

Adopted by the membership, December 07, 2012, at the Special Membership Meeting, held in Dallas TX.

BYLAWS OF
ALOA SECURITY PROFESSIONALS ASSOCIATION, INC.

ARTICLE I

NAME

The name of the corporation shall be ALOA Security Professionals Association, Inc.

ARTICLE II

NOT FOR PROFIT CORPORATE STATUS; PURPOSES

Section 1 NOT FOR PROFIT

The corporation is organized under and shall operate as a Texas not-for-profit corporation, and shall have such powers as are now or as may hereafter be granted by the Texas Not-For-Profit Corporation Law, as amended.

Section 2 Purposes

The purposes of the corporation are those set forth in its Articles of Incorporation.

ARTICLE III

MEMBERS

Section 1 Class of Members

The corporation shall have nine (9) classes of membership: Active, Probationary, Retired, Life, Allied, Associate, Honorary, International Association and Company.

- a. Active members.** Persons who have been actively engaged in the locksmith/security industry for a minimum of two (2) years and provide the following items:
 1. Character reference from a member of the corporation or local locksmith association;
 2. Character reference from two (2) locksmith/security industry related sources; and

3. Proof of employment in the locksmith/security industry.

b. Probationary members

Persons who are undergoing training to qualify as an Active member, and have not received one of ALOA's recognized program designations at the time of joining.

c. Retired Members. Persons who have been:

- a. Active members for at least fifteen (15) years, have reached the age of sixty-two (62) and have withdrawn from the active engagement in the locksmith/security industry; or
- b. Active members who have become disabled and have withdrawn from active engagement in the industry.

d. Life Members

Persons who are past Presidents of the corporation, 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.

e. Allied Members

Persons who have a position in the locksmith/security industry that relates to locksmiths, act in the best interest of the industry, will be subject to the corporation's Code of Ethics and meet the following requirements:

- a. Provide character reference from a member of the corporation or local locksmith association;
- b. Provide proof of employment in the locksmith/security industry; and
- c. Can qualify for no other class of membership.

Membership and renewal shall be approved as determined by the Board of Directors.

f. Associate Members

Firms that manufacture, distribute material or equipment, or provide services for the locksmith/security industry. Associated members shall act in the best interest of the industry and be subject to the corporation's Code of Ethics. Membership and renewal shall be approved as determined by the Board of Directors.

g. Honorary Members

Persons who have made a significant contribution to the locksmith/security 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.

h. Company Members

Companies actively involved in the locksmith/security industry that have more than one (1) employee and at least one (1) Active Member. Membership and renewal shall be approved and determined by the ALOA Board of Directors.

i. International Association

Organizations with ten (10) or more members, who are incorporated with and/or nationally recognized in any country other than the United States, and whose members are actively involved in locksmith/security industry. Membership and renewal shall be approved as determined by the ALOA Board of Directors. At least one member of the organization must be an Active Member.

j. Divisional Members

The Board of Directors may establish Divisional Memberships with membership privileges, including voting, limited to the operation and activities of the particular Division.

Section 3 Rights of Members

Only Active, Probationary, Retired, Life, Associate, Designated Company and International Association members shall have the right to vote, and each such member shall be entitled to one vote on each matter submitted to a vote of members. Only Life members and persons who have been Active or Associate representatives within the prior three (3) years are eligible to serve as Officers and Voting Directors of the corporation. An Associate member shall notify the Secretary 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. A Company Member shall notify the Secretary of its Active member employee who shall be its designated representative to vote on behalf of the Company 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 individual voting memberships. All voting members and designated Associate and Company member representatives are eligible to serve as Non-voting Directors. An International Association member shall notify the ALOA Secretary of its Active member, who shall be its designated representative to vote on behalf of the International Association member and be eligible to serve as an Officer or Director. Other members of the International Association are not eligible to vote or serve as an ALOA Officer or Director unless they hold individual Active memberships.

Section 4 Resignation

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

Section 5 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 corporation. Membership in the corporation may be terminated by action of the Board of Directors for conduct deemed detrimental to the corporation, 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 customers or 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 corporation's Code of Ethics, or any rule of the corporation.

Termination by action of the Board of Directors shall be at least a two-thirds 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 decision to the membership at the annual membership meeting. Such an appeal must be made in person, or by a representative, and the corporation must be provided with a written notice of the intent to appeal that must be received no less than 30 days prior to the annual membership meeting. Termination of membership shall not relieve a member of any outstanding obligation to the corporation.

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

Section 6 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 corporation.

ARTICLE IV

FUNDS OF THE ASSOCIATION

Section 1 Definitions and Guidelines

Funds of the Association include membership dues and assessments, convention and publication revenue, revenue from educational programs, contributions and the like. Such funds shall be maintained in one or more bank account insured by the United States Government or invested in such low risk accounts as deemed prudent by the Board of Directors. Funds may be paid out only at the direction of the Board of Directors.

Section 2 Separate Funds for Particular Purposes

The Board of Directors may establish separate funds for particular purposes or projects, such as legislative activities, litigation, consumer protection and the like. Such funds specially established by the Board of Directors shall be segregated from other funds of the Association and may be administered by a committee approved by the Board of Directors.

Section 3 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 4 Dues and Assessments

The Board of directors shall determine from time to time the amount and payment of dues and assessments.

Section 5 Use of Association Property

The Board of Directors may establish guidelines and requirements for the use or licensing of Association property, including intellectual property.

Section 5 Fiscal Year

The fiscal year of the Association shall end December 31st of each year.

ARTICLE V

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, by the Board of Directors, or by not less than ten percent (10%) of the members having voting rights. Additionally, there shall be one (1) or more yearly special meetings of the members, having voting rights, held prior to the annual membership meeting for the purpose of electing approximately one-half of the directors and officers.

Section 3 Notice of Meetings

Unless otherwise required by the 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 Secretary, 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 the lesser of one hundred (100) voting members or one-tenth of the voting members. Properly executed proxies shall be counted as meeting the quorum. 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, the Articles of Incorporation or these Bylaws.

Section 5 Proxies

A voting member may vote by proxy, provided the proxy is executed in writing by the member or the Associate member representative or his or her duly 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 VI

OFFICERS

Section 1 Officers

The officers of the corporation shall be a President and a Secretary. The offices of President and Secretary shall not be filled by the same person.

Section 2 Election and Term of Office

The officers shall be elected by the voting members for a two (2) year term with the exception of the President who will serve as a Trustee for four (4) years following his term as President. A person may serve as the President of the corporation for no more than two (2) terms which must be consecutive. Service with a predecessor corporation shall be included for purpose of this section. The Secretary may be elected for no more than three (3) consecutive terms. The President shall be elected in odd-numbered years, and the Secretary in even-numbered years at a special meeting of the members. They shall serve until their successors have been duly elected and qualified. Candidates for offices shall be nominated in accordance with policies adopted by the Board of Directors. The candidates for President and Secretary must be a sitting board member or must have served on the board within the previous three (3) years.

Section 3 Removal

Any Officer elected by the members may be removed by the members. Any Officer elected by the Board of Directors to fill a vacancy may be removed by the Board of Directors.

Any Director shall be removed from office immediately upon having his/her membership in the Association terminated.

Section 4 Vacancies

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

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. He or she may sign, with the Secretary, any deeds, mortgages, 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 By-Laws or by statute to some other officer or agent of the corporation.

Section 6 Secretary

In the absence of the President or in the event of his or her inability or refusal to act, the Secretary shall perform the duties of the President by action of the Board, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. The Secretary 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.

ARTICLE VII

BOARD OF DIRECTORS

Section 1 General Powers

The corporation shall be governed by the Board of Directors.

Section 2 Composition

The Board of Directors of the corporation shall be composed of the President, the Secretary, the Trustees, the Associate Director, the Regional Directors, the qualifying Presidents of Corporate-owned Associations or Divisions and non-voting members. Regional Directors shall represent the Northeast, Northwest, North Central, Southeast, Southwest, and South Central geographic regions of the United States and adjoining Canada, along with International Regions.

If a new Region is to be created, it must maintain a minimum of three hundred (300) Active members for a period of two (2) consecutive years and petition the board. The board will then rule on the new Region. If any Region drops below three hundred (300) Active members, that Region will have two (2) years to regain the required three hundred (300) Active members. If a region fails to meet the minimum membership requirement after two consecutive years, no director shall be elected from that region until the required membership level is again sustained for two (2) consecutive years. In the event that a corporate owned association's membership falls below 300 members for two (2) consecutive years, the director representing such corporate owned association shall be a non-voting member of the Board of Directors until such time as the membership in the corporate owned association is sustained at the required level for two (2) consecutive years.

The geographic area, which makes up a Director's Region, may be renamed, redefined, or reconfigured by a 2/3 majority vote of the Board of Directors. All Directors shall be elected on a Regional basis. Each member shall be deemed to be from the Region where the member has listed his or her business address with the corporation, except Associate members shall be deemed members of the Associate Region. A voting member may vote only for a Director representing his or her Region. Candidates for Regional Director Positions shall be nominated with policies adopted by the Board of Directors. Directors shall be elected by a plurality vote. Each voting member in a Region may cast only one (1) vote for each open position. Non-Voting members are appointed by the President as described in Section four (4) of Article VII.

The two (2) most recent past Presidents of the corporation shall serve as Trustees. Trustees shall attend all Board Meetings to serve as advisors to the Board and have full voting rights.

Section 3 Regions

The regions shall be as follows:

- (a) The Northwest Region.
- (b) The Southwest Region.
- (c) The North Central Region.
- (d) The South Central Region.
- (e) The Northeast Region.
- (f) The Southeast Region.
- (g) There may be the following International Regions: Asia-Pacific, Europe-Middle East and Latin America.

Section 4 Non-Voting Directors

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

Section 5 Term

The term of the Directors (other than the Non-Voting Directors) shall be for duration of two (2) years. Non-Voting Directors shall serve at the pleasure of the President. No individual (other than the President) may serve more than three (3) consecutive terms as Director without an absence from the Board of at least one (1) year. Time served filling a vacancy or serving as an officer shall not count towards the Director's term limit. The terms of the Directors (other than the Non-Voting Directors) shall be staggered so that approximately one-half of the Directors are elected each year. Directors from the Northeast, South Central, Northwest, and International Regions shall be elected in even-numbered years. The Directors from the Southeast, North Central, Southwest, and Associate Regions shall be elected in odd-numbered years. If in the future new regions are to be created, the Board shall deem either odd or even election years.

Section 6 Regular Meetings

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 or the President without other notice than this Bylaw and such resolution.

Section 7 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or the greater of three (3) Directors or twenty-five percent (25%) of the Directors. The person or persons 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 of the Board called by them.

Section 8 Notice

Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior thereto in writing, delivered personally or sent by mail, facsimile or electronic transmission 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 facsimile or electronic transmission, such notice shall be deemed to be delivered upon confirmation of the receipt of the transmission. Any Director may waive notice of any meeting.

Section 9 Quorum

Sixty-percent (60%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than sixty-percent (60%) of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 10 Voting; Manner of Acting

Each Director, other than the Non-Voting Directors, 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, the Articles of Incorporation 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 to the adoption of a resolution authorizing such action.

Section 12 Vacancies

If a Director (other than the President, Secretary or Non-Voting Directors) 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 members of the Region who elected such Director shall fill such vacancy in accordance with policies adopted by the Board of Directors at the next scheduled voting.

Section 13 Attendance by Communication Equipment

Members of the Board of Directors may participate in and act at any meeting of the Board through 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 (other than the Non-Voting Directors) may be removed for cause by the members electing such Director. Directors shall be automatically removed upon missing two (2) unexcused meetings during any two (2) year term. A Director elected by voting members in a Region shall be automatically removed upon changing his address of record to outside of the Region.

Any Director shall be removed from office immediately upon having his/her membership in the Association terminated.

ARTICLE VIII

COMMITTEES

Committees, not having and exercising the authority of the Board of Directors in the management of the corporation, may be designated by a resolution adopted by a majority of Directors present at a meeting at which a quorum is present. Except as otherwise might be provided in a resolution, the President of the corporation shall appoint the members thereof.

ARTICLE IX

CONTRACTS AND CHECKS

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument, including but not limited to checks, drafts and notes, in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

ARTICLE X

AMENDMENTS TO BY-LAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by a majority of the Directors present at any regular meeting or at any special meeting, provided that at least fifteen (15) days written notice is given of the intention to alter,

amend, repeal or to adopt new Bylaws at such meeting. Furthermore, any such alteration, amendment, repeal or adoption must be approved at a subsequent meeting of the voting members, who shall be given at least thirty (30) days prior notice of such proposed alteration, amendment, or repeal.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify all members of the Board of Directors of the corporation 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 XII

CHAPTERS

The corporation 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 adopted by the Board of Directors.

ARTICLE XIII

AMBASSADORS

The corporation 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.

The corporation shall have Trustees composed of the two (2) most recent past Presidents of the corporation. Trustees shall attend all Board Meetings to serve as advisors to the Board and have full voting rights.

ARTICLE XIV

CORPORATE ASSOCIATIONS

The corporation shall recognize the Presidents of Corporate-owned Associations pursuant to the policies of Article VII Section 2. Any such President shall operate in accordance with the rules and guidelines adopted by the Board of Directors. Each eligible President will have a seat on the ALOA Board of Directors and full voting rights to protect the interests of their members, as long as its representative Active membership does not drop below three hundred (300). If it does, it will have two (2) years to regain the needed members before losing its seat on the Board. All costs to maintain that representative on the Board are to be borne by the corporate owned association.

ARTICLE XV

CORPORATE COMMUNICATION

The corporation's official language is English. All meetings and publications shall be communicated in English. Other languages may be used at times to promote better understanding.

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