ARTICLE I - PURPOSES

The Firestop Contractors International Association (referred herein as the “Association”) is formed for the following purposes:

A. To promote the interests of building construction contractors that have a specific interest in the installation of firestop materials and systems.

B. To encourage and facilitate the discussion and study of firestop contractor problems and issues.

C. To research, investigate and assist in the advancement and development of the industry’s products, usage of materials, manufacturing processes, labor relations and other areas which are of potential benefit to members.

D. To promote the proper use and installation of firestop products and systems for Life Safety.

E. To promote ethical and lawful business practices within the firestop contractor industry.

F. To promote the use of qualified specialty firestop systems contractor as the primary source for new construction and retrofit projects.

G. Advocate quality control measures assuring proper firestop “systems” installation.

ARTICLE II - MEMBERS

SECTION 1 - VOTING MEMBERS. Any U.S. or international corporation, sole proprietorship or other business entity actively engaged in the building construction contracting business which specializes in the installation of firestop materials and systems. Such entities shall be admitted to membership upon application, and upon agreeing to pay dues and assessments to the Association as established by the Governing Board and agreeing to comply with the provisions of these Bylaws and the Association’s Code of Ethics.

SECTION 2 - ASSOCIATE MEMBERS. Associate (nonvoting) membership classes for persons/companies having an interest in the industry are permitted. The dues and rates for associate members shall be established by the Governing Board.

A. MANUFACTURERS. Any corporation, partnership, or sole proprietorship that manufactures or sells, under its own label, materials, systems or devices for passive fire containment use. Manufacturer members, however, are not entitled to vote on Association matters and are not eligible for election as Officers or Directors of the Association.
B. ASSOCIATE MEMBERS. Any corporation, partnership, agency or individual not qualifying as a specialty contractor or manufacturer may become an Associate Member; i.e. Manufacturers Representative, Distributor, Code Official, Architect/Engineer, Building Manager, Code Official, Owner, Attorney, etc. Manufacturers Representatives are eligible for membership if they represent a Manufacturer Member. Associate Members are not entitled to vote on association matters and are not eligible for election as Officers or Directors of the Association.

C. BRANCH MEMBERS. Any additional branch location of a voting or associate member. Branch members of voting members are entitled to all the rights of a voting member, except the right to vote.

SECTION 3 - VOTING RIGHTS. Each Voting Member shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 4 - TERMINATION OF MEMBERSHIP. A member may be suspended or expelled for cause, including non-payment of dues.

SECTION 5 - RESIGNATION. Any member may resign by filing a written resignation with the association headquarters, but such resignation shall not relieve the member so resigning of the obligation to pay any dues assessments or other charges theretofore accrued and unpaid.

SECTION 6 - REINSTATEMENT. Upon written request signed by a former member and filed with the association headquarters, such former member may be reinstated to membership upon such terms as the Governing Board may deem appropriate.

SECTION 7 - TRANSFER OF MEMBERSHIP. Membership in the Association is transferable or assignable only upon prior written authorization of the Governing Board.

ARTICLE III - MEETING OF MEMBERS

SECTION 1 - ANNUAL MEETING. The annual meeting of the members shall be held on a date to be fixed by the Governing Board. One or more regular meetings of the members shall be held each year as determined by the Governing Board.

SECTION 2 - PLACE OF MEETING. The Governing Board may designate any place as the place of the meeting for any annual meeting or for any other meeting. If no designation is made, the place of the meeting shall be the registered office of the Association.

SECTION 3 - NOTICE OF MEETING. Written notice stating the place, date and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than twenty-one days before the date of such meeting. In case of a meeting when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the
Untied States mail addressed to the member’s address as it appears on the record of the Association, with postage thereon prepaid.

**SECTION 4 - INFORMAL ACTION BY MEMBERS.** Any action required to be taken at a meeting of the members of the Association, or any other action which may be taken at a meeting of members, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by two-thirds of the members.

**SECTION 5 - QUORUM.** A quorum for the transaction of business at any meeting shall be a majority of the entire membership of the Association represented either by the particular representatives of the member companies or by proxy. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. Once a meeting is commenced by a duly qualified quorum, withdrawal of members from such meeting shall not cause failure of a duly constituted quorum at that meeting.

**SECTION 6 - PROXIES.** Each member which is entitled to vote at a meeting of members, or to express consent or dissent to corporate action in writing without a meeting, may authorize an agent to act for that member by written proxy. No such proxy shall be voted or acted upon after eleven (11) months from its date, unless the proxy specifically provided for a longer period.

**ARTICLE IV - GOVERNING BOARD**

**SECTION 1 - GENERAL POWERS.** The Governing Board shall manage the affairs of the Association in accordance with these Bylaws and the Articles of the Association.

**SECTION 2 - NUMBER, TENURE AND QUALIFICATIONS.** The number of Governing Board members shall be determined by the Governing Board. The initial number of members shall be seven (7). The initial members shall serve until the annual meeting of the Association held in the year 2001. At that time two additional Directors shall be elected, each for a term of one (1) year, by a vote of the voting membership. In the year 2001, the Past President shall begin serving a two (2) year term as Past President and this practice shall continue for each year thereafter. This will provide for a Board of Directors to number not less than eight (8), and not more than nine (9) unless changed by action of the board. The Vice President, Treasurer, and Secretary elected for 2001 shall serve two year board terms and the remaining three (3) directors shall each serve a one (1) year term in 2001. Starting with the Board of Directors election in the Fall of 2001, all newly elected Board members shall serve two (2) year terms. The president shall be elected by and from the governing board at the regular meeting prior to the end of the fiscal year, and their term on the governing board shall continue during term as president. Each member of the Governing Board must be a representative of a Voting Member. No more than one member of the Governing Board may be affiliated with any one Voting Member. To the extent that a subsequently arising common ownership shall cause two (or more) members of the Governing Board to be affiliated with any one Voting Member, one (or more) of those Governing Board members must withdraw from the Governing Board in order to reduce the number of representatives from that Voting Member to one. The Governing Board shall have the
authority to determine which member(s) must withdraw in the event such action is necessary. Any vacancy arising from the withdrawal shall be filled as provided in Section 10 below.

SECTION 3 - REGULAR MEETINGS. A regular annual meeting of the Governing Board shall be held without other notice than these Bylaws, concurrent with the annual meeting of the members. The Governing Board may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 4 - SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the President or any two Board members. The person or persons authorized to call special meetings of the Board may fix any place or means for holding such meeting as the place for holding any special meeting of the Board called by them, including teleconference, webconference, videoconference or current technology.

SECTION 5 - INFORMAL ACTION BY GOVERNING BOARD. Any action which may be taken at a regular or special meeting of Governing Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds of the members of the Governing Board.

SECTION 6 - NOTICE. Notice of any special meeting of the Board shall be given at least three days previous thereto by written notice to each Board member at his or her address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the Board may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need by specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

SECTION 7 - QUORUM. A majority of the Board by representative or proxy shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority are present by representative or proxy at said meeting, a majority of the Board members present may adjourn the meeting to another time without further notice.

SECTION 8 - PROXIES. Each Board member entitled to vote at a meeting of the Board, or to express consent or dissent to corporate action in writing without a meeting, may authorize an agent to act for that member by written proxy. No such proxy shall be voted or acted upon after eleven (11) months from its date, unless the proxy specifically provided for a longer period.

SECTION 9 - MANNER OF ACTING. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute or these Bylaws.

SECTION 10 - VACANCIES. Any vacancy occurring in the Board shall be filled by the Governing Board. A Board member elected to fill a vacancy shall be elected for the unexpired
term of his predecessors in office.

SECTION 11 - COMPENSATION. Board members shall not receive any stated salaries for their services, but by resolution of the Board a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Board member from serving the Association in any other capacity and receiving reasonable compensation therefore.

SECTION 12 - DIRECTORS’ LIABILITY. No director shall be personally liable to the Association for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director’s duty of loyalty to the Association, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Section shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE V - OFFICERS

SECTION 1 - OFFICERS. The officers of the Association shall be a President, a Vice President, a Treasurer, a Secretary, and such Assistant Treasurers, Assistant Secretaries or other officers as may be elected the Governing Board. The President, Vice President, Treasurer and Secretary shall be selected from the membership of the Governing Board. Officers whose authorities and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board. Any two or more offices may be held by the same person, except the office of President.

SECTION 2 - ELECTION AND TERM OF OFFICE. The officers shall be elected annually by the Governing Board. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3 - REMOVAL. Any officer may be removed by majority vote of the Governing Board whenever in their judgment the best interests of the Association would be served thereby.

SECTION 4 - PRESIDENT. The President shall be the principal executive officer of the Association. Subject to the direction and control of the Governing Board, he shall be in charge of the business and affairs of the Association; he shall see that the resolutions and directives of the members or the Board are carried into effect except in those instances in which that responsibility is assigned to some other person by the members or the Board, and, in general, he shall discharge all duties incident to the office of President. He shall preside at all meetings of the members and the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of
execution is expressly prescribed by the members, the Board or these Bylaws, he may execute
for the Association any contracts or other instruments which the members or the Board have
authorized to be executed, and he may accomplish such execution either under or without the
seal of the Association and either individually or with the Secretary, any Assistant Secretary, or
any other officer authorized by the members or the Board, according to the requirements of the
form of the instrument.

SECTION 5 - VICE PRESIDENT/PRESIDENT-ELECT. The Vice President/President-
Elect shall assist the President in the discharge of his duties as the President may direct and shall
perform such other duties as from time to time may be assigned to him by the President or the
Board. In the absence of the President or in the event of his inability or refusal to act, the Vice
President/President-Elect shall perform the duties of the President and, when so acting, shall
have all the powers of and be subject to all the restrictions upon the President. Except in those
instances in which the authority to execute is expressly delegated to another officer or agent of
the Association or a different mode of execution is expressly prescribed by the Board or by these
Bylaws, the Vice President/President-Elect may execute for the Association any contracts or
other instruments which the members or the Board have authorized to be executed, and he may
accomplish such execution either under or without the seal of the Association and either
individually or with the Secretary, any Assistant Secretary, or any other officer authorized by the
members or the Board, according to the requirements of the form of the instrument.

SECTION 6 - TREASURER. The Treasurer shall be the principal accounting and financial
officer of the Association. He shall have charge of and be responsible for the maintenance of
adequate books of accounts for the Association, be responsible for the disbursement of funds of
the Association, and perform all the duties incident to the office of Treasurer and such other
duties as from time to time may be assigned to him by the President or the Board, limited,
however, to those duties not specifically assigned to the Executive Director by the Board or these
Bylaws. He may delegate bookkeeping, check writing and other mechanical duties to the
Executive Director of the Association.

SECTION 7 - SECRETARY. The Secretary shall record or cause to have recorded the minutes
of the meetings of the members and the Board; see that all notices are duly given in accordance
with the provisions of these Bylaws or as required by law; be responsible for the custody of the
corporate records and of the seal of the Association; keep a register of the post office address of
each member which shall be furnished to the Secretary by such member; and perform all duties
incident to the office of Secretary and such other duties as from time to time may be assigned by
the President or the Board, limited, however, to those duties not specifically assigned to the
Executive Director by the Board or these Bylaws.

ARTICLE VI - EXECUTIVE DIRECTOR AND OUTSIDE REPRESENTATIVES

SECTION 1 - EXECUTIVE DIRECTOR. An Executive Director may be appointed by the
Governing Board to hold office for one (1) year or such other period as may be designated at the
time of his appointment, and until a successor is chosen. The Executive Director shall not be a
member of the Association or an officer or employee of any of its members. He shall keep the
records of the Association and perform such duties as he shall be delegated or assigned by the Board or the officers. He shall be paid such compensation for his services as may be determined by the Board.

It shall be the duty of the Executive Director to keep informed as to the work and activities of the Association and news and happenings of importance and interest to the members of the Association, and to transmit to the members and the Governing Board of the Association such information as may be deemed helpful to them in accordance with the provisions of the Articles of Incorporation and these Bylaws.

SECTION 2 - OUTSIDE REPRESENTATIVES. The Governing Board may employ and retain legal counsel or other consultants whose duty it shall be to represent the Association in all legal work and proceedings, and to advise and confer with the Board as necessary.

ARTICLE VII - COMMITTEES

SECTION 1 - APPOINTMENT. The Governing Board may appoint such committees as are considered useful in carrying out the purposes of the Association. Committees of the Governing Board shall be standing or ad hoc. Such Committees shall have the powers and duties set forth in this article. Standing Committees shall be Accreditation, Technical, Codes, Standards, Education and Marketing. In addition to directors, any member in good standing of FCIA shall be eligible to serve on any standing or ad hoc committee whose membership is not delineated by these bylaws or on any ad hoc committee upon appointment as provided in these bylaws. Each committee shall have a chair and vice-chair. In every instance, the Governing Board shall designate each committee chair and vice-chair. Any committee shall have full authority to act in the absence or unavailability of the chair at meetings of the committee.

Committees shall have up to 10 members, appointed by the Governing Board. The majority of the members must be representatives of Contractor (Voting) Members of FCIA.

SECTION 2 - TERM OF OFFICE AND REMOVAL. Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

The term of any committee member who has been absent from fifty percent (50%) or more of the committee meetings in any twelve month period shall automatically expire at the next succeeding meeting of the Governing Board unless the chair shall re-appoint such committee member. If a committee member’s term so expires, the governing board may appoint a replacement at its discretion. Unless otherwise designated in these bylaws, the members of each committee shall be appointed by the governing board from the membership of FCIA.

Any committee member may be removed at any time by the Governing Board, with or without cause.
SECTION 3 – CHAIR AND Vice Chair. One member of each committee shall be appointed chair, and another Vice Chair, by the Governing Board.

SECTION 4 - VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 5 - QUORUM. At a committee meeting, a quorum shall be one half the number of members of the committee. Each committee shall have an agenda for each meeting and shall submit minutes of its meeting to the board of directors. Each committee shall meet with sufficient frequency to accomplish its assigned functions. All committee members will be expected to attend committee meetings whenever possible, and absence from meetings shall constitute reason for a committee member’s removal from a committee by the Governing Board.

SECTION 6 - RULES. Unless specifically authorized by these bylaws or by a resolution of the board of directors, ad hoc or standing committees have the power to make recommendations to the Governing Board and shall not act without the approval of the Governing Board. Ad hoc committees shall be appointed as the Governing Board may authorize and shall have the powers and duties set forth in the resolutions establishing them, in all cases subject to the limitations on the powers of the Governing Board itself.

ARTICLE VIII - EXPENSES

SECTION 1 - EXPENSES. The expenses of the Association shall be provided for by dues from the members, determined according to a formula determined by the Governing Board.

SECTION 2 - BUDGET. A budget of the amount estimated to be necessary to provide for the expenses of the Association shall be prepared by the Executive Director annually, or for such other period as the members of the Governing Board by majority vote direct. Such budget shall be presented for consideration and action thereupon at any meeting of the Governing Board held after proper notice. The budget shall be adopted by majority vote of the Governing Board members present at such meeting.

SECTION 3 - PAYMENT OF DUES. The payment of dues shall be made to the Executive Director. All information pertaining to the individual business of members coming into the Executive Director’s hands shall be held strictly confidential. Each member shall pay to the Executive Director the amount of its dues as so apportioned, in installments as determined by the Governing Board. If any member fails for sixty (60) days after written request by the Executive Director to pay any due installment of its dues, the membership in the Association of such member may be terminated without further notice to such member, and such member shall, notwithstanding such termination, remain liable for all dues unpaid or to become due during the balance of the fiscal year and for all indebtedness to the Association the same in all respects as if such termination had not occurred.

SECTION 4 - DISSOLUTION. The Association shall use its funds only to accomplish the objects and purposes specified in these Bylaws, and no part of said funds shall inure, or be
distributed, to the members of the association. Upon the dissolution of the Association, and after payment of all of its indebtedness, any remaining funds and other assets shall be distributed to such organization or organizations that are qualified as exempt within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Revenue laws, and whose purposes are consistent with the purposes of the Association, as may be determined by the affirmative vote of two-thirds of the members of the Governing Board.

ARTICLE IX - COLLECTION AND USE OF INFORMATION AND STATISTICS

SECTION 1 - CONFIDENTIALITY. All reports and other information so furnished by the membership to the Executive Director and any Outside Representatives shall be received by and kept under the exclusive supervision and control of the Executive Director and any Outside Representatives, and the same shall be kept and treated confidentially; no member’s reports or other information, or the figures relating to the business of any member complied therefrom, shall be disclosed to any other member.

SECTION 2 - REPORTS. The Executive Director, with advice and approval of Legal Counsel, or such other person as the members or the Board may designate, shall complete such statistics and figures from all the reports collected as the membership or Board may deem advisable and helpful for the purposes of the Association, subject to the restrictions of Section 1 above.

ARTICLE X - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1 - CONTRACTS. The Governing Board may authorize the Executive Director, any officer or officers, agent or agents of the Association, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2 - CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board.

SECTION 3 - DEPOSITS. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Governing Board may select.

ARTICLE XI - BOOKS AND RECORDS
The Executive Director shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the members, Governing Board and committees, and shall keep at the registered office or principal office a record giving the names and addresses of the members. All books and records of the Association, except confidential information as defined in Article IX, Sections 1 and 2, may be inspected by any member or its agent or attorney for any proper purpose at any reasonable time at the registered office of the Association.

ARTICLE XII - FISCAL YEAR

The fiscal year of the Association shall be fixed by resolution of the Governing Board.

ARTICLE XIII - AMENDMENTS

The power to alter, amend, or repeal these Bylaws or adopt new Bylaws shall be vested in the Governing Board. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with the law.

These Bylaws and Regulations of the Firestop Contractors International Association have been adopted and approved this 8th day of November, 2000 by unanimous vote of the members of the Governing Board, and Revised, November, 2003.