BYLAWS of

**International Association of Automotive Locksmiths**

A division ofALOA Security Professionals Association, Inc.

**NAME of the DIVISION**

The name shall be **International Association of Automotive Locksmiths (IAAL).**

**ARTICLE I - MEMBERSHIP**

**Section 1 - Classes**

The Division shall maintain the classes of membership as outlined within this Article. All Members of all classes shall be members of ALOA Security Professionals Association, Inc. (ALOA) adhere to the ALOA Bylaws and Code of Ethics, and must meet any requirements for membership as set forth by the IAAL Board of Directors and/or ALOA SPAI. All applicants shall be subject to any probationary period requirements as outlined in policy. In case of any conflict between these Division Bylaws and the ALOA Bylaws, the ALOA Bylaws shall govern.

a. **Active Members**

Persons who are actively engaged in the automotive service industry as a locksmith.

b. **Retired Members**

Persons who have been Active Members:

1. For at least fifteen (15) years, have reached the age of sixty-two (62) and have withdrawn from the active engagement in the locksmith/security industry; or

2. Who have become disabled and have withdrawn from active engagement in the industry.

c. **Life Members**

Persons who are past Presidents and Trustees of the division, or who have provided exceptional service to the corporation, as determined by at least two-thirds vote at a meeting of the Board of Directors.

d. **Allied Members**

Persons who have a position in the locksmith/automotive industry but do not work for an institution or a company whose main object is not locksmithing or security.

e. **Associate Members**

Firms that manufacture, distribute material or equipment, or provide services for the locksmith/automotive industry.

f. **Honorary Members**

Persons who have made a significant contribution to the locksmith/automotive profession or the attainment of the corporation’s objectives, as determined by at least two-thirds vote at a meeting of the Board of Directors.

**Section 2 - Admission of Applicants with Criminal Convictions.**

No person shall be eligible for membership if he or she has been convicted of any felony or a crime involving fraud, dishonesty, or breach of trust; for using professional skills, training, or expertise in a manner that compromises the safety or security of customers or the general public; for deceptive or false advertising; for conducting business in a deceptive manner; failure to be licensed or registered in a state with such requirement; for any violation of these Bylaws, the Division’s Code of Ethics or any rule of ALOA SPAI. If the conviction occurred more than ten (10) years prior to the submission of the application for membership, and the applicant has completed all sentences, including probationary periods, paid all fines and has complied with all other judicially imposed requirements as a result of the conviction, the Board of Directors may waive the forgoing prohibition.

**Section 3 - Renewal of an Inactive Membership**

Renewal of any inactive membership shall be done in accordance with all IAAL and/or ALOA SPAI policies.

**Section 4 - Rights of Members**

Only Active, Retired, Life, Associate and members shall have the right to vote, and each such member shall be entitled to one (1) vote on each matter submitted to a vote of the membership. An Associate member shall notify the IAAL of its Active member employee, who shall be its designated representative to vote on behalf of the Associate Member and be eligible to serve as an Officer or Director. Other employees of a company are not eligible to vote or serve as an Officer or Director unless they hold an individual voting memberships. All voting members and designated Associate representatives are eligible to serve as Non-voting Directors.

**Section 5 - Resignation**

Any member may resign by sending a written resignation to the IAAL at the principle office of the Division. Such resignation shall not relieve a member of any outstanding obligation to the Division.

**Section 6 - Termination of Membership**

Membership in the corporation shall automatically terminate whenever a member is ninety (90) days in default of any dues, assessments or other financial obligations to the ALOA or this Division. Membership in the Division may be terminated by action of the Board of Directors for conduct deemed detrimental to the association, for conviction of any felony and/or a crime involving fraud, dishonesty or breach of trust, for using professional skills, training or expertise in a manner that compromises the safety or security of the general public; for deceptive or false advertising; for conducting business in a deceptive manner; for failure to be licensed or registered in a state with such requirement; or for violation of these Bylaws, the association Code of Ethics, or any rule of the Division.

Termination by action of the Board of Directors shall be at least a two-thirds (2/3) vote at a meeting of the Board of Directors; provided, however, that prior to any such action, the member involved shall be given due notice and shall be entitled to a hearing before the Board of Directors. Any member who is terminated by the Board has the right to appeal the Board of Directors at any Board Meeting. Such an appeal must be made in person, or by a representative, and the Division must be provided with a written notice of the intent to appeal that must be received no less than thirty (30) days prior to the Board meeting. Termination of membership shall not relieve a member of any outstanding obligation to the Division.

Any member who is terminated as a member of ALOA in accordance with the ALOA Bylaws is automatically terminated as a member of this Division.

The Board of Directors shall create grievance procedures for disciplinary action against members, including the suspension or termination of membership.

**Section 7 - Reinstatement**

A former member terminated by reason of default in the payment of dues, assessments or other financial obligations to the corporation may be reinstated by showing proof of the qualification as set forth in Article III and paying all moneys due and owing to the association or corporation.

**ARTICLE II - FISCAL MATTERS**

**Section 1 - General Guidelines**

The Division shall adhere to any and all ALOA SPAI guidelines in all fiscal matters. The fiscal year of the Division shall match the fiscal year of ALOA SPAI. Dues assessment shall be determined based on the advice of the ALOA SPAI Executive Director. Division dues may be assessed in addition to ALOA dues. Any Division dues collected shall be used only for purposes and programs of this division.

**Section 2 - Budget**

Prior to the end of each year the Board of Directors shall adopt a budget for the following year. Such budget may be amended by the Board of Directors during the course of the year due to changing circumstances. Funds may be paid out in accordance with the approved budget or any amendment thereto.

**Section 3 - Signatory**

In fiscal matters requiring the signature of an IAAL representative, the President shall act in that capacity.

**ARTICLE III - MEETINGS of MEMBERS**

**Section 1 - Annual Meeting**

An Annual Meeting of the members shall be at such time and place as may be determined by the Board of Directors for the purpose of conducting such business as may come before the meeting.

**Section 2 - Special Meeting**

Special meetings of the members may be called by the President, the Board of Directors, or by not less than ten percent (10%) of the members having voting rights.

**Section 3 - Notice of Meetings**

Unless otherwise required by Texas Not-For-Profit corporation law, as amended, written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by mail or by electronic means to each member entitled to vote at such a meeting not less than twenty (20) or more than fifty (50) days before the date of such meeting, by the direction of the President, or the persons calling the meeting. In the case of a special meeting, or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the member or the Associate member representative at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Any member may waive notice of any meeting.

**Section 4 - Quorum and Manner of Acting**

A quorum of the voting members shall be not less than three-percent (3%) of the IAAL membership. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on a matter shall be the act of the members, unless the vote of a greater number is required by law or these Bylaws.

**Section 5 - Proxies**

A voting member may vote by proxy solely with respect to the election of directors, officers, and the amendment or modification of these Bylaws, provided the proxy is executed in writing by the member or the Associate member representative or his or her authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. The Board of Directors may provide for voting by electronic means.

**ARTICLE IV - OFFICERS**

**Section 1 - Officer**

The officer of the Division shall be a President.

**Section 2 - Election and Term of Office**

The President shall be elected by the IAAL Voting Board Members for a two (2) year term. After leaving office, the outgoing President will serve as a Trustee for the term of the next President. A person may serve as the President of the division for no more than two (2) consecutive terms. They may not serve again as President without a one (1) term break of service. Candidates for offices shall be nominated in accordance with policies adopted by the Board of Directors. The candidates for President must be a sitting Director.

**Section 3 - Removal**

The President, elected by the Board of Directors, may be removed from office by the Board upon a two-thirds (2/3) majority at any legal meeting of the Division. He shall retain his Director title after said action.

**Section 4 - Vacancies**

a. President

A vacancy in the office of President because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

b. Trustee

In the event that the most recent Trustee chooses not to serve, the President shall have the authority to recall any other former Trustee to serve in that capacity as long as they are still an active member in the IAAL. If no such former Trustee is available, the President may recall any former Director to serve in that capacity.

**Section 5 - President**

The President shall be responsible for the integrity of the Board of Directors’ governance

in accordance with policies adopted by the Board. The President shall be responsible for the integrity of the Board’s documents, including Bylaws, policies and minutes; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and shall perform such duties as set forth in policies adopted by the Board. The President or another member of the Division designated by the President shall serve as the Division’s representative on the ALOA Board of Directors.

**Section 6 - Absence**

In the absence of the President or in the event of his or her inability or refusal to act, the Trustee shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President until such time as the board can take action.

**ARTICLE V - BOARD of DIRECTORS**

**Section 1 - General Powers**

The division shall be governed by the Board of Directors.

**Section 2 - Composition**

The Board of Directors of the association shall be composed of:

a. Voting Board Members

Voting Board Members shall include: President, Trustee, Directors and the Associate Member Chairman.

b. Non-Voting Board Members

Non-Voting Board Members shall include: Executive Director of ALOA SPAI, and non- voting directors.

**Section 3 - Number of Directors**

The number of Directors will be decided by the Board of Directors, but can never be less than five (5) and no more than seven (7).

**Section 4 - Non-Voting Directors**

The President may appoint no more than two (2) non-voting members to serve on the Board of Directors. Non-Voting Directors shall serve at the pleasure of the President.

**Section 5 - Term**

The term of the Directors shall be for duration of two (2) years. There are no term limits for Directors. Two Directors shall be elected each year to serve two (2) year terms.

**Section 6 - Annual Meeting**

A regular annual meeting of the Board of Directors shall be held at such time and place as may be designated by resolution by the Board of Directors without other notice than this Bylaw and such resolution.

**Section 7 - Special Meetings**

Special meetings of the Board of Directors may be called by the President, or by one-half plus one of the remaining voting members of the Board. The person(s) authorized to call special meetings of the Board may fix any place, either within or outside the state of Texas, as the place for holding any Special Meeting.

**Section 8 - Notice**

Notice of any special meeting of the Board of Directors shall be given at least fifteen (15) days prior thereto in writing, delivered personally or sent by mail or electronic means to each Director. If notice be given by mail, such notice shall be deemed to be delivered on the day following the day such notice is deposited with postage prepaid to a nationally recognized overnight courier service. If notice be given by electronic means such notice shall be deemed to be delivered upon confirmation of a return email saying they received it. Any Director may waive notice of any meeting.

**Section 9 - Quorum**

One-half plus one of the Voting Board Members shall constitute a quorum for the transaction of business at any meeting of the Board.

**Section 10 - Voting; Manner of Acting**

Each Director shall have one (1) vote. The act of a majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these Bylaws.

**Section 11 - Informal Action by Directors**

Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of Directors, may be taken without a meeting, if all the voting members of the Board consent in writing or by electronic means to the adoption of a resolution authorizing such action.

**Section 12 - Vacancies**

If a Director resigns, is removed from office or otherwise ceases to serve, or if the position is vacant, the existing Board of Directors shall appoint someone to fill the vacant seat until the end of the term.

**Section 13 - Attendance by Communication Equipment**

Members of the Board of Directors may participate in, and act, at any meeting of the Board though the use of a conference telephone or by other electronic means. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons participating. The Board of Directors may provide for voting by electronic means.

**Section 14 - Removal**

Any Director (excluding Non-Voting Directors) may be removed for cause by the members electing such Director. Directors shall be automatically removed after (2) unexcused absences from any mandatory Board activity. A Director shall automatically be removed from office upon leaving the division or not qualifying for active membership in the IAAL

**ARTICLE VI - COMMITTEES**

No committee shall have the authority of the Board of Directors in the management of the Division.

There shall be an Ad Hoc standing committee of the Division:

The President shall have the authority to appoint committees other than the Ad Hoc committee.

**ARTICLE VII - AMENDMENTS to the BY-LAWS**

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by a two-thirds (2/3) majority of the voting members present at the Annual or Special Meeting of the Division, provided that at least thirty (30) days written notice is given of the intention to alter, amend, repeal or to adopt new Bylaws at such meeting.

**ARTICLE VIII - INDEMNIFICATION**

ALOA SPAI shall indemnify all members of the Board of Directors of the IAAL to the fullest extent permitted by Texas Not-For- Profit Corporate Law, as amended, and shall be entitled to purchase insurance for such indemnification of the Board of Directors as determined from time to time by the Board of Directors of the corporation.

**ARTICLE IX - CHAPTERS**

The Division may recognize chapters pursuant to policies adopted by the Board of Directors from time to time. Any such chapters shall operate in accordance with rules and guidelines by the Board of Directors.

**ARTICLE X - AMBASSADORS**

The Division may recognize Ambassadors pursuant to policies adopted by the Board of Directors from time to time. Any such Ambassador shall operate in accordance with the rules and guidelines adopted by the Board of Directors.

**ARTICLE XII - DIVISION COMMUNICATION**

The Division’s official language is English. All meeting announcements and publications shall be communicated in English. Other languages may be used at times to better promote IAAL and/or ALOA SPAI programs and services, or to more effectively communicate with members or other ALOA SPAI divisions.