign his/her vote to a member of the Board.

- The assignment must be in writing and signed by the member.
- Only items specifically indicated in the proxy statement will qualify for a proxy vote.
- In confidential elections the person assigning the proxy vote need not be publically identified, but the written proxy must contain the name and notarized signature of the person who gave the proxy.
- The person casting the vote must declare the proxy votes to the secretary and the President must verify the vote.
- The board member casting the proxy vote will fill out a proxy vote form and present it to the secretary.

## **Article X. OFFICERS & DIRECTORS**

### **President**

The President will be the principal executive officer of the NWLA.

- It will be the duties of the President to represent the Association in public and to oversee the business affairs of the Association at meetings and functions.
- The president in conjunction with the Treasurer shall have final approval of all contracts and matters affecting the financial status of the association.

### **Vice President**

The Vice President at the request of or in the absence of the President will assume the duties and responsibilities of the President. His/her authority shall be the same when acting in his/her stead.

- Unless the President is in some way incapacitated, and therefore unable to perform the appropriate role, the Vice President will act at the bidding of the President and will not usurp any power of the President.
- The Vice President shall be the Chairperson of the Elections Committee.

### **Secretary**

The Secretary will be responsible for the written accounts of Official Association business.

- In the event the secretary is unable to perform his/her duties, a substitute will be appointed by the presiding officer.
- All recorded documents will be kept in the possession of the secretary during tenure.
- Upon exiting office, the secretary will forward all records to their successor.

### **Treasurer**

The treasurer will be assigned to oversee the financial matters of the association. Among his/her duties, he/she will be responsible for:

- Collection of funds.
- Disbursal of funds, approve all contracts for committees or conventions in conjunction with the President.
- Reconciliation of funds.
- Financial Statements.
- Investments.
- Yearly Audits.
- Report to the Internal Revenue, State, or local authority for which the Corporation is accountable.



## **Director**

A person in conjunction with other officers of the Association who is a primary policy maker and custodian of official Association business.

- The Director positions shall be numbered 1, 2 and 3 and shall be rotational in order of their election cycle beginning.
- Each directors position shall be assigned as Chair of a committee as follows:
  - Director 1 – Membership
  - Director 2 – Associate Membership
  - Director 3 – Nominations / Finance
- Director #3 shall cause the books of the association to be audited annually and report his/her findings to the members at the next regular membership meeting.

## **Library/Archivist**

Shall be a member volunteer/appointee who is responsible for the cataloging and safe keeping of the Library and Archival possessions and records of the association.

- It will be the duties of the librarian/archivist to dispense, track, and retrieve the Library and Archival possessions of the association.
- The association will provide, without cost to the librarian/archivist, a convenient haven of appropriate size in which to store association possessions.
- The librarian/archivist will attend Board meetings to report on the condition and status of the library/archives.
- The librarian/archivist shall have all the rights and privileges of a board member with the exception of voting.

## **Qualifications**

The Librarian/Archivist (who shall be appointed at the will of the Board of Directors), the Secretary and the three (3) Directors will be members of the association with at least two (2) consecutive years in the association. The President, Vice President and Treasurer will be certified members of the association with at least two (2) consecutive years in the association.

## **Tenure**

All terms of officers will be two (2) years with the exception of Directors, which will be three (3) years. Each of the Directors will be designated by position numbers 1, 2 and 3, and will be elected in such a way as to have one third (1/3) elected in a given year.

## **Resignation**

Any officer, except the President, wishing to resign their duties before expiration of the present term, should do so in writing to the President. The President will submit any resignation to the Vice President.

- Unless designated otherwise by the resignatee, the Board of Directors will hold the content of the resignation in confidence.
- The Board of Directors must act upon any letter of resignation within sixty days of the written date of receipt on said letter.

## **Implied Resignation**

Any officer unwilling or unable to perform and or fulfill duties and responsibilities of their office shall be removed from their position under Implied Resignation and an interim officer shall be appointed by the remaining board members to hold the position until the next scheduled election where the position will be voted on for the completion of term. Situations identified as cause for Implied Resignation are listed as but not limited to:

- Three (3) consecutive unexcused absences from scheduled meetings or functions.
- Three (3) unexcused absences from scheduled meetings or functions in a 4 month period.
- Six (6) absences, excused or otherwise within an 8 month period

## **Article XI. COMMITTEES**

The President will serve as a member of all committees, except the nominations committee.

- In addition to standing committees, the President will be free to assign special committees for tasks suitable to benefit the association.
- The number of committees will be at the discretion of the President.
- The Board of Directors shall approve funding for committees.
- The Board of Directors shall approve subcommittees.
- Committees shall have a chairperson whose duty it will be
  - To preside at meetings.
  - To keep the President, Board and membership apprised of committee activities.

## **Standing Committees**

### **Education**

A program of instruction will be planned each year and will include:

- Basic instruction for the novice/apprentice
- Advanced instruction for certified members
- Updated information as it becomes available
- An informational/instructional segment for non-dinner meetings.

### **Certification**

A program of testing, evaluating and presenting certification to locksmiths.

- Testing of locksmiths both members and nonmembers
- Printing certificates for and presenting them to all successful testers.
- Ordering plaques and presenting them to successful member testers.

### **Finance**

The Finance Committee Shall be chaired by Director #3 and will be responsible for presenting a proposed budget in January of each year

1. In accordance with the annual budget, the finance committee will recommend disbursement of all allocated funds.
2. In case of emergency, funds may be dispersed by authority of the President and Treasurer.
3. In such case, the complete Board will be apprised as soon as possible.
4. The Finance Committee Chair shall call for the audit of the Association financial records annually by any means that meets governmental requirements within the first quarter of the year.

## **Grievance**

This committee will act as the screening/sounding board for written complaints submitted to the association. The committee will entertain only written grievances pertaining to the NWLA and its members.

- The chairperson of this committee will present all grievances to the board in person or by U. S. Mail along with suggestions for resolutions.
- The board will be at liberty to approve, augment, amend, or reject suggestions received by the committee.
- If rejected, it will become the responsibility of the board to direct the committee in its resolution.

## **Membership**

Director #1 will be the chairperson for the membership committee and will be responsible for accepting and processing applications and all procedures will be in accordance with these bylaws.

- The membership committee shall be responsible for the format of the membership application form, which must be approved by the board of directors. The board of directors must approve changes in format of the membership application.

## **Public Relations**

The Public Relations committee will be responsible for disseminating positive information about the association and the industry. The public will be the main focus of these efforts, but will not exclude institutions and organizations.

## **Publications**

The Publication Chair shall be called the “Editor” and the Editor shall be responsible to publish and distribute a monthly newsletter.

- A publication officially known as the “Northwest Locksmiths Association Keyhole Press “ will be printed and mailed to each member by the fifth day of each month.
- The editor will be responsible for each issue’s content.
- All efforts will be made to avoid printing material that will cause friction or strife among members within the association.
- Minimum contents of the publication will be:
  - Minutes of the previous membership meeting
  - Summary of the last board meeting
  - Calendar of events, including the date, time and place of the next membership meeting.
  - Meeting notification should include a subject of programs being presented wherever possible.
  - Advertising of Associate members and a listing of Associate members.
  - Supplemental contents will strive to inform and educate the membership in an unbiased neutral approach.
- In the event a formal publication cannot be produced it will be the duty of the President to delegate the production of a type written news sheet that includes a calendar of events and minutes of the last membership meeting as described above.

## **Control**

All committees shall fall in the jurisdiction of the board of directors. The board has ultimate jurisdiction over all committees and the membership thereof.

## **ARTICLE XII. CHAPTERS**

No provision is made for the creation of subsidiaries, or chapters of this association.

### **ARTICLE XIII. FISCAL YEAR**

The fiscal year will run from January 1 through December 31.

### **ARTICLE XIV. DISSOLUTION**

The association funds will be disbursed only in a manner to accomplish the objectives and purposes specified in the bylaws.

- No funds will be disbursed among members.
- Upon dissolution, any funds remaining after the satisfaction of association obligations will be donated to one or more organizations with like goals of the NWLA.
- Any recipient must meet the 501.C.7 corporation requirements as designated by the United States Tax Code.
- The board will have the authority to choose the recipient.

### **ARTICLE XV. INTERPRETATION**

All questions of interpretation of these bylaws will be decided by a majority vote of the Board of directors.

### **ARTICLE XVI. AMENDMENTS**

Proposed amendments of the official bylaws will be forwarded to the chairman of the bylaws committee for evaluation.

- This presentation may be done in person or mailed to the President for presentation to the board at a regularly scheduled meeting of the board.
- The chairman of the committee shall then present the amendment(s) to the board along with their assessment and recommendations.
- The proposed amendment(s) shall then be presented to the membership at three consecutive membership meetings.
- It will also be published in three consecutive issues of the Keyhole Press as a minimum.
- After the specifications have been met, the amendment(s) shall be presented to the membership for vote.
- Voting will take place in a regular scheduled membership meeting and *shall* be done by secret ballot on official NWLA ballots.
- Mail-in ballots must be received before the date of the meeting and shall be counted.
- An affirmative vote of three-fourths (3/4) if the members ballots cast shall validate the amendment(s).
- An amendment may redefine, change or replace any given portion of these bylaws.

## **Revisions**

Should these bylaws become outdated and be deemed no longer adequate for the purpose of the association, any qualified member may suggest, in writing that the bylaws be revised.

- Provisions for revision will follow the same format as that defined for amendment, except that the proposed final version shall only be published once in the Keyhole Press.
- Adequate time will be provided for comment.
- The comment period for each published segment will be (30) thirty days.
- Revision is defined as a complete rewriting of the document.
- Upon approval of the revision, the bylaws chairperson will oversee the progress of the revision.
- The chairperson may act alone or in concert with appointed delegates.
- Revision and approval shall not exceed two calendar years from inception.

## **ARTICLE XVII. INDEMNIFICATION**

The association may, by resolution of the board of directors, provide for indemnification of any person made party to an action by reason of the fact that he/she is or was a director or officer of the corporation against amounts paid in settlement and reasonable expenses actually and necessarily incurred in connection with the defense or settlement of any action or appeal thereof.

- This provided the director or officer acted on good faith for a purpose that was believed to be in the vest interest of the corporation.
- No indemnification will be made in relation to matters settled or otherwise disposed of in which the person if adjudged to be liable to the corporation.
- Such indemnification shall not be deemed exclusive of any other rights to which corporate personnel other than directors and officers may be entitled.