

By-Laws

Professional Associated Locksmiths of Arizona, Inc.

Revised September 8, 2018



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Realizing that there is benefit to a policy of cooperation and education, we the members of the Professional Association of Locksmiths of Arizona, Inc., do hereby associate ourselves together and pledge ourselves to full cooperation with one another and for the benefit of all its members.

Article I – Organization Name and Objective

Section 1: The name of this organization shall be Professional Associated Locksmiths of Arizona, Inc. referred to in these by-laws as Professional Locksmiths of Arizona or PAL.

Section 2: Professional Associated Locksmiths of Arizona objectives.

- 2.1. To provide educational opportunities to all of its members including, but not limited to: seminars, classes, videos, etc.
- 2.2. To encourage, promote, aid in and effect the voluntary interchange among its members and other locksmith associations, data, information experience, ideas, knowledge, methods, techniques and job leads related to the field of locksmithing.
- 2.3. To expand the knowledge and position of those engaged in installing and securing security hardware in all of its forms, (physical, electronic, automotive, etc.), with the purpose of establishing a standard for membership qualifications.
- 2.4. To establish a uniform code of ethics and to promote and maintain a friendly cooperation among all locksmiths that have a desire to advance their mutual interests.
- 2.5. To conduct trade promotion activities to the public.

Section 3: Each member of the Professional Associated Locksmiths of Arizona by his or her acceptance and continued membership therein, shall be deemed to have subscribed and will continue to subscribe to the following locksmith code of ethics. Abiding by the PAL code of ethics is the responsibility of each member.

- 3.1. In the pursuit of his or her professional career as a locksmith, each member will do so in a spirit of fairness to his or her clients. Members will also demonstrate high levels of personal honor and professionalism.
- 3.2. Each member will properly and impartially analyze all security problems receiving his or her attention and provide the best possible solution for the protection of his or her client's best interest.
- 3.3. Each member will conduct themselves in a dignified manner, and avoid using improper or questionable methods of soliciting professional work.
- 3.4. Each member will refrain from associating themselves with or allowing the use of his or her name by any enterprise of questionable character or in any manner that could be considered misrepresentation.



- 3.5. Each member will cooperate in advancing the best interest of the locksmithing industry and the interchange of general information and experience of his or her fellow locksmiths.
- 3.6. Each member will encourage and promote loyalty for their craft and interest themselves in the public welfare always ready to apply his or her special knowledge, skills and training for the use and betterment of the craft.

Article II – Membership

Section 1: Qualifications - Each member will meet the following qualifications:

- 1.1. To be eligible for Active, Apprentice or Associate membership, in the Professional Locksmiths of Arizona, individuals must be at least sixteen (16) years of age or older and have been actively engaged in supplying, servicing or installing locks, keys or other related lines of the security industry for no less than six (6) months or 180 days.
- 1.2. To be eligible for Auxiliary membership, in the Professional Locksmiths of Arizona, individuals must be at least sixteen (16) years of age or older and are not working as a locksmith, but rather is directly employed by or support a locksmith or are the spouse of a locksmith.

Section 2: Member Classifications - The following membership classifications and terms exist in the Professional Locksmiths of Arizona:

- 2.1. **Active Members** – Must be at least sixteen (16) years of age or older, have a minimum of two (2) years of experience working as a locksmith. Active member's primary professional time and the majority of their income shall be derived from the active servicing or installing of locks, making keys, or other security industry related activities. To qualify for active member status, each member will have to provide proof of locksmith industry affiliation as outline below.
- 2.2. **Apprentice Members** - Must be at least sixteen (16) years of age or older, and have a minimum of six (6) months of experience working as or for a locksmith. Apprentice member's primary professional time and the majority of their income shall be derived from the active servicing or installing of locks, making keys, or other security industry related activities.
- 2.3. **Associate Membership** – This membership level is for anyone involved in the manufacturing, distributing, supplying or other support to the locksmith, security and industry. The Professional Associated Locksmiths of Arizona does offer special incentives to Associated Members.
- 2.4. **Auxiliary Members** – This membership level is for those individuals that are not working directly as a locksmith, but rather are employed by or in support of a locksmith or the spouse of a locksmith.



- 2.5. **Membership Transfer** – Each membership level is unique to the individual that holds it. As such, no membership is transferrable nor are the dues refundable for transferred memberships.
- 2.6. **Locksmith Industry Affiliation** – In order to be considered for Active, Apprentice or Associate membership in the Professional Associated Locksmiths of Arizona, each member must provide proof of locksmith industry experience. Proper proof is defined as providing any one (1) of the following:
 - Your employer vouching for your association with locksmithing.
 - A business license naming you and your business.
 - Membership in the Associated Locksmiths of America.
 - Membership in another accredited locksmith association.
 - Other proof as agreed upon by the membership chairperson.

Section 3: Application Fees, Dues and Fiscal Year - The following are membership policies and rules of the Professional Locksmiths of Arizona:

- 3.1. In order to be a member of the Professional Associated Locksmiths of Arizona, all perspective members must complete a membership application and all accompanying documentation then submit it/them to the membership chairperson for consideration. Each perspective member is required to pay a non-refundable \$5.00 processing fee.
- 3.2. All perspective or returning members are required to pay the entire dues amount as detailed below despite the date that the member joins. Under special circumstances, a pro-rated amount can be extended to members at the discretion of the membership chairperson.
- 3.3. **Dues Arrears or Other Indebtedness** – If a member has not paid their dues for a period of sixty (60) days and repeated efforts have been made to collect delinquent dues, the officers and board of directors will vote to terminate the member's membership. Upon notification of the board vote by the membership chairperson, the delinquent member will have thirty (30) days to pay the delinquent dues before their membership terminates.
- 3.4. **Membership Dues Due Date** – The annual membership dues are to be paid not later than October 1st of each year.
- 3.5. **Membership Dues Rates** – The following shows the dues rates:
 - **Active Membership Level** - \$40.00 per year.
 - **Apprentice Membership Level** - \$20.00 per year.
 - **Associate Membership Level** - \$60.00 per year or the extension of comparable membership benefits such as member purchase discounts.
 - **Auxiliary Membership Level** - \$20.00 per year.



- 3.6. **Fiscal Year** – The fiscal year for the Professional Associated Locksmiths of Arizona begins on October 1st and ends on September 30th of each year.

Section 4: Penalties - The following member penalties apply to membership in the Professional Associated Locksmiths of Arizona:

- 4.1. Any member may have their membership suspended or be expelled by the majority vote of all members present at a regular PAL meeting.
- 4.2. No member shall be suspended or expelled unless the one or more of the following conditions associated with their membership exist:
- The member is delinquent in the payment of his or her dues (Article II, Section 3.3).
 - The member has violated the Professional Associated Locksmiths of Arizona code of ethics (Article I, Section 3).
 - The member has engaged in conduct considered prejudicial (harmful to others), that is not in the best interest of the locksmith industry or the Professional Associated Locksmiths of Arizona.
- 4.3. Any member who is either suspended or expelled from the Professional Associated Locksmiths of Arizona may be reinstated following a majority vote of all members present at a regular PAL meeting and after they follow the steps outlined in Article 2, Section 3.

Article III – Officers

Section 1: Officers and Board Members – All officers and board members are elected during a regular meeting held in September of each year. The officers of the Professional Associated Locksmiths of Arizona shall consist of: a President, a Vice President, a Secretary, a Treasurer, a Sergeant at Arms and a Past President (a non-elected position). Each officer will be considered a member of the PAL board of directors and there shall be three (3) elected directors.

All elected officers and board members will take their positions after being elected by a majority vote of the Professional Associated Locksmiths of Arizona membership. The officers and board members will take their positions at the October meeting following the elections.

Section 2: Term of Office – The following rules apply to the terms of officers and board members:

- 2.1. All officers and board members are elected during a regular meeting held in September of each year.
- 2.2. Each officer and board member position is for a period of one year.
- 2.3. Officer and board members may serve two (2) consecutive terms of office.



2.4. Unless otherwise agreed upon by a vote of the membership, each elected officer or board member must wait for one (1) year before they can run for office again after serving two (2) consecutive terms.

2.5. If an officer or board member resigns, a replacement can be appointed by the remaining officers and board members by a majority of votes. The appointed officer will serve the remaining term of the resigning officer or board member.

Section 3: Qualifications – Every member who wishes to run for an officer or board member position within the Professional Associated Locksmiths of Arizona, must be a member in good standing and have paid their dues for one (1) year prior to running for a position.

Section 4: Officer Duties – Each officer or board member will have the following duties and responsibilities:

4.1. **President** – The President shall preside of all meetings of the Professional Associated Locksmiths of Arizona including regular, special and board of director meetings. The president will also:

- Ensure that all members adhere to the Bylaws.
- Be an authorized signatory on bank accounts.
- If required, prepare and submit a balanced budget for approval by the board of directors.
- Nominate chairpersons to all committees.
- Serve as an ex officio member of all standing and special committees.
- Perform such other duties as directed by the board of directors, or as may be incident to his or her office.

4.2. **Vice President** – The Vice President shall assist the president and in the absence of the president, perform the duties of the president. The vice president will also perform such other duties as directed by the board of directors, or as may be incident to his or her office.

4.3. **Past President** – The Past President shall have the following responsibilities:

- Act as advisor to the current president.
- Perform such other duties as directed by the board of directors, or as may be incident to his or her office.

4.4. **Secretary** – The duties of the Secretary shall be:

- Recording all proceedings of all meetings (regular, special, board of director).
- Notifying the membership of meeting at least fourteen (14) days prior to the meeting dates.
- Distribute copies of all meeting minutes and agendas at regular, special and board of director meetings.



- Provide the webmaster with digital copies of all approved meeting minutes and agendas.
- Be the custodian of historical records
- Perform such other duties as directed by the board of directors, or as may be incident to his or her office.

4.5. Treasurer – The duties of the Treasurer shall be:

- Oversee all Professional Associated Locksmiths of Arizona monetary accounts.
- Maintain a financial record keeping system.
- Provide a financial report at every meeting or when requested to do so.
- Provide a yearly financial report at the October regular meeting.
- Perform such other duties as directed by the board of directors, or as may be incident to his or her office.

4.6. Sergeant at Arms – The duties of the Sergeant at Arms shall be:

- Be responsible for the set-up and arrangements of the meeting space for all meetings (regular, special and board of director).
- Act as parliamentarian to make certain that meetings are conducted according to the bylaws and Roberts Rules of Order (http://toastmasters.arizona.edu/sites/toastmasters/files/roberts_rules_0.pdf)
- Plan, coordinate and execute all special events.
- Act as guardian of law and order at all meetings and events (regular, special and board of director).
- Perform such other duties as directed by the board of directors, or as may be incident to his or her office.

4.7. Webmaster – The Webmaster has the following responsibilities:

- Create and maintain the PAL website (www.palofaz.com).
- Post items of interest on the website.
- Promote the association through social media channels.

4.8. Board of Directors – The Professional Associated Locksmiths of Arizona board of directors shall consist of and be governed by the following:

- All officers shall be considered board members.
- Members of the board of directors not serving in officer positions, shall consist of three (3) members.
- In the event of a vacancy, a director may be appointed by majority vote of the officers and the board of directors to serve out the term of the member that resigned.



Article IV – Meetings and Voting

Section 1: Meetings – At any regular or special meeting, the bylaws and Roberts Rules of Order (http://toastmasters.arizona.edu/sites/toastmasters/files/roberts_rules_0.pdf) shall be followed. The following rules govern meetings of the Professional Associated Locksmiths of Arizona:

- 1.1. **Regular Meetings** - There shall be regular meetings of the Professional Associated Locksmiths of Arizona whose dates and times shall be agreed upon by the officers and board of directors. The location of the meetings will be announced two (2) weeks prior to the meeting date by the secretary. The meeting space arrangements are the responsibility of the sergeant at arms. Each member in good standing shall be entitled to attend regular meetings provided that their dues are not in default.
- 1.2. **Special Meetings** – Special meetings may be called by the president, subject to the approval of the officers and board of directors. Each member in good standing shall be entitled to attend special meetings provided that their dues are not in the arrears. Special meetings may be in addition to or the replacement for regular meetings.
- 1.3. **Order of Business** – At any regular or special meeting the order of business shall be:
 - Reading and acceptance of the Minutes from the previous regular, special or board of directors meetings.
 - Committee, Chairperson or Position Reports
 - Financial
 - Membership
 - Webmaster
 - Training
 - Old Business
 - New Business
 - Member Open Forum
 - Educational Session as scheduled by the Education Committee

Section 2: Voting – The following applies to voting within the Professional Associated Locksmiths of Arizona:

- 2.1. Each active, apprentice and auxiliary member of the Professional Associated Locksmiths of Arizona not in default of their dues payment, may cast one (1) vote in officer and board elections.
- 2.2. Each active, apprentice and auxiliary member of the Professional Associated Locksmiths of Arizona not in default of their dues payment, may cast one (1) vote when called for during regular and special meetings.



- 2.3. A quorum is defined as a 10% majority of all active, apprentice and auxiliary member of the Professional Associated Locksmiths of Arizona not in default of their dues payment at any regular or special meeting.

Section 3: Committees – Each officer or board member will have the following duties and responsibilities:

3.1. **Standing Committees** – The Professional Associated Locksmiths of Arizona shall have the following committees:

- **Membership** – The purpose of this committee is to maintain membership records and verify eligibility of perspective members. The eligibility of perspective members is governed by the rules set for in this Article II of this document. This committee will consist of at the minimum, a committee chairperson and as many members as the chairperson deems necessary to fulfil the committee’s function.
- **Education** – The purpose of this committee is to provide educational opportunities at all regular and special meetings. The committee can also conduct training courses outside of normal meetings. This committee will consist of at the minimum, a committee chairperson and as many members as the chairperson deems necessary to fulfil the committee’s function.
- **Website/Public Relations** - The purpose of this committee is to maintain the association’s website and social media presence to insure a good relationship with both locksmiths and the public in general. This committee will consist of at the minimum, a committee chairperson and as many members as the chairperson deems necessary to fulfil the committee’s function.

3.2. **Special Committees** – Other committees shall be formed as the needs arise.

3.3. **Committee Control** – Committee chairpersons will be in charge of all committees within the association. The chairperson is nominated by the President and appointed by a majority vote of the officers and board members.

Article V – Bylaws Interpretation and Construction

Section 1: All question of interpretation or construction of these bylaws shall be decided by a majority vote of the all active, apprentice and auxiliary member of the Professional Associated Locksmiths of Arizona not in default of their dues payment at any regular or special meeting.

Section 2: Unless otherwise provided in these bylaws, Roberts Rules of Order (http://toastmasters.arizona.edu/sites/toastmasters/files/roberts_rules_0.pdf), shall prevail at all regular, special and board meetings.



Article VI – Amendments

Section 3: These bylaws can be modified or changed by the affirmative vote of a majority of all active, apprentice and auxiliary member of the Professional Associated Locksmiths of Arizona not in default of their dues payment at any regular or special meeting.

Article VII – Officer, Board Member and Membership Indemnification and Hold Harmless

Section 1: Indemnification - The association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or member of the Professional Associated Locksmiths of Arizona against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Professional Associated Locksmiths of Arizona and the indemnified officers, directors, and members. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or member under this Article shall apply to such officer, director, or member with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 2: Hold Harmless Agreement – Each member of the Professional Associated Locksmiths of Arizona agrees to hold harmless the association, the officers and the board of directors, as a result of their participation in any meeting, event, training session or other activity. Each

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member agrees that they will be responsible for their own safety and wellbeing at any meeting, event, training or other activity and that they will not bring legal action against any Professional Associated Locksmiths of Arizona officer, board member or other member unless unlawful conditions exist.



Acceptance of the Bylaws

I _____ as a condition to my membership in the Professional Associated Locksmiths of Arizona, agree to abide by and follow the bylaws as stated. I understand that my failure to follow and abide by the bylaws could result in my removal from the association.

Name

Date