

BYLAWS OF THE TENNESSEE ORGANIZATION OF LOCKSMITHS, INC.

ARTICLE I - NAME

The name of this organization shall be the Tennessee Organization Of Locksmiths, Inc., a not for profit organization, referred to in these by Laws as TOOL.

ARTICLE II- OBJECTS AND CODE OF ETHICS

SECTION 1. OBJECTS: The objects of the TOOL are to:

- A. Promote and maintain friendly cooperation among all locksmiths;
- B. Educate our members by encouraging, promoting, aiding in, and effecting the voluntary interchange of data, information experience, ideas, knowledge methods, and techniques the profession of locksmithing for the benefit of the public;
- C. Set a minimum standard for qualification as a locksmith and improve the qualifications of all those engaged a n installing and servicing security hardware;
- D. Work with the manufacturers and distributors of security hardware towards a sympathetic understanding of our mutual problems;
- E. Establish a uniform code of ethics; and
- F. Cooperate with others with similar objects and do any other acts that are proper for the attainment of these objects.

SECTION 2. CODE OF ETHICS: By acceptance and continuance of membership, each member agrees to abide by the Code of Ethics.

SECTION 3. DISCRIMINATION: Nothing in these Bylaws shall be interpreted to discriminate against any person on the basis of sex, race, religion, or national origin.

ARTICLE III- MEMBERSHIP

SECTION 1: CLASSES: There shall be classes of membership as provided herein and no person or firm shall belong to more than one class at a time. Membership shall not be transferable.

A. **ACTIVE:** Active membership shall be available to any person actively engaged in locksmithing who is at least eighteen (18) years of age; who has worked in locksmithing for at least two years, who has or is employed by a sole proprietorship, partnership, association or

corporation who has a valid business license or is employed by an association, corporation, institution or government agency not required to pay a privilege tax under Tennessee law, and who can provide two of the following:

1. A character reference from a member of the TOOL or a national locksmith association, or be a member of any locksmith association;
2. Proof of a valid state certificate of registration; or
3. Proof of employment in the industry.

B. CHARTER: Charter membership shall be available to person becoming an Active member before December 31, 1995.

C. APPRENTICE/STUDENT: Apprentice/Student membership shall be available to any person undergoing training to become a locksmith. No person sixteen (16) years of age or older shall be an Apprentice member for more than two (2) years.

D. RETIRED: Retired membership shall be available to any person who has been an Active member and has

1. At least twenty (20) years of Active membership, or
2. Reached the age of sixty-two (62), or
3. Become disabled.

E. LIFE: Life membership shall be available to any Active member who has performed exceptional service to the TOOL and has received Board approval by a two-thirds (2/3) vote. Life members shall have all the privileges of Active membership but shall not be assessed dues.

F. HONORARY: Honorary membership shall be available to any person nominated by any member and approved by the Board as having made a significant contribution to the locksmith profession or to the attainment of its objectives. Honorary members shall have such privileges that may be recommended by the Board and approved by the membership.

G. ASSOCIATE: Associate membership shall be available to any person who is employed by any firm that manufactures or distributes locksmith material or equipment or any other organization involved in the lock industry. Associate members shall have such privileges that may be recommended by the Board and approved by the membership.

SECTION 2. APPLICATION: To become a member a person shall demonstrate eligibility as , on forms approved by the Board, and accompanied by initial dues. Applicants who have been convicted of any felony which involves an act of intentional dishonesty or moral turpitude or a misdemeanor involving dishonesty, deceit, misrepresentation, or sexual misconduct whether by a plea of guilty, a plea of no contest, or a verdict rendered in open court by a judge or jury in any local, state, federal or military court, unless officially pardoned by the appropriate government authority, may be denied membership. All applications shall referred to the Membership

Committee for its recommendation. Applicants denied membership may appeal the decision by making a personal appearance before the Board at a regularly scheduled meeting.

SECTION 3. DUES AND APPLICATION FEES: Dues and application fees for all classes of membership shall be determined by the Board.

SECTION 4. CENSURE, SUSPENSION, OR REMOVAL: A member may be censured suspended or removed by two-thirds (2/3) vote of the Board if he has violated these By Laws, the Code of Ethics or been convicted of a felony or misdemeanor that would prevent his becoming a member. Charges must be presented in writing to the Grievance Committee who shall make a recommendation to the Board. Action shall occur only after the member has been given an opportunity for defense before the Board. The member may appeal the decision of the Board at the next Annual meeting, provided written notice of intent to appeal is given to the President at least thirty days in advance of the Annual meeting.

SECTION 5. RESIGNATION: Any member may resign at any time by giving written notice to the President.

SECTION 6. DELINQUENCY: Any member who shall be delinquent in dues for a period of thirty days from the time the dues are required shall be notified of such delinquency by the Secretary. If payment is not made within another thirty days, the member shall be dropped from the rolls and shall forfeit all rights and privileges of membership.

SECTION 7. REINSTATEMENT: A former member, desiring a continuous membership record, may be reinstated by showing proof of qualification and paying all dues, fees, and assessments in arrears.

SECTION 8. MEMBERSHIP LIST: The membership list of the TOOL shall remain the property of the TOOL and shall be controlled by the board.

ARTICLE IV- MEMBERSHIP MEETINGS

SECTION 1. ANNUAL: The Annual Meeting of the membership shall be held at such date time, and place as fixed by the Board and shall be sited to afford the greatest convenience to electors for the vice presidents. Notice of the Annual, meeting shall be mailed to each member's last recorded address not less than thirty nor more than fifty days before the date of the meeting.

SECTION 2. SPECIAL: Special meetings may be called by the President, by the Board or by ten percent (10%) of the members entitled to cast votes at such a meeting. The call for the meeting shall state the objects of the proposed meeting. Notices of the meeting shall be given in the same manner as the notice for the Annual Meeting. If the President fails to issue the notice of the meeting within five business days after the written call by the Board or the members, any

member signing the written call may give such notice. Only questions pertaining to the objects for which a Special meeting has been called shall be presented at the Special meeting.

SECTION 3. QUORUM: Ten percent or twenty five, whichever is greater, of the qualified voters, present in person, shall constitute a quorum at any Annual or Special meeting.

SECTION 4. RULES: The latest edition of Roberts Rules of Order Newly Revised shall be the basic rules of procedure for meetings of the TOOL, except that the membership may adopt such other additional or modifying rules, referred to as the Rules, as they may desire by a two-thirds vote of the qualified voters present in person. Such additional rules shall be made available to all members at any meeting.

SECTION 5. ATTENDANCE AND VOTING: Each member shall be eligible to attend, in person, any meeting of the TOOL, the Board, or of the Committees. In all voting, each qualified Charter, Active, Apprentice, Retired or Life member shall have one vote, in person.

ARTICLE V - OFFICERS

SECTION 1. TERMS OF OFFICE: Officers of the TOOL shall be elected at the Annual Meeting. All officers shall assume their duties at the beginning of the fiscal year and shall serve for a term of two years or until their successor is elected and qualified. The first Board shall organize itself so that terms of office are staggered and one half of those to be elected is elected each year and that the President shall not be elected in the same year as the Secretary. Each Officer, except the President, shall be eligible for reelection without restriction. The President shall be eligible for reelection to one consecutive term and shall then be ineligible for election to the Presidency for two (2) years.

SECTION 2. QUALIFICATIONS: Each Officer shall be a life or Charter Member or shall have been an Active Member for a minimum of two (2) years prior to his election to office. The President, the Secretary and the Treasurer shall have resided in Tennessee for a period of at least two (2) years. The Regional Vice Presidents shall have resided in their designated regions of West, Middle, and East for a period of at least two (2) years.

SECTION 3. NOMINATIONS: Nominations for each Officer to be elected at a given Annual Meeting shall be made by the Nominating Committee and shall be presented to the Secretary in writing at least two months prior to the Annual Meeting. All nominees shall be certified as eligible by the Secretary prior to the Annual meeting. Nominees may also be named from the floor, but, must also be certified as eligible by the Secretary before the election.

SECTION 4. VOTING: Election shall be by majority vote by ballot.

SECTION 5. VACANCIES: In the event of a vacancy, for any reason, in any office, including

the President, the Board shall fill the vacancy until the next Annual Meeting. No previous notice shall be required. If necessary, at the next Annual Meeting an election will be held to fill the office for the unexpired term.

SECTION 6. DUTIES: The Officers shall swear or affirm that they will fulfill their individual duties to the best of their ability.

President: The President shall be the principal executive officer of the TOOL and shall generally supervise all of the affairs of the TOOL. He shall preside at all Annual and Special meetings and all meetings of the Board. The President may vote in any decision decided by ballot and shall otherwise vote only to break ties. In the absence of the Secretary at Board meetings or the Annual Meeting, the President shall appoint another Board member to temporarily fulfill the records duties of the Secretary. In the absence of both the Treasurer and the Secretary at organizational functions, the President shall receive funds. Another Board member shall verify them and the President shall properly deposit them into the appropriate bank account of the TOOL and provide a report, whether by paper or electronic means, to the Board according to policies established by the Board. He shall also be a signatory on all accounts of the TOOL.

Regional Vice Presidents: The Regional Vice Presidents shall be responsible to the President for all organizational functions of the TOOL within his designated region and, in the absence of the President, preside at organizational functions in his region. They shall also fulfill any other duties rightfully assigned to them by the President.

Secretary: The Secretary shall be responsible for all minutes, records, attendance lists and correspondence of the TOOL. He shall also receive dues and fees submitted with membership applications or submitted with updates of member's information. He shall fulfill the duties of the Treasurer in the absence of the Treasurer at organizational functions. Should the Treasurer be temporarily unable to fulfill his duties, he shall fulfill the duties and responsibilities of the Treasurer. He shall provide the Board an account, whether by paper or electronic means, of all funds deposited by him according to policies established by the Board. He shall provide to all the members of the Board minutes of the last meeting, whether by paper or electronic means, according to policies established by the Board. He shall be a signatory on all accounts of the TOOL and shall also fulfill any other duties rightfully assigned to him by the President.

Treasurer: The Treasurer shall have primary responsibility for the proper collection, deposit, and disbursement of all funds of the TOOL. For each Board meeting and at a times requested by the President, he shall make available to the Board members, whether by paper or electronic means, a report of the accounts of the TOOL which shall follow standard accounting practices or any other guidelines established by the Board. He shall provide a report, whether by paper or electronic means, of all dues and update information received by him to the Secretary according to policies established by the Board. He shall also fulfill any other duties rightfully assigned to him by the President.

Immediate Past President. The Immediate Past President is the most recent Past President able to serve on the Board. He shall be the Chairman of the Nominating Committee, shall advise the President in all matters and shall fulfill any other duties rightfully assigned to him by the President.

SECTION 7. COMPENSATION: All members of the Board shall serve without salary but may be reimbursed for necessary expenses incurred in the furtherance of the work of the TOOL as approved by the Board.

ARTICLE VI - GOVERNMENT

SECTION 1. BOARD OF DIRECTORS: The government of the TOOL shall be vested in the Board of Directors, referred to in these Bylaws as the Board. The Board shall determine its policy or changes therein within the limits of these Bylaws and the Rules. The shall actively pursue its purpose and may adopt rules or regulations of its own for the conduct of its business that it may find necessary and may, within the execution of its powers, appoint such agents as it may find necessary.

SECTION 2. BOARD COMPOSITION: The Board shall be composed of the Officers of the TOOL: the President, three (3) Regional Vice Presidents, the Secretary, the Treasurer and the Immediate Past President. In addition, the Chairman of each standing committee, if not already a member, shall be a nonvoting member of the Board.

SECTION 3. REGULAR MEETINGS: The Board shall hold three regular meetings, one in each region, in each calendar year at a time and Place to be designated by the Board, provided that at least one of the meetings is held in the Fall of the year to consider the budget.

SECTION 4. SPECIAL MEETINGS: Special meetings of the Board shall be called by the President, or by a Vice President. upon request of a majority of the members of the Board. If the President or two Regional Vice Presidents declare that circumstances require that an immediate decision be made, the Board may reach a decision valid under these By Laws by conferring by any telecommunication means that allows positive identification of the participants. The minutes of such meeting shall be entered into the records of the TOOL as minutes of an emergency Board meeting.

SECTION 5. NOTICE OF MEETINGS: Notice of any regular or special meeting of the Board shall be made by the Secretary to each member at least ten (10) days prior to such meeting, unless waived by two-thirds (2/3) of the Board.

SECTION 6. QUORUM: Five (5) of the elected members of the Board present in person, shall constitute a quorum.

SECTION 7. MEMBERS-AT-LARGE: The President may appoint as he find necessary members, from any class of membership to serve with the Board as Members-At-Large. They may be assigned to any committee of the Board with full rights, but shall have no vote on the Board.

SECTION 8. PARLIAMENTARIAN: The President may, at his discretion, appoint, with the approval of the Board, a Parliamentarian, either from the membership or from the outside, to advise him in the conduct of the Annual Meeting or any other general meeting.

ARTICLE VII -ADMINISTRATION

SECTION 1. AUDIT: The financial records and practices of the TOOL shall be audited once every two years by a certified public accountant approved by the Board.

SECTION 2. FISCAL YEAR: The fiscal year of the TOOL shall be from January first through December thirty first.

SECTION 3. INDEMNIFICATION: The TOOL may, by resolution of the Board, provide for the indemnification of any person made party to an action by reason of the fact that he is or was an Officer of the TOOL, 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, providing such Officer acted in good faith, for a purpose which he reasonably believed to be in the best interests of the TOOL, except that no indemnification shall be made in relation to matters settled or otherwise disposed of in which such person shall be adjudged to be liable to the TOOL. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled. Nothing contained in this article shall affect any rights to indemnification to which TOOL personnel other than Officers may be entitled.

ARTICLE VIII - COMMITTEES

SECTION 1. STANDING COMMITTEES: There shall be the following standing committees, whose members and chairmen, except, for the Finance committee shall be recommended by the President and appointed by the Board at or immediately following the Annual Meeting:

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| a. Convention | d. Grievance | f. Membership |
| b. Education | e. Legislative | g. Public Relations. |
| c. Finance | | |

The President shall serve as an ex-officio member of all standing committees and special committees he appoints.

SECTION 2. CONVENTION: The Convention Committee shall, with the approval of the Board and in conjunction with the Education Committee, plan and arrange the Annual Meeting and any

other general meetings.

SECTION 3. EDUCATION: The Education Committee shall recommend education programs or personal class instruction as may benefit the members of the TOOL and, with the approval of the Board, implement such programs or Instruction. They shall also recommend or develop educational materials in any form and, with the approval of the Board, distribute such materials.

SECTION 4 FINANCE: The Finance Committee shall prepare and submit, at least three months before the end of the fiscal year a budget of the TOOL funds to the Board for its approval, rejection, or adjustment. Expenditures of TOOL funds shall be made only in accordance with such budget, except in an emergency and then only upon the recommendation of the President and the Finance Chairman, who shall obtain confirmation of the Board as soon as practical. The President, Secretary, and Treasurer shall be on the bank signature card with two signatures required on all checks of disbursement.

SECTION 5. GRIEVANCE: The Grievance Committee shall receive and investigate all written grievances, including, but not limited to violations of the Code of Ethics and these By Laws submitted to the TOOL Headquarters. The Grievance committee shall recommend the disposition of all grievances within the best interests of the members and the TOOL. The Grievance Committee shall report its findings in writing to all parties of the grievance and may recommend to the Board appropriate corrective or disciplinary action.

SECTION 6. LEGISLATIVE: The Legislative Committee shall monitor all federal and state legislative activity and regulations that will specifically affect locksmiths and the security industry, in general. The Legislative committee may, with the approval of the Board organize such activities as it may find advisable in support of or in opposition to specific proposed legislation and may cooperate with similar efforts of other locksmith and allied organizations. The Legislative Committee shall also receive recommendations for and, at its discretion, prepare amendments to these Bylaws or the Rules.

SECTION 7. MEMBERSHIP: The Membership Committee shall inquire into the qualifications of all applicants for membership as prescribed in Article III of these Bvlaws and make its recommendations to the Board. The Membership Committee shall also explore and recommend programs and materials for new member recruiting.

SECTION 8. PUBLIC RELATIONS: The Public Relations committee shall explore and develop methods of promoting the interests of the TOOL to the industry and the consumer.

SECTION 9. NOMINATING COMMITTEE: The Nominating Committee shall be composed of one Active Member from each region appointed by the Board immediately after the Annual Meeting. The committee shall submit a list of qualified candidates for office it proposes to the Secretary as required in Article V, Section 3 and at the next Annual Meeting present the names of

these nominees to the membership.

SECTION 10. SPECIAL COMMITTEES: The President or the Board may appoint special committees from time to time as they may find advisable.

SECTION 11. VACANCY: In the event of a vacancy in any committee, the authority having the authority to appoint the committee also has the power to fill the vacancy.

SECTION 12. CONTROL: All committees are subject to the control of the authority appointing them. The power to appoint also includes the power to remove. All committees shall report to the Board as the Board may require and shall report to the membership at the Annual Meeting.

ARTICLE IX - AMENDMENTS

AMENDMENTS: Amendments to these Bylaws may be proposed in writing by any Charter, Active, or Life member to the Legislative Committee who shall give its recommendation to the Board. The Board shall then decide whether to propose the amendment to the membership. If the action of the Board is not favorable, the amendment shall be proposed to the membership upon the written demand of twenty five percent (25%) of the Charter Active, and Life members. Any proposed amendment that is to be considered at the Annual Meeting or any Special meeting shall be included in full in the announcement of such meeting. The amendment shall take effect upon the approval of two-thirds (2/3) or 25, whichever is greater, of the qualified voters present, in person and the adjournment of the meeting.

ARTICLE X - DISSOLUTION

DISSOLUTION: The TOOL shall use its funds only to accomplish the objects and purposes specified in these Bylaws and no part of said funds shall be distributed to the members of the TOOL. On dissolution of the TOOL any funds remaining after satisfying all legal obligations of the TOOL shall be distributed to one or more regularly organized and qualified organizations with like goals and meeting the requirements of a 501C corporation as defined by the United States Tax Code and selected by the Board.