

BYLAWS

of

THE GREATER PHILADELPHIA LOCKSMITH'S ASSOCIATION

Revised – June 4, 2018

ARTICLE I - NAME

This corporation shall be known as “THE GREATER PHILADELPHIA LOCKSMITH’S ASSOCIATION”, hereafter called the “ASSOCIATION”.

ARTICLE II - PURPOSE

SECTION A

To inspire public confidence and reliance upon the locksmith craft by educating the public and public officials in security improvement and enhancement.

SECTION B

To exchange technical information and data with other members of the ASSOCIATION.

SECTION C

To render to its members reasonable assistance in order to improve service to and the security of the public.

ARTICLE III - MEMBERSHIP

Current members of the ASSOCIATION will retain their status unchanged as reflected by the bylaws in effect at the time that they joined the ASSOCIATION. Any member, current or future, may, at their option, apply to qualify for any of the following types of membership, subject to the conditions contained herein.

SECTION A – MEMBERSHIP STATUS

1. **ACTIVE MEMBER:** Any individual of good character; who is at least twenty one (21) years of age; is currently and has been lawfully engaged in providing locksmith services for a period of not less than two (2) years; and can qualify under the rules and regulations in effect at the time of application. Such members shall have full rights as enumerated in these Bylaws after serving a probationary period not to exceed six (6) months. Such membership shall be renewable yearly provided the individual remains employed in the security industry.
2. **APPRENTICE MEMBER:** Any individual of good character; who is at least eighteen (18) years of age; who has graduated from an accredited locksmith school or course and/or is employed by a security service company; and can qualify under the rules and regulations in effect at the time of application. Such member shall have no right to advertise, vote or hold office and may stay in this category for a period not longer than three (3) years, provided the individual remains employed in the security industry.

3. **ASSOCIATE MEMBER:** Any individual of good character; who is at least twenty one (21) years of age and who is employed as a representative of a company engaged in supplying or manufacturing security hardware. Such membership shall be renewable yearly provided the individual remains employed in the security industry. Such members may advertise as an associate member after a six (6) month probationary period and have full rights as enumerated in these Bylaws after a period of three (3) years from the date joined.
4. **CORPORATE MEMBER:** Any corporation or company engaged in supplying or manufacturing products or services to or for the security industry. Such membership shall be renewable yearly and members may advertise as a corporate member. Membership benefits are enumerated in the Standing Rules.
5. **LIFE MEMBER:** Any member, who has been a member of the ASSOCIATION for a minimum of twenty (20) years and is, at the time of application, a member of the ASSOCIATION is eligible to apply for this status. Such member shall be entitled to receive the ASSOCIATION Newsletter and to attend meetings, but shall have no right to vote, hold office or advertise ASSOCIATION membership. Such member may, upon payment of dues for the balance of the then current year, return to the last held membership status.
6. **INACTIVE MEMBER:** Any member in good standing who has been a member for a minimum of ten (10) years, and who for reasons acceptable to the BOARD OF DIRECTORS, shall desire to withdraw from active membership to an inactive status, may be permitted to do so by the BOARD OF DIRECTORS providing such member is not in arrears in payment of dues or fees. Upon payment of dues for the balance of the then current year, and with permission of the BOARD OF DIRECTORS, an INACTIVE MEMBER may be reinstated to the last membership status held. An INACTIVE MEMBER shall have no rights other than reinstatement. In the event permission for reinstatement is not given, the INACTIVE MEMBER shall be required to apply for membership under the provisions of Article III, Section B.
7. **SHOP MEMBER:** Any individual of good character; who is at least eighteen (18) years of age; who is employed by a security service company that is owned by an ACTIVE MEMBER of GPLA in good standing; or is employed by an institutional lock shop and is under the immediate supervision of an ACTIVE MEMBER of GPLA in good standing, and can qualify under the rules and regulations in effect at the time of application. Such member shall have no right to advertise, vote or hold office, and may stay in this category only for so long as they remain employed by an ACTIVE MEMBER of GPLA in good standing.

SECTION B – MEMBERSHIP QUALIFICATIONS

1. **ACTIVE MEMBER:** In addition to ARTICLE III, SECTION A, SUBSECTION 1, applicant must show proof of satisfactory completion of five (5) trade related or factory certification courses. In lieu of this, applicant, with good cause, may request a waiver from the Board of Directors. Good cause may be, but is not restricted to: Membership in another recognized Association or Certification by a national testing procedure (such as ALOA or SAVTA PRP). Applicant must have one (1) member reference.
 - a. With the exception of no more than two (2) classes, training courses must be strictly related to safes and locks and the practice thereof.
2. **APPRENTICE MEMBER:** In addition to ARTICLE III, SECTION A, SUBSECTION 2, applicant must have one (1) member reference.
3. **Associate MEMBER:** In addition to ARTICLE III, SECTION A, SUBSECTION 3, applicant must have one (1) member reference.
4. **SHOP MEMBER:** In addition to ARTICLE III, SECTION A, SUBSECTION 7, applicant must be sponsored by the ACTIVE MEMBER of GPLA who is their employer or in the case of an institutional lock shop, the ACTIVE MEMBER of GPLA who is their immediate supervisor.

SECTION C – MEMBERSHIP APPLICATION PROCEDURES

1. The applicant must attend a GPLA membership meeting as a sponsored guest, after which applicant may request an application from the MEMBERSHIP CHAIRMAN, any OFFICER or DIRECTOR or download from GPLA Website at gpla.org.
2. The completed application and appropriate initiation fee, as specified in the STANDING RULES, must be returned to the MEMBERSHIP COMMITTEE CHAIRMAN or any OFFICER or DIRECTOR. Upon acceptance of the applicant, an invoice for prorated dues for the remainder of the year (from date of member acceptance) will be presented to each new member (excluding Shop Member) and must be paid by the following meeting.
3. The MEMBERSHIP COMMITTEE will verify whether the qualifications under ARTICLE III, SECTIONS A and B are met as well as any additional qualifications listed in the STANDING RULES.
4. The MEMBERSHIP COMMITTEE CHAIRMAN will report to the BOARD OF DIRECTORS the results of the MEMBERSHIP COMMITTEE findings, with only BOARD OF DIRECTORS present.
5. Applicants, after submitting their application and receiving notification of completion of review by the BOARD, must attend two (2) of the next four (4) general meetings. After attending the second meeting, the applicant's name will be published in the Newsletter as being voted on for membership at the next general meeting. Applicants will not be permitted to attend that meeting.
6. The MEMBERSHIP COMMITTEE CHAIRMAN will report the findings of the Application Review to the membership.

7. Applicants will be voted on by the general membership by secret paper ballot. An affirmative vote of two-thirds (2/3) of the members present is required to approve an applicant for membership. To insure the secrecy of voting members, the PRESIDENT will appoint an OFFICER or MEMBER OF THE BOARD OF DIRECTORS and two (2) members in good standing to act as ballot counters.
8. Accepted members will serve up to a six (6) month probationary period, during which the BOARD OF DIRECTORS will determine whether the new member will be an asset to the ASSOCIATION. At any time during the probationary period, the BOARD OF DIRECTORS may terminate the probationary period and grant full membership privileges or terminate such membership. During said probation period, no decals or other form of advertising of ASSOCIATION membership is allowed.

ARTICLE IV - MEETINGS

SECTION A – REGULAR MEETINGS

Regular meetings of the ASSOCIATION members shall be held the third Monday of each month. Meeting dates may be cancelled at the discretion of the PRESIDENT or THE BOARD OF DIRECTORS

SECTION B – SPECIAL MEETINGS

Special meetings of the ASSOCIATION may be called at the direction of the PRESIDENT or upon written request presented to the PRESIDENT by ten (10) members in good standing having the right to vote. Ten (10) days written notice of any special meeting shall be sent by the CORRESPONDING SECRETARY to the members. Only the business set forth in the notice may be transacted at such special meeting.

SECTION C – QUORUM

Sixteen (16) members having the right to vote shall constitute a quorum for transaction of business at any membership meeting. Any legal motion supported by a majority of the members present and voting thereon, shall be deemed carried.

1. If the Quorum is not met at any membership meeting, at the following meeting, and only at the immediately following meeting, eleven (11) members having the right to vote shall constitute a quorum for transaction of business at that meeting. Notice of this meeting shall be published in the GPLA Newsletter prior to said meeting. Any legal motion supported by a majority of the members present and voting thereon, shall be deemed carried.

SECTION D – BOARD OF DIRECTORS MEETINGS

The BOARD OF DIRECTORS shall meet at least once every three (3) months from September to June inclusive, at a time and place designated by the CHAIRMAN. At least five (5) days notice of the time and place of the meeting shall be given. Six (6) BOARD MEMBERS shall constitute a quorum for the transaction of business. Except as may be otherwise provided by the BYLAWS, any motion supported by at least a majority of the MEMBERS OF THE BOARD present and voting thereon shall be deemed carried.

ARTICLE V - OFFICERS

SECTION A – ROW OFFICERS

ROW OFFICERS of the ASSOCIATION shall consist of PRESIDENT, VICE PRESIDENT, CORRESPONDING SECRETARY, RECORDING SECRETARY AND SERGEANT AT ARMS. Upon leaving office, each officer shall deliver to his successor all books, papers and other articles pertaining to such office.

SECTION B

1. **PRESIDENT:** The PRESIDENT shall be the Chief Executive Officer of the ASSOCIATION. The PRESIDENT shall preside over all meetings of the membership and see that all orders of the BOARD OF DIRECTORS are carried into effect. The PRESIDENT, or PRESIDENTIAL DESIGNEE, shall, in the name of the ASSOCIATION, execute all bonds, mortgages, contracts and other instruments when authorized by the BOARD OF DIRECTORS. The PRESIDENT shall appoint all heads of committees and fill vacancies and approve the committee members appointed by the head of the committee. The PRESIDENT shall be an ex-officio member of all committees without right of vote and shall not vote at any meeting of the membership except in the event of a tie vote of the members on any question. The PRESIDENT shall appoint, not later than the first day of January each year, an AUDITING COMMITTEE to audit the books and records of the ASSOCIATION. The AUDITING COMMITTEE shall submit a written report to the BOARD OF DIRECTORS not later than the March BOARD meeting. In the event that the March meeting is canceled, the report will be presented at the following BOARD meeting.
2. **VICE PRESIDENT:** The VICE PRESIDENT shall, in the temporary absence of the PRESIDENT, exercise the powers and perform the duties of the PRESIDENT, and shall perform such other duties as shall from time to time be specified by the BOARD OF DIRECTORS or the PRESIDENT.
3. **CORRESPONDING SECRETARY:** The CORRESPONDING SECRETARY shall attend to all correspondence of the ASSOCIATION and shall be responsible for all other papers, documents and records (written or electronic) of the ASSOCIATION, except as otherwise provided by these bylaws. The CORRESPONDING SECRETARY shall have charge of the corporate seal and shall affix said seal to such instruments that require same. The CORRESPONDING SECRETARY shall send notices of special membership meetings to the members.
4. **RECORDING SECRETARY:** The RECORDING SECRETARY shall maintain and record the minutes of all meetings of the membership and of the BOARD OF DIRECTORS. The RECORDING SECRETARY shall maintain an index of all resolutions passed at such meetings. The RECORDING SECRETARY shall send a copy of the minutes to the PRESIDENT, CHAIRMAN and MEMBERS OF THE BOARD OF DIRECTORS.

5. SERGEANT AT ARMS: The SERGEANT AT ARMS shall be responsible for maintaining order at all meetings and shall make the necessary arrangements for proper seating of members and guests at meetings. The SERGEANT AT ARMS shall see that the flag of the UNITED STATES is uncovered prior to the start of each meeting and that it is properly covered after the close of the meeting. The SERGEANT AT ARMS shall carry out other instructions, which the PRESIDENT may from time to time issue pertaining to the proper conduct of any and all meetings.

SECTION C – VACANCIES

In the event any office shall become vacant, the BOARD OF DIRECTORS shall within one month of learning of such vacancy, chose a successor to hold office for the balance of the term in which the vacancy occurred.

SECTION D – TERMS OF OFFICE

No OFFICER shall be eligible to serve in the same office for consecutive terms. Row Office terms are two years in duration.

SECTION E – CHAIN OF COMMAND

In the event of the temporary absence of the PRESIDENT and VICE PRESIDENT, the duties of the PRESIDENT shall be exercised by one of the following officers listed, in order of precedence: CORRESPONDING SECRETARY, RECORDING SECRETARY, and SERGEANT AT ARMS.

ARTICLE VI – BOARD OF DIRECTORS

SECTION A

The BOARD OF DIRECTORS shall consist of the five (5) elected OFFICERS, six (6) elected DIRECTORS, the BOARD appointed position of TREASURER, and up to two appointed ALTERNATIVES. The MEMBERS OF THE BOARD shall choose a CHAIRMAN of the BOARD from the six (6) elected DIRECTORS at their meeting following installation. The CHAIRMAN shall preside over all meetings of the BOARD OF DIRECTORS and shall send notice of said meetings to all BOARD MEMBERS, heads of committees and other interested persons. The CHAIRMAN, with concurrence of the BOARD, may appoint up to two (2) ALTERNATIVE BOARD MEMBERS, who shall attend BOARD meetings and may participate in BOARD discussions but will have no BOARD voting privileges.

SECTION B

The BOARD OF DIRECTORS shall manage the business of this ASSOCIATION.

1. The BOARD OF DIRECTORS shall have supervision of the operating fund, the building fund and other property of the ASSOCIATION. The BOARD shall have full power to authorize the performance of acts to carry out the objectives and purposes of the ASSOCIATION.
2. The monies contained in the building fund are to be under the safe keeping of the BOARD OF DIRECTORS and deposited in an account in the ASSOCIATION'S name separate from all other funds of the ASSOCIATION. Funds may be transferred from the operating fund to the building fund of the ASSOCIATION by a majority vote of eligible members present at any regular membership meeting. Monies may be dispersed from the building fund for any suitable purpose by the following procedure:
 - (a) Notice of the proposed disbursement, setting forth the purpose thereof, shall be sent to each voting member at least ten (10) days before any meeting.
 - (b) A written authorization stating the purpose of the disbursement must be signed by two-thirds (2/3) or more of the voting membership in attendance at the meeting designated in (a) above.
 - (c) A Quorum must be present at the designated meeting and written proxies from absent members will be included in the tabulation. Disbursements from the building fund shall be signed by any two (2) of the following: PRESIDENT, VICE PRESIDENT, TREASURER or CHAIRMAN OF THE BOARD OF DIRECTORS.

SECTION C

In the event of absence or inability to serve of any OFFICER or DIRECTOR for a period of three (3) months, the BOARD OF DIRECTORS may declare a vacancy. This minimum period shall not apply in cases of death, resignation, removal or ineligibility to hold office.

SECTION D

The BOARD OF DIRECTORS shall have the power to discipline any OFFICER, DIRECTOR or other MEMBER against whom charges have been preferred before the BOARD. No OFFICER, DIRECTOR or other MEMBER shall be removed from office or subjected to discipline until a fair and impartial hearing before the BOARD is granted and a majority vote to discipline or remove is obtained. Disciplinary measures will be at the discretion of the BOARD OF DIRECTORS and may include removal from office (if applicable) and/or expulsion and deprivation of membership in the ASSOCIATION

SECTION E – TERMS OF OFFICE

Directors shall be eligible to serve consecutive terms. DIRECTOR terms are two years in duration.

SECTION F

The BOARD OF DIRECTORS shall appoint a TREASURER. This appointment, for a two (2) year term, is to be made at the BOARD OF DIRECTORS meeting in September in an election year. At the discretion of the BOARD, the TREASURER may serve consecutive terms. The TREASURER shall have full rights and privileges of a MEMBER OF THE BOARD OF DIRECTORS and the following responsibilities:

1. The TREASURER shall have charge of all funds of the ASSOCIATION and shall keep full and accurate accounts of the receipts and disbursements in books of the ASSOCIATION.
2. The TREASURER shall deposit all monies of the ASSOCIATION in such banks and depositories as may be prescribed by the BOARD OF DIRECTORS.
3. Disbursement of ASSOCIATION funds, as ordered by the BOARD OF DIRECTORS, shall be by checks signed by the TREASURER and counter signed by the PRESIDENT, VICE PRESIDENT or CHAIRMAN OF THE BOARD OF DIRECTORS.
4. Disbursements of a repetitive nature along with those not exceeding an amount approved by the BOARD OF DIRECTORS will be listed in the STANDING RULES and shall not require pre-authorization by the BOARD OF DIRECTORS and checks for same may be signed and issued by the TREASURER.
5. The TREASURER shall render an account of the transactions and of financial condition of the ASSOCIATION to the BOARD OF DIRECTORS and membership at each respective meeting.
6. The TREASURER will keep an account for each member of the ASSOCIATION and shall record all dues and fees paid to the ASSOCIATION.
7. The TREASURER shall notify, by phone or mail, all members who are in arrears of dues and/or other fees. This notification will be made on or about thirty (30) days and again on or about sixty (60) days, after delinquency occurs and if still in arrears. After dues and/or fees are sixty (60) days in arrears, a late fee of ten dollars (\$10.00) shall be assessed to the member. If member's dues and/or fees are not paid within ninety (90) days, unless excused by the BOARD OF DIRECTORS, the TREASURER shall drop the member from the roles of the ASSOCIATION and report such action to the BOARD OF DIRECTORS.

SECTION G – VACANCIES

In the event of a vacancy on the BOARD OF DIRECTORS, the BOARD OF DIRECTORS shall within one month of learning of such vacancy, chose a successor to hold office for the balance of the term in which the vacancy occurred.

ARTICLE VII - ELECTIONS

SECTION A

The PRESIDENT shall appoint a nominating committee, consisting of at least three (3) members, no later than August in each election year. The nominating committee shall select one or more nominees for each of five (5) row offices and a minimum of six (6) nominees for the BOARD OF DIRECTORS. The committee will make its written report to the PRESIDENT during the regular meetings of the membership in September and October. Additional nominations may be made from the floor at either of these meetings. The selected nominees shall be posted in the GPLA Newsletter in both October and November.

SECTION B

Any member in good standing who has been a member of the ASSOCIATION for at least one (1) year shall be eligible for nomination. Nomination for PRESIDENT and VICE PRESIDENT shall further require the nominee to have previously held a row office of the ASSOCIATION for at least one (1) term, or have served as a BOARD MEMBER for one (1) term. This qualification for PRESIDENT and VICE PRESIDENT will also be deemed met if the member is currently serving their first term as an elected OFFICER or BOARD MEMBER and their term expires when the newly elected PRESIDENT and VICE PRESIDENT are installed under SECTION E of this ARTICLE.

SECTION C

Elections, by secret ballot, shall be conducted at the regular meeting in November. Nominations from the floor shall not be accepted at this meeting. Each eligible member present shall cast one vote for each OFFICER position to be filled. In electing OFFICERS, the nominee receiving the largest number of votes cast for the office for which the nominee is running, shall be deemed elected. Nominees for elective office, who were not elected to said office, shall be deemed additional nominees for the position of DIRECTOR. The six (6) nominees for the BOARD OF DIRECTORS receiving the largest number of votes shall be deemed elected to the BOARD OF DIRECTORS. Each eligible member present shall be entitled to vote for six (6) directors.

SECTION D

The PRESIDENT shall appoint three (3) tellers who shall distribute, collect and count the ballots and immediately announce the results of the election to the membership. The tellers shall submit a written summarization to the RECORDING SECRETARY for insertion into the minutes of the meeting. All ballots shall be turned over to the CORRESPONDING SECRETARY.

SECTION E

The OFFICERS and DIRECTORS shall be installed at the beginning of the January meeting. The terms of the OFFICERS and DIRECTORS shall be two years.

SECTION F

In the event that any of the meeting dates specified in the preceding sections are cancelled, the required action will take place at the following meeting.

ARTICLE VIII - DUES AND FEES

SECTION A

The BOARD OF DIRECTORS shall determine dues and fees of the ASSOCIATION. Membership dues, as listed in the STANDING RULES, are payable on or before January 1st of each year.

ARTICLE IX – PARLIAMENTARY AUTHORITY

The rules contained in the *Robert's Rules of Order, Newly Revised 10th Edition* shall govern the ASSOCIATION in all cases where they are not inconsistent with these bylaws and any special rules of order the ASSOCIATION may adopt.

ARTICLE X - AMENDMENT OF THE BYLAWS

Any member in good standing may propose a BYLAW change by submitting a written copy of the proposed change to the BYLAWS COMMITTEE. The BYLAWS COMMITTEE will review the proposed change and issue a written amendment to be published in two consecutive NEWSLETTERS. If any proposed amendment is too large to be published in the NEWSLETTER, a copy of the proposed amendment will be distributed to each member and notice of distribution will be published in the NEWSLETTER in two consecutive issues. The proposed amendment will be voted on at the first regular membership meeting that follows the distribution of the second NEWSLETTER containing the written amendment or notice. Any amendment receiving two-thirds of the votes of the members present shall be adopted.

ARTICLE XI - AMENDMENT OF THE STANDING RULES

Any member in good standing may propose a STANDING RULES amendment by making a motion to do so at any legal meeting of the BOARD OF DIRECTORS or MEMBERSHIP. Any amendment receiving a majority of the legal votes of the members present shall be adopted. If the amendment is presented and approved at a BOARD meeting, notification must be given to the MEMBERSHIP at the next MEMBERSHIP meeting following approval.