

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**FLORIDA ASSOCIATION OF SECURITY COMPANIES, INC.**  
**(“FASCO”)**

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**ARTICLE I. NAME**

The name of this Corporation shall be the Florida Association of Security Companies, Inc., (“FASCO”) a non-profit corporation duly incorporated in the State of Florida.

**ARTICLE II. LOCATION**

FASCO’s principal address shall be located at 13777 Belcher Road, South, Largo, Florida 33771, however FASCO may establish such other offices or locations as the Board of Directors (the “Board”) may designate or as the business of FASCO may require from time to time.

**ARTICLE III. OBJECTIVES**

The objectives of FASCO shall include but are not limited to the following:

- (1) To enhance professionalism within the industry.
- (2) To promote public safety.
- (3) To serve as a responsible and well-informed voice representing the security industry in the political and legislative arenas.
- (4) To encourage responsible managerial practices among members.
- (5) To provide networking opportunities between members and other industry organizations.
- (6) To provide our membership with up to date industry news and information which impacts our business.

- (7) To help ensure the long term growth and viability of the security industry.
- (8) To provide opinions about industry standards and issues surrounding applicable legislation.

#### **ARTICLE IV. MEMBERSHIP**

**SECTION 1. Classes of Membership.** There shall be five classes of membership: Agency Member, Affiliate/Associate Member, Employee Member, DS School and Corporate Sponsor Member.

(a) Agency Member. A properly licensed business entity that provides contract uniformed security services within the State of Florida. Through its appropriate designated representative, an Agency Member shall be eligible to serve on the Board, hold office, vote and participate on the members' discussion board on the FASCO website. Appropriate designated representatives shall be regional supervisors, executives or owners of the agency. This membership will have the ability to advertise services or products on the FASCO website for an extra membership fee established by the Board.

(b) Affiliate/Associate Member. An M, MA, MB, C, R, K or DI licensee. Affiliate/Associate Members shall not be eligible to serve on the Board, hold office, vote or participate on the members' discussion board on the FASCO website unless such licensee is representing an Agency Member in a voting capacity. This membership may participate in any committee created by the FASCO Board.

(c) Employee Member. An employee of a properly licensed business entity that provides contract uniformed security services within the State of Florida. Employee Members shall not be eligible to serve on the Board, hold office, vote or participate on the members' discussion board on the FASCO website. This membership shall include "D" and "CC" licensees and unlicensed employees of an agency.

(d) DS School Member. A properly licensed business entity that offers security officer schooling or training. DS School Members shall not be eligible to serve on the Board, hold office or vote. These members may participate in committees and the members' discussion board on the FASCO website.

(e) Corporate Sponsor Member. An entity not licensed under Florida Statute Chapter 493 that provides services or support to, or works in conjunction with, the private security, private investigative or repossession industries. Corporate Sponsor Members shall not be eligible to serve on the Board, hold office, vote or participate on the members' discussion board on the FASCO

website. This membership will have the ability to advertise services or products on the FASCO website.

**SECTION 2. Application.** Applicants for membership to FASCO must complete and sign the form of application provided by the Board. Such applications shall include an agreement to abide by the FASCO standard of ethics and conduct and these Bylaws, a copy of which shall be provided upon acceptance of membership. Applications shall be submitted to and reviewed by the Board, unless and until such time the Board chooses to create a Membership Committee. The discretion to accept or decline membership shall rest exclusively with the Board or said Committee.

**SECTION 3. Suspension and Revocation.** A member of any class may have its membership suspended or revoked, as determined in the sole discretion of the Board, for nonpayment of dues or failure to maintain the necessary qualifications for membership. In addition, any membership may be suspended or revoked for good cause and in the best interests of FASCO upon two-thirds vote of the present and voting Board. In such an event, the Board shall afford the member advance notice of the proposed action and a reasonable opportunity to respond in defense of the allegation or to offer mitigation prior to the vote of the Board.

**SECTION 4. Voluntary Termination.** A member may voluntarily terminate membership at any time upon written notice to the Board. However, such termination shall not relieve the member's obligation to pay any accrued or past dues fees or other charges.

## **ARTICLE V. MEMBERSHIP DUES**

**SECTION 1. Amount.** Annual membership dues for all classes of membership shall be established by the Board. The Board may increase or decrease such annual fees as necessary on a yearly basis. The Board, in its sole discretion, may authorize a credit or waiver with regard to such annual fees in lieu of valuable services rendered for the benefit of FASCO.

**SECTION 2. Payment.** Annual membership dues are due and payable 1) within thirty days of joining for new members; and 2) on the first day of January for the ensuing year of membership. Dues for new members shall be prorated on a quarterly basis.

**SECTION 3. Late Payment.** Annual membership dues which remain unpaid for a period of sixty (60) days shall be subject to 10% late fee and shall subject the member to suspension or revocation as determined in the sole discretion of the Board.

## **ARTICLE VI. MEETINGS AND VOTING**

**SECTION 1. Annual Meetings.** The members of FASCO shall meet regularly

at least three times a year for such business as may properly come before the meeting at any place within the State of Florida as may be designated by the Board and may be held by conference call.

**SECTION 2. Notice.** Notice of the place, date and time for regular and special meetings of the members shall be served not less than ten nor more than thirty days prior to such meeting. Such notice shall be sent by mail or email to each FASCO member at its registered or designated address. Members are responsible for providing updated contact information to FASCO as needed.

**SECTION 3. Special Meetings.** Special Action meetings may be called as needed for any purpose at any reasonable time by the Board or by the President, or shall be called by the President or Secretary at the request, in writing, of Agency Members entitled to cast forty percent or more of the total number of votes entitled to be cast at such meeting. Action taken at any special meeting shall be limited to the purpose specified for calling such meeting.

**SECTION 4. Place of Meeting.** The Board may designate any place within the State of Florida as the place of meeting for any annual meeting of members or for any special meeting called pursuant to Section 3 of this article. If no designation is made by the Board, or if a special meeting be otherwise called, the place of meeting shall be the principal office of FASCO in the State of Florida.

**SECTION 5. Cancellation of Meeting.** For good cause, the Board, by a two-thirds vote, may postpone or cancel any meeting, except that a special meeting called at the request of members may not be cancelled and may only be postponed for extraordinary reasons. Any meeting so cancelled or postponed shall be properly noticed and re-scheduled as soon as reasonably possible.

**SECTION 6. Quorum.** A majority of the members of FASCO entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and any business may be transacted at the adjourned meeting that might have been transacted at the original date of the meeting. If, however, after the adjournment, the Board fixes a new date for the adjourned meeting, a notice of the adjourned meeting shall be given in compliance with Section 2 of this article. After a quorum has been established at a meeting, the subsequent withdrawal of a member, so as to reduce the number of members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

**SECTION 7. Voting.** Each member having voting rights shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting. If a quorum is present, the

affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members unless a greater number is required by the Florida Statutes or these Bylaws.

**SECTION 8. Proxies.** Every member entitled to vote at a meeting may authorize another member to act for him by proxy. The proxy must be executed in writing by the member. Such proxy shall be filed with the Secretary of FASCO before or at the time of such meeting or at the time of expressing such consent or dissent without a meeting. No proxy shall be valid after the expiration of sixty (60) days after the date thereof unless provided otherwise in the proxy.

## **ARTICLE VII. BOARD OF DIRECTORS**

**SECTION 1. General Powers.** The governing body of FASCO shall be the Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of FASCO shall be managed under the direction of, the Board of Directors. The Board shall have supervision, control, and direction over the affairs of FASCO, its committees and publications. The Board shall exercise all authority regarding the bank accounts, investment accounts or any other financial interests of FASCO. The Board may adopt such rules and regulations as are necessary and in the best interest of FASCO. The Board may delegate certain authorities and responsibilities to committees as needed. The Board, by majority vote of the present and voting Board, may authorize the leasing of office space or the purchase of personal or real property by FASCO and may sell or lease such property of FASCO, provided, however, a sale, lease, exchange or other disposition of all or substantially all of the assets of FASCO must, in addition, be authorized in accordance with any applicable statutory requirements. In addition to the powers expressly conferred by these by-laws, the Board of Directors may exercise such powers and do such lawful acts and things as are not by statute or the certificate of incorporation or by these Bylaws required to be exercised by the members or officers.

**SECTION 2. Number, Tenure, Qualification and Chairman.** There shall be a maximum of eleven (11) Directors of FASCO. The Board shall be composed of the current executive officers (the President, Vice President, Secretary, Treasurer), plus the immediate past-president (typically the Chairman who ascends from the position of President), while the remaining Director positions may be selected as follows: (1) from the eligible agency membership at-large, including retired prior agency members as voted upon by the majority of the current Board; or (2) by nomination of an eligible agency member by an elected Board member (President, Vice President, Secretary, Treasurer) supported by the majority vote of the current Board; or (3) through the regular election process or special meeting. For purposes of this section, an eligible agency member is a member in good standing who has maintained agency membership for one year. Directors voted in through the regular election process are not subject to eligibility requirements. Commencement of the term of office shall be determined by the Board in any manner not inconsistent with these Bylaws. Each Director shall hold office for five years (without restriction on term limits) and until his successor shall have been elected

and qualified, or until his earlier resignation, removal from office, or death. Resignation of Directors shall be in accordance with Article IX herein. The Board of Directors shall elect the immediate past-president as Chairman of the Board, except that by majority vote, the Board may bypass the immediate past-president as Chairman and elect another Chairman who may preside over meetings in the absence of the President. The Chairman shall undertake other duties that are not relegated to other Officers as assigned by the Board. In particular, the Chairman shall be the individual responsible for engaging in legislative activities and maintaining relationships with other associations and/or entities involved in the legislative process affecting the security industry (with the exception of FALI and FLACars, which responsibility is better placed on the President). These entities include, but are not limited to PIRSAC, NASCO, IASIR, NRA, lobbyists and any pertinent others. Members of the Board shall be permitted to sit on the boards of any of the aforementioned associations as a representative of FASCO after prior consultation with and consent of the Chairman. If not acting as a representative of FASCO, members of the Board are not restricted from sitting as board members for other organizations and consent of the Chairman is not required. The Chairman and the President shall be restricted from being on the PIRSAC committee simultaneously. The Chairman shall perform such other duties as from time to time may be assigned to the Chairman by the President or the Board of Directors.

**SECTION 3. Removal.** Any Director may be removed with cause by vote of a majority of the members entitled to vote. Failure on the part of any Director to attend three successive regular meetings of the Board maybe considered a cause for removal by a majority vote of the voting members or of all the Directors, unless such absence is caused by illness or other good cause. Election or appointment of a Director shall not of itself create contract rights.

**SECTION 4. Regular Meetings.** A regular meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after and at the same place as the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

**SECTION 5. Special Meetings.** Special meetings of the Board of Directors may be called by the Chairman of the Board, by the President or by a majority of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by him/them.

**SECTION 6. Notice.** Notice of any special meeting shall be given at least five (5) days before the meeting by written notice delivered personally, by mail, facsimile or email to each Director at his business address, unless in case of emergency, the Chairman of the Board or the President shall prescribe a shorter notice to be given personally, by facsimile or by emailing each Director at his residence or business address. If a notice of meeting is mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive

notice of any meeting, before or after the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

**SECTION 7. Quorum.** A majority of the number of Directors fixed pursuant to Section 2 of this Article shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors.

**SECTION 8. Voting.** Each Director shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting. If a quorum is present, the affirmative vote of a majority of the Directors represented at the meeting and entitled to vote on the subject matter shall be the act of the Board.

**SECTION 9. Proxies.** Directors may authorize another person or persons to act for him by proxy. The proxy must be executed in writing by the member. Such proxy shall be filed with the Secretary of FASCO before or at the time of such meeting or at the time of expressing such consent or dissent without a meeting. No proxy shall be valid after the expiration of sixty (60) days after the date thereof unless provided otherwise in the proxy.

**SECTION 10. Order of Business.** Every meeting of Directors shall be called to order by the President or Vice President, or in the absence of both, any other member of the Board of Directors. The order of business shall be as follows:

- (a) Calling of roll
- (b) Reading of Minutes of last preceding meeting
- (c) Treasurer's Report
- (d) Completion of unfinished business
- (e) Reading of reports of officers and committees
- (f) Recommendation of candidates for admission to membership
- (g) Transaction of new business
- (h) Adjournment

**SECTION 11. Vacancies.** Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the members. A Director elected to fill a vacancy shall hold office only until the next regular election of Directors by the members, or until his earlier resignation, removal from office or death. The Board may appoint a temporary Director pending a vote from the voting members.

**SECTION 12. Compensation.** Directors shall serve without compensation. By resolution of the Board, the Directors may be reimbursed for expenses, if any, incurred in furtherance of authorized FASCO business activities, including but not limited to phone charges, postage, delivery charges, copy fees, office supplies, etc. However, such expenses shall not include costs associated with attendance at association meetings, travel expenses, meals or lodging.

**SECTION 13. Presumption of Assent.** A Director of FASCO who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

**SECTION 14. Constructive Presence at a Meeting.** A member of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting and must be approved prior to the meeting by the association President.

**SECTION 15. Action without a Meeting.** Any action required by law to be taken at any meeting of the Directors of FASCO or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the Directors, is filed in the minutes of the proceedings of the Board. Such consent shall have the same effect as a unanimous vote.

## **ARTICLE VIII. OFFICERS**

**SECTION 1. Number.** The Officers of FASCO shall be the Chairman, the President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Any number of Vice Presidents and such other Officers and Committee Chairs and Agents as may be deemed necessary may be elected or appointed by the Board of Directors.

**SECTION 2. Qualifications.** Any Agency Member in good standing shall be eligible for nomination. Continued membership in good standing is required throughout the term of office.

**SECTION 3. Election and Term of Office.** The Officers of FASCO shall be elected annually by majority vote of the Board of Directors at a regular meeting of the Board of Directors held no less than one month prior to the regular meeting at which any new directors are elected in accordance with Article VII. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Commencement of the term of office shall be determined by the Board in any manner not inconsistent with these Bylaws. Each Officer shall hold office (without term limitations) until his successor shall have been duly elected and shall have qualified or until his earlier resignation, removal from office or death. Resignation of Officers shall be in accordance with Article IX.

**SECTION 4. Removal.** Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors for cause as determined by the Board. Election or appointment of an Officer or agent shall not of itself create contract rights.

**SECTION 5. Vacancies.** A vacancy, however occurring, in any office may be filled by the Board of Directors for the unexpired portion of the term.

**SECTION 6. President.** The President shall be the principal executive Officer of FASCO and, subject to the control of the Board of Directors, shall in general supervise and control all of the business affairs of FASCO. The President shall, when present, preside at all meetings of the Shareholders and of the Board of Directors. The President may sign deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Officer or agent of FASCO, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties as from time to time may be assigned to the President by the Board of Directors. In addition, the President shall sit on the council of presidents with FALI and FLACars and interact with these organizations regularly.

**SECTION 7. Vice-President(s).** If a Vice-President(s) is elected or appointed, in the absence of the President or in the event of his death, inability or refusal to act, the Vice-President(s), in the order of their election if more than one, shall have the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall perform such other duties as from time to time may be assigned to the Vice-President by the President or the Board of Directors.

**SECTION 8. Secretary.** The Secretary shall: (a) keep the minutes of all the meetings of the Shareholders and the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of FASCO and see that the seal of FASCO is affixed to all documents the execution of which on behalf of FASCO under its seal is duly authorized; (d) keep a

register of the post office address of each Shareholder; (e) have general charge of the stock transfer books of FASCO; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

**SECTION 9. Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of FASCO; receive and give receipts for moneys due and payable to FASCO from any source whatsoever, and deposit all such moneys in the name of FASCO in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**SECTION 10. Compensation.** Officers shall serve without compensation. By resolution of the Board, the Officers may be reimbursed for expenses, if any, incurred in furtherance of authorized FASCO business activities, including but not limited to phone charges, postage, delivery charges, copy fees, office supplies, etc. However, such expenses shall not include costs associated with attendance at meetings, travel expenses, meals or lodging.

## **ARTICLE IX. RESIGNATIONS**

Any Director or Officer of FASCO may resign at any time by giving written notice to the Board of Directors, and if there are no Directors then to all of the Voting Members. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the party or parties to whom notice is given hereunder.

## **ARTICLE X. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**SECTION 1. Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of FASCO, unless otherwise restricted by law. Such authority may be general or confined to specific instances.

**SECTION 2. Loans.** No loans shall be contracted on behalf of FASCO and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**SECTION 3. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of FASCO, shall be signed by such Officer or Officers, agent or agents of FASCO and in

such manner as shall from time to time be determined by resolution of the Board of Directors.

**SECTION 4. Deposits.** All funds of FASCO not otherwise employed shall be deposited from time to time to the credit of FASCO in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE XI. FINANCE AND BUDGET**

**SECTION 1. Financial Report.** The Directors of FASCO shall annually present at a regular meeting of Voting Members, a report verified by the President, the Chairman (if one has been appointed) and Treasurer, or by a majority of the Directors, showing: the whole amount of real and personal property leased or owned by it, where located, and where and how invested; the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and the name and address of record of each applicant admitted to membership during such year. Such report shall be filed with the records of FASCO and an abstract thereof shall be entered in the minutes of the proceedings of the meetings at which the report is presented.

**SECTION 2. Proposed Budget.** An annual proposed budget shall be prepared by the Treasurer and submitted to the Voting Members present at an annual meeting for approval, with the recommendation of the Board of Directors. Approval of the final budget shall require the affirmative vote of a majority of the membership present at the annual FASCO meeting.

**SECTION 3. Bonding.** Trust or surety bonds may be furnished for the President, Treasurer and other such officers or employees as the Board shall require at the expense of FASCO.

**SECTION 4. Fiscal Year.** The fiscal year of FASCO shall be as determined by the Board of Directors of FASCO.

## **ARTICLE XII. INDEMNIFICATION**

FASCO shall indemnify and defend any Director or Officer or any former Director or Officer, to the full extent permitted by law for actions taken on behalf of FASCO when such actions are not or were not inconsistent with these bylaws or state of Federal law.

### **ARTICLE XIII. SEAL**

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words, "Corporate Seal".

### **ARTICLE XIV. DESIGN AND RESTRICTON ON LOGO**

**SECTION 1. Design.** The official FASCO logo shall be designed and adopted upon majority vote of the Board of Directors. The Board in its sole discretion may adopt more than one variation of the official FASCO logo.

**SECTION 2. Reproduction.** The reproduction of any FASCO logo on letterhead, circulars, advertisements, websites or any other medium shall be limited to FASCO members in good standing. No FASCO logo shall be incorporated into the badge or insignia or any other entity.

### **ARTICLE XV. WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any member or Director of FASCO under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, or written consent as to the action to be taken for which the notice was given, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **ARTICLE XVI. RULES OF ORDER**

Roberts' Rules of Order shall prescribe the rules of conduct for all meetings of FASCO so far as not inconsistent with the laws of Florida, with the Articles of Incorporation, or with these Bylaws. The presiding Officer shall enforce these procedures and rules of conduct.

### **ARTICLE XVII. DISSOLUTION**

FASCO shall only use funds to accomplish the objectives and purposes set forth in these bylaws. No part of said funds shall insure or be distributed to members of FASCO for any purpose not specifically recognized herein. In the event of dissolution any funds remaining in the accounts of FASCO shall be distributed to one or more properly organized and qualified charitable organizations as selected by the Board of Directors.

## **ARTICLE XVIII. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of a majority of the Directors, at any annual meeting or at any special meeting, provided notice of the proposed change is given in the notice of such meeting.