



# Florida Fire Sprinkler Association Code of Ethics and By-Laws

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# Table of Contents

<b>PREAMBLE</b> .....	<b>4</b>
FUNDAMENTAL PRINCIPLES .....	4
<b>THE CODE</b> .....	<b>4</b>
KNOWLEDGE AND SKILL .....	4
HONESTY AND IMPARTIALITY .....	5
COMPETENCE AND PRESTIGE .....	5
<b>ARTICLE I: MISSION AND PURPOSES</b> .....	<b>6</b>
<b>ARTICLE II: MEMBERSHIP</b> .....	<b>7</b>
SECTION 1 MEMBERSHIP .....	7
SECTION 2 CLASSES OF MEMBERSHIP .....	7
SECTION 3 APPROVAL OF MEMBERSHIP APPLICATION .....	8
SECTION 4 TERMINATION OF MEMBERSHIP .....	8
<b>ARTICLE III: BOARD OF DIRECTORS</b> .....	<b>8</b>
SECTION 1 SELECTION OF DIRECTORS .....	8
SECTION 2 MEETING OF THE BOARD OF DIRECTORS .....	9
SECTION 3 QUORUM .....	10
SECTION 4 VOTES BY THE BOARD OF DIRECTORS .....	10
SECTION 5 VACANCIES .....	10
SECTION 6 ELECTIONS .....	11
SECTION 7 SPECIAL BOARD ELECTION.....	11
SECTION 8 RESULTS OF ELECTIONS.....	11
SECTION 9 REMOVAL OF DIRECTORS .....	11
SECTION 10 INFORMATION ACTION .....	11
<b>ARTICLE IV: TERMS OF OFFICE</b> .....	<b>12</b>
SECTION 1 ACTIVE MEMBERS .....	12
SECTION 2 SUPPLIER AND MANUFACTURER MEMBERS .....	12
SECTION 3 RE-ELECTIONS .....	12
<b>ARTICLE V: OFFICERS</b> .....	<b>12</b>
<b>ARTICLE VI- DUTIES OF OFFICERS</b> .....	<b>12</b>
SECTION 1 PRESIDENT .....	12
SECTION 2 FIRST VICE PRESIDENT .....	13
SECTION 3 SECOND VICE PRESIDENT .....	13
SECTION 4 SECRETARY/TREASURER .....	13
<b>ARTICLE VII: EXECUTIVE DIRECTOR</b> .....	<b>13</b>
<b>ARTICLE VIII: COMMITTEES</b> .....	<b>13</b>

SECTION 1 STANDING COMMITTEES.....	14
SECTION 2 SPECIAL COMMITTEES .....	15
<b>ARTICLE IX: DUES .....</b>	<b>15</b>
SECTION 1 GENERAL DUES.....	15
SECTION 2 SPECIAL ASSESSMENTS .....	15
<b>ARTICLE X: FINANCIAL MATTERS.....</b>	<b>15</b>
SECTION 1 AUTHORITY OF ACCOUNT.....	15
SECTION 2 DISBURSEMENT OF FUNDS .....	16
<b>ARTICLE XI: DISSOLUTION .....</b>	<b>16</b>
SECTION 1 DISSOLUTION BY MEMBERS .....	16
SECTION 2 DISTRIBUTION OF CORPORATE PROPERTY UPON DISSOLUTION.....	16
<b>ARTICLE XII: MISCELLANEOUS.....</b>	<b>17</b>
SECTION 1 OFFICES .....	17
SECTION 2 SEAL.....	17
SECTION 3 WAIVER OF NOTICE .....	17
SECTION 4- FISCAL YEAR.....	17
<b>ARTICLE XIII: AMENDMENTS.....</b>	<b>17</b>

# FLORIDA FIRE SPRINKLER ASSOCIATION CODE OF ETHICS

## Preamble

**THE MEMBERS** OF the Florida Fire Sprinkler Association recognize that their work has a direct, as well as indirect, impact on the quality of life for all humanity. Accordingly, the services provided by FFSA members require honesty, impartiality, fairness and equity, and must be dedicated to the preservation of life and property and the further enhancement of the public safety, health and welfare.

In practice of their profession, members of the Florida Fire Sprinkler Association must maintain and constantly improve their competence and perform under a standard of professional behavior which requires adherence to the highest principles of ethical conduct with balanced regard for the interests of the public, clients, employees, colleagues and the greater fire protection community they serve. Members of the Florida Fire Sprinkler Association are expected to act in accordance with the provision of this code of ethics and all applicable laws, and actively encourage others to do the same.

## Fundamental Principles

Florida Fire Sprinkler Association members uphold and advance the honor and integrity of their profession by:

- Using their knowledge and skill for enhancement of human welfare;
- Being honest and impartial, and serving with faithfulness the public, their employees and clients;
- Striving to increase the competence and prestige of their profession.

## The Code

### Knowledge and Skill

Members of the Florida Fire Sprinkler Association shall be dedicated to the safety, health and welfare of the public in the performance of their profession. If FFSA members become knowledgeable of unsafe conditions that threaten the present or future safety, health or welfare of the public, then they shall so advise their employers or clients. Should knowledge of such

conditions not be properly acted upon, the FFSA members should notify the appropriate authority having jurisdiction.

Members of the Florida Fire Sprinkler Association shall be encouraged to contribute their services for the advancement of the safety, health and welfare of the community and to support those causes as an enhancement to the safety of life and the preservation of property.

### **Honesty and Impartiality**

- Members of the Florida Fire Sprinkler Association shall perform their professional services only in the areas of their competence, and after full disclosure of their pertinent qualifications.
- FFSA members shall be honest and truthful in presenting data and estimates, professional opinions and conclusions, and in their public statements dealing with professional matters, and shall not engage in improper solicitation of professional employment or contracts.
- FFSA members shall act in a professional manner at all times for each employer or client as faithful agents or trustees and shall not disclose matters of confidentiality concerning the business affairs or technical processes of any present or former client of employer without consent.
- FFSA members' decisions shall be made and actions taken without bias because of race, religion, sex, age, national origin or physical handicaps.
- FFSA members shall make prior disclosure to all interested parties of all known or potential conflicts of interest or other circumstances which could influence or appear to influence their judgment or the quality of their work.

### **Competence and Prestige**

- FFSA members shall perform their work/services and associate with others only in such manner as to uphold and enhance the honor and integrity of their profession.
- FFSA members shall continue their professional enhancement throughout their careers and shall provide opportunities for the professional development of those individuals under their supervision.
- FFSA members shall accept the responsibility for their actions, accept and offer honest criticism of their work, properly credit for the work of others.
- FFSA members shall strive to advance the knowledge and skills of their profession, and to make these advancements available to colleagues, clients and the public.

# FLORIDA FIRE SPRINKLER ASSOCIATION BY-LAWS

## Article I: Mission and Purposes

The mission statement of the Corporation shall be “The Florida Fire Sprinkler Association is a professional organization dedicated to public safety that leads and promotes the fire sprinkler industry with integrity, education and stakeholder development.”

In fulfilling this mission, it shall be the purpose of the Corporation to promote the fire sprinkler industry, protect the fire sprinkler industry, and strengthen the Florida Fire Sprinkler Association, as a unique identity in itself and to conduct such programs and undertake such projects and services as are in keeping with these objectives.

Such projects and services may include but is not limited to:

### **Building and Fire Codes**

To promote the acceptance of fire sprinklers among the building regulatory bodies including the Model Code Organizations, federal, state, county and city agencies.

### **Legislation**

To represent the industry in such legislative matters as may be from time to time determined to be in keeping with the objective and purposes of the Corporation.

### **Field Programs**

To maintain a coordinated statewide field service program designed to promote and enhance the fire sprinkler market and to serve the goals and objectives of the Corporation and member firms.

### **Membership**

To seek the broadest possible participation of all firms which manufacture and/or install fire sprinklers and/or provide related equipment or services and to promote harmonious relations among all members and stakeholders.

### **Education**

To conduct educational programs and/or seminars, on regional and/or statewide basis for the purpose of executing the general purpose expressed in this Article.

### **Membership Services**

To provide services intended to enhance the business of the fire sprinkler industry. Examples may include but, not be limited to publication of periodicals, newsletters, technical and management oriented journals and papers, advice on compliance with OSHA and other safety requirements, affirmative action programs, supplementary installation rules as promulgated by insurance engineering authorities, fire marshals, building officials, or other authorities having jurisdiction.

It may also include the development of engineering certification programs to improve the skills, knowledge, and standing of fire protection system designers and technicians.

## **Article II: Membership**

### **Section 1 Membership**

Any person, firm or corporation, trade association, or professional society engaged in the sale, design, installation, maintenance, promotion, and/or regulation of fire sprinkler systems or their components shall be eligible for membership in the Corporation. All members of the Florida Fire Sprinkler Association must be members of the National Fire Sprinkler Association.

### **Section 2 Classes of Membership**

#### **A. Active Members**

Any person, firm, or corporation who holds a State of Florida license as a contractor I, II, IV, or V for the automatic fire sprinkler industry is eligible for membership as an active member. Active members are voting members of the Association.

#### **B. Supplier and Manufacturer Member**

A Supplier and Manufacturer member is a person, firm, or corporation which manufactures, sells or distributes materials or services whose end use is intended for inclusion in fire sprinkler systems, but who is not eligible for other classes of membership as defined in Section 2, Subsections A, C, or D. A Supplier and Manufacturer member can vote for Supplier and Manufacturer representatives.

#### **C. Professional Members**

A trade or professional association, society or institute whose principal service is to the construction of fire protection industries, such as architects, engineers, consultants, insurance firms and accountants, are eligible for non-voting membership. Professional members are not eligible for voting.

#### **D. Subscriber Members**

A Subscriber Member is for fire services and code officials. This is a special category of membership for "Authorities Having Jurisdiction" and other interested parties, such as insurance loss control managers, provided they are not eligible for any other category of membership. Subscriber Members are not eligible for voting.

### **Section 3 Approval of Membership Application**

Florida members who have applied to and been accepted by the National Fire Sprinkler Association, in accordance with NFSA By-Laws and procedures, will automatically become members, within the appropriate category of the Florida Fire Sprinkler Association.

### **Section 4 Termination of Membership**

The membership of any member of FFSA may be terminated pursuant to the procedures of membership termination established in the NFSA By-Laws.

## **Article III: Board of Directors**

The voting members of the Corporation shall vote to elect a Board of Directors. The Board of Directors will have the responsibility and authority to make decisions on behalf of the Corporation's members. All decisions shall be voted on by the members of the Board and approved through majority consent unless otherwise stated.

### **Section 1 Selection of Directors**

- A. There shall be seventeen (17) Directors.
- B. All Directors must have been Active members in good standing prior to the election.
- C. Due to the varying geographic regions within the state of Florida, every effort will be made to ensure all eight geographic areas, outlined in Addendum A, are represented on the Board of Directors. This will include actively recruiting participants from all areas of the state, specifically those without current representation.
- D. At the option of the Board of Directors, up to seven (7) Active Members may be elected at large from any area of the State of Florida.



- E. No firm or corporation shall have more than two (2) representatives. Additionally, the two (2) representatives must be from different geographical locations on the Board of Directors.
- F. Two (2) Directors from the Suppliers and Manufacturers Members shall be elected by and from the Suppliers and Manufacturers members.
- G. The Directors may elect members to the Board from the Professional or Subscriber member groups. The Board elected members would be limited to a consulting role and would not have voting privileges. The members would be in addition to the seventeen Directors and would be limited to no more than two additional members. These members shall serve for a two year term with no limit to the number of terms served.
- H. The immediate Past President shall be a Director, ex officio.

## **Section 2 Meeting of the Board of Directors**

### **A. Quarterly Meetings**

The Board of Directors will meet a minimum of four times annually. These meetings shall be held on the second Tuesday of the month for each season, Spring, Summer, Fall and Winter; or at such times and places as may be determined by the President of the FFSA Board of Directors and confirmed by the Board. Every effort shall be made to hold meetings throughout the state to afford the widest opportunity for the General Membership to attend. All regularly scheduled meetings of the Board of Directors shall be open to any member of the Association in good standing.

Directors are expected to attend all quarterly meetings of the Board. It is understood that situations may arise when a meeting must be missed, however, these occurrences should be limited. Any Director missing more than three consecutive quarterly meetings will be dismissed from the Board of Directors according to the procedures outlined below.

Upon missing two consecutive quarterly meetings, the member of the Board will receive a warning letter from the Executive Committee. Upon missing the third consecutive quarterly meeting, the Director will be immediately dismissed from the Board of Directors.

Any Director dismissed who desires to remain an active participant of the Board may appeal the dismissal in writing to the President of the Board of Directors. All appeals must be made within 30 days of the notification of dismissal. Upon receipt of the appeal a special meeting of the Board of Directors will be held to vote on the appeal and dismissal of the member. If dismissed, the vacant seat will be filled according to the requirements outlined in Section 7: Vacancies.

### **B. Special Meetings**

Special meetings may be called by the President of the Board, or the Secretary of the Board upon the written request of three (3) Directors. Notice of special meetings shall be given by the President or Secretary orally, email, or by US mail. Such notice shall be given or sent not less than seven (7) days before the meeting. Meetings may be held at any time without notice if all the Directors are present, attend by electronic video or telephonic conference or if those not present waive, in writing, notice of the meeting before the meeting is held.

#### C. Annual Meeting

The Annual Meeting of the Florida Fire Sprinkler Association shall be held concurrently with the last annual Board of Directors Meeting. Members will be notified of the meeting time and location and are encouraged to attend.

#### D. Committee Meetings

Committee members will meet if necessary, either in person or via teleconference, prior to each scheduled quarterly Board of Directors meeting. The committee meetings are held in an effort to continually monitor committee objectives and actions. The committee meetings will be led by the Committee Chairperson and organized by the FFSA Executive Director.

### **Section 3 Quorum**

Nine (9) FFSA Board of Director members shall constitute a quorum for the purpose of conducting business at any regular or special meeting of the Board.

### **Section 4 Votes by the Board of Directors**

Each Director shall, at each meeting of the Directors, be entitled to one (1) vote on any matter duly coming before the meeting. All questions shall be decided by a simple majority of votes cast, except as otherwise provided by statute, the Certificate of Incorporation or these ByLaws. At the option of the Board, a Proxy vote on issues may be permitted.

### **Section 5 Vacancies**

If the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification or removal from office, a successor Director shall be elected by the Board of Directors. Such election will be by a majority of the Board Members at a regular meeting; at a special meeting called for that purpose; or at a "Special Board Election" called by the Executive Director. Such election shall be held within four months of the vacancy. Any successor Director shall hold office until the expiration of the term of the Director whom he or she succeeded.

## **Section 6 Elections**

Regular Elections shall be held prior to the last meeting of the year to elect Directors to succeed those Directors whose terms will expire at the end of the calendar year. Such election shall be conducted by the Executive Director, who shall prepare and distribute ballots. All voting members of the Association, as determined in accordance with Article II, shall be given notice via email of the election. Such notice shall include voting instructions and shall provide information required to access the ballot.

Members can submit nominations for open seats beginning September 1 – October 31 of the election year. Once nominations are finalized, elections will take place on or before November 15<sup>th</sup> via electronic ballots. Results of the election will be available by December 1.

## **Section 7 Special Board Election**

A special election may be held upon notice via email to all board members. Such election may be called for by the Executive Director solely for the purpose of electing one or more directors to fill one or more corresponding vacancies on the board. Such vacancy or vacancies shall be due to any reason listed in Section 7, and excludes normal term expiration.

## **Section 8 Results of Elections**

Regular and Special elections shall be tallied and reported by the Executive Director. The results of any election shall be confirmed by the highest ranking member of the Executive Committee who is not included among those running for election.

## **Section 9 Removal of Directors**

Any Director may be removed at any time for cause by a majority vote of the Directors present at any regular meeting or at a special meeting called for the specific purpose. A quorum shall be present.

## **Section 10 Informal Action**

Any action required or permitted to be taken at any meeting of the Board of Directors or any Committee may be taken without a meeting if, prior to such action, a written consent thereto is obtained from a two-thirds majority of the Board (12 members) or of the Committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or such Committee. Requests for informal action are not formal motions, and require no “second.” Informal action requests may be submitted to the board by any board member, or by the Executive Director. The Executive Director of the association, or the secretary of the association, shall assure that all directors are notified of the request via email or direct phone call. A director’s vote of approval may be obtained via email or commonly used online survey tool. Informal

requests, whether or not approved, shall be recorded in writing, and reported at the following regular board meeting.

## **Article IV: Terms of Office**

### **Section 1 Active Member Directors**

Active Member Directors shall assume office at the beginning of the calendar year, following the election, and will serve for a three year term.

### **Section 2 Supplier and Manufacturer Directors**

Supplier and Manufacturer (SAM) Directors shall assume office at the beginning of the calendar year, following the election, and will serve for a two year term. The two Supplier and Manufacturer Directors shall serve alternate terms to ensure only one SAM Director is being elected each year.

### **Section 3 Re-Elections**

Directors may be reelected in accordance with election guidelines outlined under Article III without limit.

## **Article V: Officers**

At each Annual Meeting, the Board of Directors shall elect a President, First Vice President, Second Vice President and a Secretary/Treasurer. These Officers will serve as the Executive Committee. These officers shall serve a one year term. Officers may serve no more than two terms.

These officers must be Directors and where possible, have served as Chairperson of one or more standing committees of the Florida Fire Sprinkler Association. A nominating committee, consisting of the current year's Executive Committee will nominate the slate of officers for the next Executive Committee.

## **Article VI- Duties of Officers**

### **Section 1 President**

The President shall be the chief elected officer of the Association. The president shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee, appoint the chair and members of all standing and special committees and perform all duties necessarily incidental the office of President.

### **Section 2 First Vice President**

The First Vice-President shall assist the President and carry out all duties delegated to the office of the First Vice President by the President or the Board of Directors. In the absence of the President, the First Vice President shall assume all the duties and responsibilities of the President.

### **Section 3 Second Vice President**

The Second Vice President shall carry out the duties delegated to this office by the President or the Board of Directors. In the absence of the President and the First Vice President, the Second Vice President shall assume all the duties and responsibilities of the President.

### **Section 4 Secretary/Treasurer**

The Secretary/Treasurer shall be responsible for the proper and legal mailing of notices to the membership, the proper recording of the proceedings of all meetings of the Association, the Board of Directors and the Executive Committee, and the maintenance of an accurate roster of the membership.

The Secretary/Treasurer shall serve as a liaison between the Florida Fire Sprinkler Association and the National Fire Sprinkler Association on the financial matters.

The Executive Director of the Florida Fire Sprinkler Association will serve as the functional Secretary/Treasurer of the FFSA Board of Directors with oversight from the elected Secretary/Treasurer of the FFSA Board of Directors.

## **Article VII: Executive Director**

The Board of Directors will coordinate with the President of the National Fire Sprinkler Association to select, hire, and fire an Executive Director and other staff positions necessary to administrate and manage the affairs of the Association. The Executive Director shall perform all duties as prescribed by the Florida Fire Sprinkler Association and National Fire Sprinkler Association.

## **Article VIII: Board of Director Committees**

## **Section 1 Standing Committees**

Standing committees of the Association shall be the Nomination, Membership, Legislation, Codes and Standards, Education and Promotion Committees, each made up of a chair and additional members. The chair of each committee is responsible for securing and appointing committee members. Committee shall meet as necessary and shall report committee activities at each regular meeting of the Board. The chair of each committee must be a current board member in good standing additional committee members shall be any member of the association in good standing. Non-BOD members shall be encouraged to join committees; to join any committee you can do so by formal request to the committee chair via email. Committee appointments are at the discretion of the committee chair.

Committee Responsibilities are as follows but not limited to:

**Nomination Committee** shall be made up of members of the outgoing Board Executive Committee who are responsible for nominating a slate of officers for the next FFSA Executive Committee and Standing Committee Chairs.

### **Membership Committee**

- Encourage and promote membership in the NFSA whenever possible
- Offer support and assist current members
- Call members in danger of suspension and encourage continued support

### **Leadership and Education Committee**

- Identify the training needs of FFSA members
- Work with the Executive Director to ascertain and provide educational needs and training for the industry
- Work to identify issues that are that have an impact on our industry
- Work with the Executive Director to recruit and schedule speakers for area interest meetings, conferences and training events
- Work with the Executive Director to plan CEU conferences through FFSA
- Work to maintain and promote online training
- Develop Future Leadership

### **Legislative Committee**

- Work with the Executive Director to identify opportunities to write and support legislation that promotes the Fire Sprinkler Industry and the safety of Florida Residents and visitors
- Work with the Executive Director to identify, discourage, and discredit legislation that harms the industry or is likely to diminish the fire safety of Florida Residents or visitors
- Support state and local government efforts to legislate increased fire safety
- Coordinate efforts with the Codes and Standards Committee to support state and local efforts to improve the fire safety provisions of the codes

### **Public Education Committee**

- Promote, initiate and locate events and activities that support the concept of Fire Sprinklers
- Educate the public in the fire sprinkler concept
- Work to involve the media in association events

### **Codes and Standards Committee**

- Identify opportunities to improve or clarify the fire safety provisions of National Standards and Model Codes
- Actively support such improvements
- Work with Leadership and Education Committee to promulgate education and enforcement of codes and standards that improve fire safety

### **ITM Committee**

- Identify ways to improve Inspection, Testing and Maintenance to maximize effectiveness of waterbased fire sprinkler inspections
- Protect the interest Florida contractors in relation to certification programs
- Enhance the quality of ITM activities and improve compliance with state law
- Monitor activity that directly impacts property owners, managers and contractors

## **Section 2 Special Committees**

Special committees may be established by the Board of Directors. The chair and other member of each such committee shall be appointed by the President.

## **Article IX: Dues**

### **Section 1 General Dues**

Membership dues and effective dates for these dues shall be determined by the NFSA Board of Directors.

### **Section 2 Special Assessments**

The FFSA Board of Directors may call for a special assessment for any purpose consistent with the mission of FFSA as outlined in Article I. Said assessment shall be due as required by the Board.

## **Article X: Financial Matters**

### **Section 1 Authority of Account**

Financial matters of the FFSA shall be co-managed between the FFSA and NFSA. In addition the FFSA shall maintain its own cash account with full authority regarding its use.

## **Section 2 Disbursement of Funds**

NFSA shall make a distinction in its accounting for additional funds generated by the FFSA through special assessments or programs. These special monies shall be distributed only after approval by the FFSA Board of Directors, or the Executive Director, subject to limitations in this section. The Executive Director, with approval of the Board President shall have full authority to distribute FFSA funds in amounts not to exceed \$2,000.00 per quarter for items or causes consistent with the mission of the association. For purposes of this section, the quarter shall be the period of time between any two regular meetings of the board. The Executive Director is further authorized to distribute up to \$6,000.00 for any single item or cause, subject to specific approval of all members of the executive committee. All expenditures must be reported to the board no later than the next regular meeting of the board.

# **Article XI: Dissolution**

## **Section1 Dissolution by Members**

Subject to the laws of Florida, the Corporation may be dissolved at any time by a vote of the Directors at regular or special meetings of the Board of Directors, provided that the notice of such meetings shall refer to the proposal to vote upon dissolution. The vote for dissolution requires two-thirds (2/3) of the Directors to be present.

## **Section 2 Distribution of Corporate Property Upon Dissolution**

Upon the dissolution of the Corporation, after paying or adequately providing for its debts and obligations, the remaining assets and property, if any, shall be applied and distributed as follows in the order specified:

- A. Each member of the Corporation in good standing shall be entitled to a refund of the unearned portion of the annual dues for the number of months remaining in the fiscal period for which dues were paid after the adoption for the resolution of dissolution;
- B. The net assets of the Corporation remaining, if any, shall be divided among the members of the Corporation in such a way that each such member shall receive that proportion of said assets which the total amount of dues paid by that member to the Corporation for the past five (5) years (including the year in which dissolution occurs) bears to the total amount of dues paid by all members for the same period.



## Article XII: Miscellaneous

### Section 1 Offices

The principal office of the Corporation shall be at Tallahassee, Florida, but the Corporation may also have any offices and place of business at such other places as the Directors may determine.

### Section 2 Seal

The seal of the Corporation shall be circular in form and shall bear the name of the Corporation and the year and state of its incorporation.

### Section 3 Waiver of Notice

Any member, Officer or Director may, in writing, waive any notice required to be given under these By-Laws.

### Section 4- Fiscal Year

The Corporation's fiscal year shall be the calendar year.

## Article XIII: Amendments

Subject to the limitations imposed by law, these By-Laws may be amended by any of the following methods:

- A. By the action of all Directors of the Corporation in accordance with Section 6 of Article III or;
- B. By the vote of a majority of all the Directors of the Corporation at a regular or special meeting, the notice of which shall have contained the substance of the proposed amendment.