

# Bylaws

(Adopted October 16, 2004 and amended on October 7, 2006, October 5, 2007, September 12, 2009, October 21, 2011, October 12, 2013, October 7, 2016, January 15, 2019, and October 15, 2022 by Board of Governors)

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## ARTICLE I. NAME

As stated in the Articles of Incorporation, the name of this association is the National Electrical Contractors Association, Incorporated, hereafter sometimes referred to as the “Association”, “the National Association” or “NECA”.

## ARTICLE II. LOCATION

The Association is incorporated in the District of Columbia and may maintain offices in locations within or without the District of Columbia, as the Executive Committee may deem appropriate.

## ARTICLE III. OBJECTS AND PURPOSES

The objects and purposes of the Association shall, consistent with the Articles of Incorporation, include:

**Section 3.1.** Providing opportunities for meetings of Members and others for their mutual education.

**Section 3.2.** Studying and educating Members regarding opportunities, methods and means for increasing their business.

**Section 3.3.** Speaking for the electrical contracting industry as a whole and representing its interests ~~before~~before governmental entities, the public and like-minded organizations, and associations. The “electrical contracting industry” brings, power, light, and communications technology to buildings and communities~~legislative assemblies, governmental agencies and other bodies.~~

**Section 3.4.** Promoting harmonious labor —management relations and the orderly settlement of grievances and labor disputes through the Council on Industrial Relations (“CIR”) and/or other appropriate means.

**Section 3.5.** Sponsoring apprenticeship-training programs through the National Joint Apprentices and Training Committee and other appropriate means.

**Section 3.6.** Educating the public regarding the need and most appropriate sources for adequate, safe wiring and the desirability of utilizing qualified contractors.

**Section 3.7.** Promoting safe, adequate and efficient electrical service through cooperation in developing the National Electrical Code and other technical and safety programs.

**Section 3.8.** Promoting sound business management through providing education in business management, accounting, estimating and other areas for electrical contractors and their employees.

**Section 3.9.** Publishing and furnishing a magazine(s), online content, trade and industry data, analyses of governmental affairs and business trends, and other media in order to provide value to the ~~without cost to all electrical contractors and otherwise disseminating trade and industry data, and analyses of governmental affairs and business trends and other matters of interest and value to~~ electrical contracting industry, contractors and/or their employees.

**Section 3.10.** Researching products, equipment, methods, management, business and business opportunities and matters of interest to electrical contractors and/or their employees.

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**Section 3.11.** Promoting adoption and enforcement of rules defining unfair trade practices through appropriate government agencies.

**Section 3.12.** Promoting sound economic circumstances for the electrical contracting ~~business and retired employees through sponsorship of The National Employees Benefit Board and representation on other business and industry councils~~ industry and representation on other business and industry councils.

**Section 3.13.** ~~Furthering fair and ethical business practices and improving products and services through cooperation with other segments of the electrical, construction and related industries.~~ Supporting retired employees through sponsorship of benefit funds.

## ARTICLE IV. MEMBERSHIP

**Section 4.1. Classes of Membership.** There shall be four (4) classes of Membership including (a) Regular Members, ~~hereafter sometimes referred to as Members,~~ (b) Honorary Members, (c) Veteran Members, and (d) ~~Individual-International~~ Members. The Board of Governors may create additional classes of members, as it deems appropriate.

(a) **Regular Membership.** Regular Membership shall be available to persons, firms, corporations, and other permanently established entities whose principal business is electrical power, communications or controls contracting and who have an established place of business as defined by the Board of Governors. (The below proposed changes are included in Bylaw Amendment Proposal #2.)

1. Temporary Membership. Any Regular Member performing work in any local Chapter area shall notify the local Chapter and pay temporary dues and fees to that Chapter and receive such rights and services as designated in that Chapter's local Bylaws. The local Chapter shall offer temporary membership services to the Temporary Member upon such notice. Temporary Membership dues and fees shall not exceed the fees for Regular Members or 1% of productive labor payroll whichever is less.

(b) **Honorary Membership.** Honorary Membership shall be available to any person elected to such status by the Board of Governors for distinguished service to the electrical industry.

(c) **Veteran Membership.** Veteran Membership shall be available to persons having represented a Regular Member in good standing for at least fifteen (15) years and not currently engaged in the electrical contracting business. Veteran Members shall be elected by the Executive Committee.

(d) **Individual-International Membership.** ~~Individual Membership shall be available to individuals and/or other entities meeting all Regular Membership requirements for membership in this Association but (i) not being accepted for membership in a Chapter of this Association or (ii) having once held membership in a Chapter of this Association, denied continuation of such membership. Applicants for Individual Membership must be approved by a majority vote of the Executive Committee. Before approving Individual Memberships, the Executive Committee shall communicate fully with Chapters concerned. A prospective Individual Member will have the opportunity to respond in writing to any Chapter position and to be heard by the Executive Committee and have the right of appeal to the Board of Governors.~~ International Membership shall be available to individuals and/or other entities that qualify as an individual international member under the policy currently maintained by the Executive Committee.

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## **Section 4.2. Memberships with Multiple Locations.**

~~For the purpose of defining Regular Members and Individual Members, the Association shall be separate members of each permanently established electrical contracting business location, consider Member entities having more than one permanently established business location from which electrical contracting business is conducted as separate Members for each such location.~~ However, multiple locations under common ownership within the same recognized wage area shall be considered one location and one Member. Each permanent membership in a regional line constructor's chapter shall be considered as a separate membership in the National Association.

**Section 4.3. Application for Membership.** Application for Regular Membership in the Association shall be made on such form(s), and accompanied by such references, documents, dues, and fees as the Executive Committee may from time to time specify.

**Section 4.4. Membership Voting by Ballot.** Regular Members in good standing shall be authorized to cast the following votes by ballot in all matters referred to Members by the Association and/or Chapters of the Association and requiring a vote by ballot. Based upon "manhours" in the prior calendar year as defined in ARTICLE V - DUES, Regular Member, reporting:

- (a) 1 to 75,000 manhours shall have one (1) vote;
- (b) 75,001 to 150,000 manhours shall have two (2) votes and
- (c) In excess of 150,000 manhours shall have three votes.

## **Section 4.5. Membership Representation.**

Each Regular Member shall designate an "accredited representative" who is an owner, partner, officer or occupant of another senior position. The "accredited representative" shall represent and vote on behalf of the Regular Member.

**Section 4.6. Resignation of Membership.** Any Member in good standing may resign at any time by providing written notice to the Secretary/Treasurer of the Association or the local Chapter. All monies due and owing to the Association at the time of resignation shall be paid within thirty (30) business days by the resigning member. Resignations of Membership shall be acknowledged in writing and shall confirm that Member's termination of all rights of membership.

**Section 4.7. Removal of Membership.** Membership in the Association may be suspended, terminated, removed, or otherwise modified by the Executive Committee. For any cause other than nonpayment of dues, the member against whom such action is being considered shall be advised in writing of the reason(s) for such possible action, afforded the opportunity to respond in writing and the opportunity to be heard at a meeting of the Executive Committee, and the right to be represented by counsel. A decision by the Executive Committee to remove a membership Member may be appealed in writing within thirty (30) days to the Board of Governors. The decision of the Board of Governors shall be final and not subject to any challenge or review in any court.

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## Section 4.8. Reinstatement of Membership.

Membership may be reinstated in the Association by the Executive Committee. Applicants for reinstatement must meet all requirements for membership and must pay dues equal to all current dues, and, at the discretion of the Executive Committee, the amount of service charges the member would have paid had membership not been interrupted. A Member having resigned and/or having been removed from membership and being otherwise qualified, may make application as a new member after two (2) years have elapsed from the date of resignation or removal.

## ARTICLE V. DUES and SERVICE CHARGES

**Section 5.1. Establishment of Dues.** Dues amounts, fees and assessments, if any, shall be established by the Board of Governors.

**Section 5.2. Payment of Dues.** Annual dues shall be due and payable on the first day of April, each calendar year.

**Section 5.3. Dues Delinquency.** Members in arrears sixty (60) days shall be notified by mail and automatically suspended from Membership.

Members remaining in arrears an additional thirty (30) days shall be dropped from the Membership roll.

## Section 5.4. Dues Amounts.

- (a) Members located in the United States shall pay one hundred and fifty (150) dollars dues annually plus specified monthly service charges. (See “c” below)
- (b) Members located outside of the United States shall pay two hundred (200) dollars dues annually.
- (c) Members shall also pay “monthly service charges” in an amount equal to two tenths (2/10) of one (1) percent of the member’s “productive electrical payroll” as defined in (d) below, for all electrical power, communications or controls contracting business executed in the United States. Service Charges are due and payable no later than the fifteenth (15th) day of the month following the month in which the labor was performed. “Productive electrical labor payroll” is defined as total wages, including overtime wages, paid for all hours worked by all classes of electrical labor for which a rate is established in the prevailing labor agreement where the labor was performed including:

- 1) Payroll of labor union members and nonmembers on the same basis.
- 2) Payroll paid and/or accrued for the labor of a member of the Association working with the tools.

“Productive electrical payroll” shall not include:

- ~~3) Wages paid for motor repair or rewinding.~~
- ~~4) a~~ All payroll on manhours in excess of one hundred and fifty thousand (150,000) and twenty-five (25) percent of manhours in excess of seventy-five thousand (75,000), up to one hundred and fifty thousand (150,000) in any one ~~C~~chapter area during any one calendar year.

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(d) Each Member, as defined in ARTICLE IV, shall be responsible for reporting and paying dues and service charges. Each ~~M~~member in a joint venture shall be jointly and severally responsible for payment of dues and service charges by ~~the~~ joint venture. However, Members engaged in joint ventures with nonmembers may seek a “special ruling” from the Executive Committee regarding service charges. “Joint ventures” are defined as agreements under which the Members are obligated for one or more of the following:

- 1) Financing all or part of the job,
- 2) Furnishing all or part of bonding,
- 3) Execution of any part of the job requirements,
- 4) Sharing financial results.

**Section 5.5. Chapter Dues ~~And~~ Service Charges.** Each Chapter (~~see ARTICLE VI~~) may institute dues and service charges applicable to their regular members in addition to National Association dues and service charges.

## **Section 5.6. Multiple Membership Discounts.**

Any group of 10 or more permanent members under common control and ownership as of December 31 shall be entitled to a ten (10) percent discount on all service charges due for electrical contracting business in the United States payable during the next calendar year. Each such member must compute its monthly service charge on a basis of a minimum of 1,250 manhours of productive electrical payroll per month. Any Member of this Association paying dues and service charges for twenty-five (25) or more members entities under common control and ownership shall be entitled to a twenty-five (25) percent discount on all service charges due for electrical contracting business in the United States payable during the next calendar year. Each such member must compute its monthly service charge on the basis of a minimum of 1,250 manhours of productive electrical payroll per month. The discounts provided herein shall be deducted proportionality from this Association and this Association’s Chapter’s portions of monthly service charges.

## **ARTICLE VI. CHAPTERS**

**Section 6.1. Chapter Applications.** Any association or group of electrical contractors who are (a) Members of this Association or (b) who simultaneously apply for membership in this Association is eligible to make application to become a Chapter of this Association. Also, colleges and universities preparing students for careers in the electrical contracting industry may make application for an affiliated Student Chapter.

## **Section 6.2. Chapter Types.**

There shall be the following types of autonomous Chapters affiliated with this Association:

- (a) Charter Chapters
- (b) Sponsored Chapters

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- (c) International Chapters (International Chapters are exempt from Section 6.3)
- (d) Student Chapters (Student Chapters are exempted from Sections 6.3)

## Section 6.3. Chapter Affiliation Requirements.

All [Chartered and Sponsored](#) Chapters affiliated with this Association shall be required to:

- (a) Accept the authority of and act in conformance with this Association’s Bylaws, [any “charter,” “articles of sponsorship,” or other written agreements](#), and with decisions of the Board of Governors and Executive Committee. [No local chapter, its employee\(s\), officer\(s\) or representative\(s\) is authorized to act on behalf of this Association. Nothing in this section shall be interpreted to impose any duty or liability on this Association by virtue of Chapter affiliation.](#)
- (b) Accept geographic territory(s) and “class of business” fixed from time to time by the Executive Committee.
- (c) Maintain a minimum of five (5) dues paying Members.
- ~~(d) Fulfill and maintain compliance with all terms, conditions and requirements set forth in “charters” “Articles of sponsorship” and/or other affiliation documents.~~
- ~~(de)~~ Include in its name the words “National Electrical Contractors Association” or the letters “NECA” or other suitable indication of affiliation with this Association agreed to in writing by the Executive Committee.
- ~~(ef)~~ Incorporate an autonomous, nonprofit, tax- exempt membership organization and file with the Association true copies of Chapter Articles of Incorporation, Bylaws, tax exemptions and all amendments thereto. Failure of such Chapter Bylaws or amendments to meet the approval of the Association shall be grounds for rejection of an application for charter or suspension or revocation of its charter or sponsorship as a Chapter of the Association. The Bylaws of each Chapter, except those chartered prior to 1945, shall contain:
  - ~~1) Adequate provisions for the employment of a professional (nonmember) staff executive or secretary of the Chapter;~~
  - ~~2) and shall contain P~~provisions for temporary membership privileges for any member of the National Association undertaking electrical work within the territorial jurisdiction of such Chapter; and
  - ~~3) also a P~~provisions requiring its members to apply for such temporary membership privileges from any other Chapter when undertaking electrical work in an area under the territorial jurisdiction of such other Chapter.
- ~~(fg)~~ Submit to this Association, in the required format, all agreements, which the Chapter enters into with labor organizations and all supplements or amendments thereto. This Association shall not be party to, or responsible for a Chapter’s compliance with, any such agreements; [irrespective of whether such agreements contain a provision calling for or requiring “National Association” approval of such](#)

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~~agreement. No local chapter, its employee(s), officer(s) or representative(s) is authorized to act on behalf of this Association. Nothing in this section shall be interpreted to impose any duty or liability on this Association. No District shall enact a District-wide labor agreement without prior approval of the Board of Governors of this Association.~~

(g) Secure from all Members and furnish this Association upon request, statistical reports authorized by the Executive Committee.

(h) Act in complete compliance with applicable Federal, State, and local laws and the best interests and highest standards of business ethics and the electrical contracting industry.

(i) Each Chapter shall be responsible to this Association for the payment of dues and ~~or collected~~ service charges from ~~for~~ its candidates for membership and Members (permanent and temporary) as fixed by these Bylaws and, except Chapters chartered prior to 1945, shall ~~collect invoice~~ the same as part of its regular Chapter membership fees and dues schedule.

## Section 6.4. Additional Affiliation Requirements.

### (a) Chartered Chapters.

1) All Regular Members of Chartered Chapters shall be members of this Association.

2) Territories assigned to Chapters shall include and extend to all "recognized wage areas" within such chapter territories. If the territory of a chapter includes more than one recognized wage area, each such area, including the area in which the Chapter headquarters is located, shall be designated a "Division" of the Chapter. Each Division shall have such autonomous rights, distinct from those of the whole Chapter, as may be necessary to maintain its identity as a separate wage area. Chapters may establish divisions comprised of members which perform work within special classes of business, as defined by the Executive Committee. A member of a division shall be a separate membership in the National Association.

~~(The below section would be removed if Bylaw Amendment Proposal #2 passes.)~~

~~3) Any Member performing work in a chapter area where the member has not established a permanent office shall pay temporary dues and fees to that Chapter, provided that the Chapter has offered temporary membership services with notice to this Association and Chapter of permanent membership.~~

~~Temporary Membership dues and fees shall not exceed the fees for permanent members or 1% of productive labor payroll whichever is less. Temporary Membership benefits and services shall be comparable to those extended to permanent members except that Temporary Members shall not have the right to participate in Chapter elections either by voting or holding any office.~~

~~Temporary Members shall sign an acceptance of Chapter Bylaws or that section of the Bylaws specifically having to do with the delegation of its representation with labor as it concerns the local agreement or, in lieu of the above, shall execute a bargaining assent identical to that which the members of the Chapter have signed.~~

### (b) Sponsored Chapters.

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The term “Sponsored Chapter” as used herein is defined to mean a Chapter that is organized, reorganized, or maintained by the direct action, control, or participation of this Association in matters over which Chartered Chapters have autonomous control.

- 1) Sponsored chapters shall not have the autonomy of Chartered Chapters and though authorized to be represented and to participate in voice votes of the Board of Governors, such Chapters shall not be authorized to cast ballots.
- 2) Affiliation of Sponsored Chapters shall be for a period of one (1) year, renewable by the Executive Committee for additional periods of one (1) year.
- 3) Sponsored Chapters may be established by the Executive Committee when one or more of the following situations exist:
  - (i) A local group of electrical contractors is unable to organize effectively.
  - (ii) A Chapter Charter is revoked.
  - (iii) 40% or more of the membership of a chapter, or division thereof, certifies in writing to the Executive Committee that the chapter is not functioning adequately.

(c) **International Chapters.**

- 1) International Chapters shall not participate in the governance of this Association.
- 2) International Chapters shall be assigned geographic territories outside of the United States
- 3) International Chapters shall have purposes similar to those of this Association and its members shall be engaged in activities similar to activities engaged in by Members of this Association.
- 4) The Executive Committee shall determine the rights, dues and other obligations of International Chapters.

(d) **Student Chapters.**

- 1) Student Chapters shall not participate in the governance of this Association.
- 2) Student Chapters shall be assigned territories related to specified Colleges or Universities and the Executive Committee may require such Colleges and Universities to “endorse” such Chapters.
- 3) Student Chapter purposes shall be to introduce students to the objectives, values, and standards of NECA; to encourage careers in the electrical contracting industry and to foster mutually beneficial relationships between NECA and academic institutions.



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- 4) The Executive Committee shall determine the rights, dues, and other obligations of Student Chapters.

**Section 6.5. Chapter Associate Members.** A Chapter of this Association may extend Associate Membership at the Chapter level to any person, firm or corporation who provides goods and/or services to electrical contractors and is not engaged in electrical contracting as defined in Section 4.1(a). Such membership shall be primarily social and educational, and each Chapter shall establish rights and rules for its Associate Members. Under no circumstances shall Associate Members have the right to vote, become a member of the Board of Directors, or hold any office in a Chapter. Associate Members are not eligible for [Association](#) membership or to receive [Association](#) membership services.

**Section 6.6. Chapter Suspension, Revocation and Disaffiliation.** Chapters may be suspended or have their charters revoked for breach of any provision or condition contained in an application upon which a charter, sponsorship or affiliation was granted; for disregard or violation of any provision of the Articles of Incorporation, Bylaws or Policies of the Association; for violation of Federal, State or local laws or for acting in a manner contrary to the purposes or interests of the Association or the electrical contracting industry, or for any [other good and just](#) cause without limitation, which the Executive Committee deems sufficient, provided such determination and resulting action is set forth in the permanent records (minutes) of the Executive Committee [and provided in writing to the Chapter by return receipt delivery at the last office address known to this Association](#). Suspension or revocation of “affiliations” with NECA shall not affect the existence, property, contracts, debts, liabilities, or assets of autonomous Chapters unless specified expressly in affiliation documents. Any Chapter may disaffiliate with NECA by providing thirty (30) days written notice via [return receipt delivery, “Registered Mail”](#) and by discharging all debts and obligations to this Association, [and by forfeiting all affiliation entitlements](#). ~~Notice of suspensions and revocations shall be sent by “Registered Mail” at the last office address known to this Association.~~

**Section 6.7. Chapter Appeals.** Chapters having been suspended or having their charters revoked by the Executive Committee may appeal such action in writing to the Board of Governors within thirty (30) days of being notified of such action. If the Board of Governors determines an appeal has merit, it may investigate and/or offer to review additional evidence submitted by the Chapter against which action has been taken. In a timely manner, the Board of Governors shall advise the subject Chapter of its finding(s), which shall be final and not subject to challenge or review in any court.

**Section 6.8. Chapter Membership Requirement.** To the extent set forth in these Bylaws, Regular Members of this Association shall be members of Chapters of this Association. Members who are not members of Chapters ("Individual Members") may vote in this Association only as individuals. A member of the Board of Governors shall not cast any vote on behalf of any Individual Member.

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## ARTICLE VII. DISTRICTS

**Section 7.1. Purposes of Districts.** NECA shall have “Districts” for the purposes of administration and representation. Chapters within each District, their Members and their Governors shall be considered “of that District”. Districts of NECA shall include the following states, except contiguous territory that may be assigned by the Executive Committee to a Chapter in another District:

**District 1.** Massachusetts, Maine, New Hampshire, Vermont, Connecticut, Rhode Island, New York, and New Jersey.

**District 2.** Pennsylvania, Delaware, Maryland, District of Columbia, Ohio, Kentucky, and West Virginia.

**District 3.** Virginia, North Carolina, South Carolina, Georgia, Florida, Tennessee, Alabama, Mississippi, Louisiana, Puerto Rico, and the Virgin Islands.

**District 4.** Michigan, Indiana, Illinois, and Wisconsin.

**District 5.** Kansas, Oklahoma, Arkansas, Arizona, Texas, and New Mexico.

**District 6.** Oregon, Washington, and Alaska.

**District 7.** Minnesota, Iowa, North Dakota, South Dakota, Nebraska, and Missouri.

**District 8.** Colorado, Wyoming, Utah, Idaho, and Montana.

**District 9.** California, Nevada, Hawaii, and Pacific Islands.

**District 10.** The United States on all line construction work when performed for utilities, municipally owned distribution systems, R.E.A., and railroads.

**Section 7.2. District Annual and Council Meetings.** At least once each calendar year there shall be a meeting of Members in each District held at a time and place selected by the District Vice President thereof in cooperation with the CEO. The primary purposes of District meetings shall be the presentation of educational (learning) programs and strengthening relationships. District Vice Presidents shall “sponsor” and preside as Chairman of the Annual District Membership Meeting and at least one (1) District Council Meeting, the delegates to which shall be at least the President, Governor and Manager of each Chapter in that District. ~~Chapters shall be responsible for the expenses of their Governor, President and Staff Executive related to attending the District Annual and Council Meetings.~~

## ARTICLE VIII. ~~ORGANIZATION~~BOARD OF GOVERNORS

**Section 8.1. ~~Authority of Board of Governors.~~**

**(a) ~~Authority of the Board of Governors.~~** The Board of Governors is the ultimate governing body of this Association and shall control all its assets and affairs and formulate its policies and programs.

**(b) ~~Section 8.2. Structure of Board of Governors.~~** The Board of Governors shall consist of:

- (~~1~~a)** One (1) Governor elected from and by the Members of each Chapter empowered to elect Governors affiliated with this Association.

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- (2b) The President of this Association.
- (3e) District Vice Presidents.
- (4) The Vice President of Integrated Systems Contractors
- (5d) The Vice President At Large.

**(c)Section 8.3- Selection of Governors.** Each chapter located in an odd-numbered District shall, in January of each odd-numbered year, select one of its active Regular Members to serve as a member of the Board of Governors of this Association for a term of two (2) years. Each chapter located in an even-numbered District shall, in January of each even-numbered year, select one of its active Regular Members to serve as a member of the Board of Governors of this Association for a term of two (2) years. Governors shall take office upon selection and notification sent to the Secretary/Treasurer in writing.

**(d)Section 8.4- Duties and Responsibilities of Governors.** Governors shall be liaison officers and responsible for representing and communicating the views of their Chapters to the Board of Governors. At the same time, as Governors of this Association, they shall be responsible for communicating and promoting the objectives and programs of this Association to their Chapters and its Members.

**(e)Section 8.5- Quorum of Board of Governors.** A quorum for the transaction of business by the Board of Governors shall be a majority of all Governors.

**(f)Section 8.6- Meetings of the Board of Governors.**

**1) Regular and Special Meetings(a) — Notice.** A regular meeting of the Board of Governors shall be held at a time and place determined by the President between September first and December fifteenth. A regular meeting on any issue may be held virtually or otherwise in compliance with these Bylaws.

A special meeting ~~Other meetings~~ of the Board of Governors shall be ~~called~~ held if:

- a) called by the majority of the voting members of the Board of Governors: or
- b) ~~by the President~~ upon request of at least ~~thirty~~twenty-five (235) percent of all the votes entitled to be cast on an issue proposed to be considered at the special meeting. Requests for such special meeting shall be signed, dated, and delivered to the Secretary/Treasurer with one or more demands, describing the purpose for which it is to be held, and within the timelines set forth in these Bylaws.

A special meeting shall only take up the matter(s) noticed.

**2) Meeting Types.** The Board of Governors may meet-in-person, virtually, by email, or by teleconference, in compliance with the following requirements:

- a) The notice calling the meeting shall set forth the date of the meeting, the manner or place of the meeting, and provide for the participation of all available members.

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b) The meeting shall provide each participating member the opportunity to read or hear the proceedings substantially concurrent with real time, vote on matters submitted to members, pose questions, and make comments.

3) Notice Timing~~the Governors or a majority of the Executive Committee.~~ Notice of all meetings of the Board of Governors shall be sent to all Governors and Presidents of Chapters by the Secretary/Treasurer at least twenty (20) days prior to meetings.

4~~b)~~ **Unit Voting.** On ballot votes, except on matters pertaining to Labor Relations, each Governor shall cast, as a unit, all the number of votes as provided in the Bylaws (Section 4.4) for the members of the chapter who are in good standing thirty (30) days prior to the date of the meeting. On any matter pertaining to labor relations, the number of votes shall be limited to those attributable to members signatory to an I.B.E.W. labor agreement. The President, District Vice-Presidents and the Vice-President-at-Large shall cast one (1) vote each.

5~~e)~~ **Ballot or Voice Voting.** In all elections of officers, except when the candidate is unopposed, and in voting on amendments to the Bylaws, the Board of Governors shall take a ballot vote. On other matters, the usual form of viva-voce voting shall prevail with each member of the Board of Governors having one vote, provided any member of the Board of Governors may call for a ballot vote on any question before the question is put to the Board of Governors for a vote. When the Board of Governors utilizes a ballot vote, a tally of each vote showing both the number of votes cast, as well as the votes by each Governor, shall be made available to each Chapter.

~~(d) — Other Actions. The Board of Governors may also act without meeting (such as conferring and acting by means of mail, e-mail, telephone conference, or facsimile communication), except to amend these Bylaws. Such action shall be recorded in the minutes of the next meeting of the Board of Governors.~~

(g)Section 8.7. **Alternates.** Chapters authorized to select Governors may select “alternates” to represent the Chapter when they deem it appropriate. Chapters shall notify the Secretary/Treasurer in writing of the selection of “alternate” and successors to Governors.

(h)Section 8.8. **Agenda.** Agenda topics or proposals such as new policies, amendments to these Bylaws, policy changes, agreements or changes to agreements having a significant effect upon Members, Chapters, and/or this Association shall be received by the Secretary/Treasurer at least sixty (60) days prior to the meeting at which such proposals will be considered. Such agenda topics or proposals shall be distributed in writing to all Governors by the Secretary/Treasurer at least fifty (50) days prior to the meeting at which they will be considered. Responses, amendments, and/or substitutes to such topics or proposals must be submitted to the Secretary/Treasurer at least thirty (30) days prior to meetings at which they are to be considered. Proposals and modifications, or other responses to proposals, received by these deadlines shall be sent by the Secretary/Treasurer to all Governors at least twenty (20) days prior to the meeting at which they are to be considered.

(i)Section 8.9. **Chairman of the Board of Governors.** The President of this Association shall Chair all meetings of the Board of Governors. In the absence of the President, the President shall make a recommendation for Chairman and the Executive Committee shall appoint the Chairman by majority

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vote. If the President is unavailable, the Executive Committee shall appoint the Chairman from its membership by majority vote.

~~(j)Section 8.10. Governor’s Expenses.~~ Chapters shall be responsible for expenses related to their Governor’s attending meetings of the Board of Governors.

## Section 8.2.ARTICLE IX. EXECUTIVE COMMITTEE

~~(a)Section 9.1. Authority of the Executive Committee.~~ The Executive Committee of the Board of Governors shall be authorized to act on behalf of this Association between meetings of the Board of Governors in all matters not expressly reserved to the Members or Board of Governors by the Articles of Incorporation, these Bylaws, or directives of the Board of Governors, provided that such actions are approved by the Board of Governors at its next meeting. The Executive Committee shall also be authorized to act at all times in matters specifically assigned to it in the Articles of Incorporation these Bylaws or directives of the Board of Governors.

~~(b)Section 9.2. Structure of Executive Committee.~~ The Executive Committee shall consist of the President, the District Vice Presidents, the Vice President At Large, the Vice President of Integrated Systems Contractors, the CEO, the Secretary/Treasurer and such other National ExecutiveStaff\_ Officers as determined by the Executive Committee. ~~(See Section 11.6).~~ Each member of the Executive Committee shall have one vote, except that the CEO, the Secretary/Treasurer and other National ExecutiveStaff\_ Officers shall have voice but no vote.

~~(c)Section 9.3. Duties and Responsibilities of the Executive Committee.~~ In addition to responsibilities specified ~~in Section 9.1above,~~ the Executive Committee shall:

- ~~(1a)~~ Be responsible for Labor Relations activities of this Association.
- ~~(2b)~~ Be responsible for financial management, reserve accumulation and management, investments, budgeting and safe keeping of the Association’s assets in accord with Policies and directives of the Board of Governors.
- ~~(3e)~~ Be responsible for employing the chief executive officer (CEO) and providing for the employment of staff under the direction of the CEO.
- ~~(4d)~~ Be responsible for setting the time, date and location of each “Convention” at least sixty (60) days prior to the date thereof.
- ~~(5e)~~ Be responsible for recording and furnishing copies of the minutes to the Board of Governors immediately following such proceedings.
- ~~(6f)~~ Be responsible for nominating a qualified candidate for President of the Association the final year of the President’s term at least sixty (60) days prior to the last regular meeting of that year.
- ~~(7g)~~ Be responsible for appointing-nominating a Vice President At Large.
- ~~(8h)~~ Be responsible for such other duties and responsibilities, as the Board of Governors may deem appropriate.

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**(d)Section 9.4. Quorum of the Executive Committee.** A Quorum for transaction of business of the Executive Committee shall be a majority of all members of the Executive Committee.

**(c)Section 9.5. Meetings of the Executive Committee.** The Executive Committee shall meet at least three (3) times annually at the call and at such time and place as the President may specify. Meetings of the Executive Committee may also be convened by a written request of a majority of the Committee. Notice of all meetings of the Executive Committee shall be sent to all members of the Committee by the Secretary/Treasurer at least ten (10) days prior to such meetings. The Executive Committee may also act without meeting (such as conferring and acting by means of mail, e-mail, telephone conference, or facsimile communication). Such action shall be recorded in the minutes of the next meeting.

**(f)Section 9.6. Chairmanship.** The President of the Association shall serve as Chairman of the Executive Committee. In the absence of the President, the President shall make a recommendation for Chairman and the Executive Committee shall appoint the Chairman by majority vote. If the President is unavailable, the Executive Committee shall appoint the Chairman from its membership by majority vote.

**(g)Section 9.7. Expenses of Executive Committee.** Expenses of members of the Executive Committee related to attending Committee meetings and meeting of the Board of Governors shall be paid by the Association.

## Section 8.3.~~ARTICLE X.~~ MEMBER OFFICERS

**(a)Section 10.1.** Member Officers of this Association shall include: a President, a District Vice President representing each District, a Vice President of Integrated Systems Contractors, and a Vice President At Large.

**(b)Section 10.2. The President.** The President shall be the senior elected officer of the Association.

**1(a) Qualifications.** Candidates for President must, within the previous five (5) years, have served one (1) term on the Executive Committee or at least two (2) years on the Board of Governors and represent a Member who is a signatory to an I.B.E.W. labor agreement.

**2(b) Nomination.**

**a1)** By the Executive Committee. The Executive Committee shall nominate, from among the members of the Association or their duly accredited representatives, one or more candidates for the office of President at its last regular meeting which precedes, by at least sixty (60) days, the regular meeting of the Board of Governors in the second calendar year of a President's term.

**b2) Other Nominations.** Additional nominations for the office of President, from among the members or their duly accredited representatives, may be made by any Governor with the written concurrence of a majority of the Governors from the District in which the nominee operates the headquarters of his business, by filing the nomination with the Secretary/Treasurer at any time after the nominations of the Executive Committee and more than thirty (30) days prior to the date of such regular meeting of the Board of Governors.

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~~3(e)~~ **Election.** The President of the Association shall be elected by the Board of Governors at its last regular meeting in the second year of each President's term. Individual members shall have the right to vote by proxy one vote each for a duly nominated candidate for President. Proxy ballots shall be mailed to the Secretary/Treasurer.

~~4(d)~~ **Term of Office.** The President shall be elected to a two (2) year term beginning January first of the year following the election, The President shall serve no more than two (2) full terms.

~~5(e)~~ **Duties.** The President shall perform the following duties:

~~a1)~~ Exercise leadership necessary to promote the policies and programs of the Association.

~~b2)~~ Speak for the Association and the electrical contracting industry.

~~c3)~~ Preside at all meetings of the Board of Governors, the Executive Committee, and the Convention.

~~d4)~~ Appoint the Chairman and members of all Committees not otherwise specified in these Bylaws.

~~e5)~~ Perform other duties assigned by the Board of Governors.

## ~~Section 10.3. The President Elect. [Repealed]~~

### ~~(c)Section 10.4. District Vice Presidents.~~

~~1(a)~~ **Qualifications.** At the time of nomination, candidates for District Vice President must:

~~a1)~~ Have served at least one (1) full year on the Board of Governors within the past five (5) years.

~~b2)~~ Represent a member who is a signatory to an I.B.E.W. labor agreement.

~~c3)~~ Be ~~a~~ members in good standing of Chapters within that District.

~~2(b)~~ **Nomination.** Nominations for District Vice Presidents must be signed by a Governor from that District and received in writing by the Secretary/ Treasurer, not more than sixty (60) days nor less than thirty (30) days prior to the date of the Board of Governors meeting at which elections will be held.

~~3(e)~~ **Election.** One (1) District Vice President shall be elected by the Governors in each District. Districts designated by even numbers shall elect District Vice Presidents in even numbered years and Districts designated with odd numbers shall elect District Vice Presidents in odd numbered years, all to take office on the first day of January following their election.

~~4(d)~~ **Term of Office.** District Vice Presidents shall be elected to a two (2) year term beginning January first of the year following their election. District Vice Presidents shall serve no more than two (2) terms. If a District Vice President is elected to serve an unexpired term under Section 10.7, service of one-half or more of the unexpired term shall be considered a full term for purposes of term limits.

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5(e) **Duties.** District Vice Presidents shall:

a) Represent the conveyed interests of the chapters in their districts to the Association and the Executive Committee.

b) Promote the policies and programs of this Association.

c) Lend counsel and advice to Chapter officers and agents and coordinate their efforts.

d) Investigate and report pertinent developments in the District that could affect this Association.

e) Perform such additional duties as the Board of Governors may from time-to-time assign.

(The below changes are included in Bylaw Amendment Proposal #3.)

Section 10.5.(d) Vice President At Large. The Vice President At Large shall be ~~appointed-nominated~~ by the Executive Committee from among qualified representatives of member firms in the United States and having annual payrolls in excess of nine hundred thousand (900,000) manhours. The Vice President At Large shall be ~~appointed-nominated~~ at the Executive Committee meeting held prior to the convention in odd numbered years ~~and shall be elected by the majority of the Board of Governors in odd-numbered years and shall serve a term of two (2) years beginning the first day of January of the year following their election.~~ shall serve a term of two (2) years beginning the first day of January of the year following their selection. The Vice President At Large may serve no more than two (2) terms. If a Vice President at Large is appointed to fill an unexpired term due to vacancy ~~under 10.7~~, service of one-half or more of the unexpired term shall be considered a full term for purposes of term limits. The Vice President At Large shall perform those duties specified by the Executive Committee.

(e)Section 10.6 Vice President of District 10. Whereas District 10 represents the entire United States for all Line Construction and is unique to the other Districts, the District 10 Vice President shall be responsible for the following duties as they pertain to line construction work and provided that they are not in conflict with these bylaws:

1. All Labor Relations with the IBEW International and IBEW VP Districts regarding District 10 issues. This shall include the negotiations of any IBEW National or District Agreements for line construction work.
2. The selection and appointment of all committee members representing District 10.
3. The Selection and appointment of CIR panel members sitting on the Outside Line CIR.

(f)Section 10.7 Vice President of Integrated Systems Contractors. The Vice President of Integrated Systems Contractors shall be nominated by the Technology Systems Integration Task Force from among qualified representatives of member firms in the United States performing work covered within the Scope of Work of the VDV National Agreement, whether or not working under this Agreement. The nomination for the Vice President of Integrated Systems Contractors must be transmitted by the Task Force to the Secretary/Treasurer, not more than sixty (60) days nor less than thirty (30) days prior to the date of the Board of Governors meeting at which elections will be held. At the time of the nomination, candidates for the position of Vice President of Integrated Systems Contractors must represent a



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member who is signatory to an I.B.E.W. labor agreement, be a member in good standing of a recognized permanent chapter, and is currently serving, or has served as an officer or director of a recognized permanent chapter. The Vice President of Integrated Systems Contractors shall be elected by the majority of the Board of Governors in even-numbered years and shall serve a term of two (2) years beginning the first day of the January of the year following their election. The Vice President of Integrated Systems Contractors may serve no more than two (2) terms. If a Vice President of Systems Integrated Contractors is appointed to fill an unexpired term due to vacancy, service of one-half or more of the unexpired term shall be considered a full term for purposes of term limits. The Vice President of Integrated Systems Contractors shall perform those duties customary for District Vice Presidents except they will be expected to represent and convey the interests of member contractors participating in the Teledata, Sound and Communications, VDV, Systems Integration and Low Voltage sectors of the industry.

**(g)Section 10.6. Prohibition on Holding Multiple Offices.** The President, District Vice Presidents, the Vice President of Integrated Systems Contractors, or the Vice President At Large may not represent any chapter in the Board of Governors. No person may hold more than one of the following Offices or positions at the same time:

- 1) President of the Association
- 2) District Vice President
- 3) Vice President of Integrated Systems Contractors
- 4) Vice President At Large
- 5) Governor representing a Chapter

**(h)Section 10.7. Vacancies.**

**1(a)** In the event the President resigns or is unable to serve, as determined by the Executive Committee, the Executive Committee shall select a District Vice President or the Vice President at Large to perform the duties of the President until a successor is elected. At the next regularly scheduled meeting of the NECA Board of Governors following the vacancy, the Board of Governors shall elect a President in accordance with the qualifications and procedures as established ~~in~~ in these bylaws ~~Section 10.2~~. Such newly-elected President's term shall begin on January first of the year following the election and the President shall serve a full two (2) year term. In the event a District Vice President or the Vice President at Large is selected to perform the duties of the president for an unexpired term due to vacancy under this Section, service of one-half or more of the President's unexpired term shall be considered a full term for purposes of term limits.

**2(b)** In the event a District Vice President resigns or is unable to serve, as determined by the Executive Committee, the vacancy shall be filled the in the following manner:

- a)** The Governors from the District where the vacancy exists, shall, at a time and in a manner determined by the NECA President, elect a qualified Member from that District (~~see Section 10.4~~) to serve the unexpired term.

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~~b2)~~ However, in the event the vacancy occurs after the Governors of that District have already elected the next District Vice President of that District ~~pursuant to Section 10.4 (e)~~, but before the elected-candidate's term has begun, the elected-candidate shall perform the duties of District Vice President of that District until the elected candidate's term officially begins ~~pursuant to Section 10.4 (d)~~.

~~3(e)~~ In the event the Vice President At Large resigns or is unable to serve, as determined by the Executive Committee, the Executive Committee shall, at a time and in a manner determined by the NECA President, appoint a qualified ~~Vice President At Large (see Section 10.5)~~ replacement to serve the unexpired term.

4) In the event the Vice President of Integrated Systems Contractors resigns or is unable to serve, as determined by the Executive Committee, the Technology Systems Integration Task Force shall appoint a qualified Member to serve the unexpired term.

## ARTICLE IXXI. ADMINISTRATION

~~Section 9.1. Section 11.1~~ National Executive Officers. National Executive Officers shall include the Chief Executive Officer (CEO), the Secretary/Treasurer, and such ~~staff~~ National Executive Officer positions as the CEO may recommend and as approved by the Executive Committee ~~may deem appropriate.~~

### Section 9.2.11.2. The Chief Executive Officer (CEO).

The Chief Executive Officer (CEO) shall be the senior Executive/Administrative officer of this Association. While CEO, the CEO shall not be a member of, or affiliated with a member of, the Association, whether as an owner, director, officer, executive, employee, consultant, independent contractor or otherwise.

(a) **Appointment.** The CEO shall be appointed by the Executive Committee.

(b) **Responsibilities.** The CEO shall:

- 1) Administer the affairs of this Association.
- 2) Select, manage, discharge, and ~~"direct"~~ all other NECA employees of this Association.
- 3) Be responsible solely to the Executive Committee for implementation of the objectives, policies, and programs of this Association in accord with applicable law, the Articles of Incorporation, these Bylaws, Policies and directives of the Board of Governors and Executive Committee.

(c) **Duties.** The CEO shall:

- 1) Recommend policies, programs, and changes thereto, but take no part in their approval or adoption.
- 2) Submit a detailed budget to the first meeting of the Executive Committee each calendar year and adhere to budgets approved by the Executive Committee.

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- 3) ~~Ensure an annual independent third-party audit of the finances of the Association by a qualified CPA firm, selected with the approval of the Executive Committee. Cause the Annual Audit of books of this Association to be made by a reputable "Certified Public Accountant" or firm immediately after the close of each fiscal year.~~
- 4) ~~Declare qualified applicants for membership "elected".~~
- 45) Plan and organize Conventions of the Association and, in cooperation with the appropriate District Vice President, District Membership and Council meetings.
- 56) Report to the President between meetings of the Executive Committee.

## Section ~~911~~.3. Secretary/Treasurer.

~~There shall be a Secretary/Treasurer of the Association who shall serve as Secretary of the Board of Governors and the Executive Committee. The Secretary/Treasurer shall serve as Secretary of the Board of Governors and the Executive Committee.~~

- (a) **Appointment.** The Secretary/Treasurer shall be appointed by the Executive Committee upon recommendation of the CEO.
- (b) **Responsibilities.** The Secretary/Treasurer shall be responsible to the Executive Committee and/or the Board of Governors, for those duties specified in these Bylaws; and may also serve as the Chief Financial Officer (CFO) of the Association under the direction of ~~for other duties shall be responsible to~~ the CEO.
- (c) **Duties.** The Secretary/Treasurer shall:
  - 1) Receive, process, and acknowledge applications and resignations of members.
  - 2) Receive and acknowledge Chapter affiliations and disaffiliations.
  - 3) Notify all Governors of proposed Bylaw and Policy amendments
  - 4) Receive and maintain custody of all proxy votes, ballots, and ballot boxes.
  - 5) Pay all bills against the Association when determined after such bills are approved by the CEO as proper charges to the Association.
  - 6) Be custodian of Association funds and investments
  - 7) Provide financial statements of position and activities at each meeting of the Board of Governors and Executive Committee.

~~Section 11.4. Bonding. The CEO, Secretary/Treasurer and such other staff as the Executive Committee may specify shall be bonded for faithful performance of duties at the expense of the Association in such amounts as may be specified by the Executive Committee.~~

**Section ~~911~~.45 Association Contracts, Notes, Bonds, Deeds, Mortgages, Leases, and other Legal Instruments.** All contracts, notes, bonds, deeds, mortgages, leases, and other legal instruments to which

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the Association is party shall be signed by the appropriate National Executive Officer as delegated by the CEO/CEO, and if necessary, attested by the Secretary/Treasurer and, subject to prior approval by Executive Committee in accordance with its policy. ~~All checks and drafts of the Association shall be signed and countersigned by any two of the following persons: the CEO, Secretary/Treasurer and two additional Association employees designated by the Executive Committee.~~

~~**Section 11.6. Staff Officers.** Subject to confirmation of the Executive Committee, the CEO may appoint:~~

- ~~(a) — An Assistant CEO,~~
- ~~(b) — An Assistant Secretary/Treasurer,~~
- ~~(c) — A Chief Operating Officer,~~
- ~~(d) — And such other staff officers as may be deemed necessary.~~

## **ARTICLE XH. COMMITTEES**

**(The below proposed changes are included in Bylaw Amendment Proposal #4.)**

**Section 102.1.** The President, subject to the approval of the Executive Committee, may establish such Committees, Task Forces and other project groups as may be deemed appropriate for the purpose of carrying out the objectives and obligations of the Association.

The President shall appoint the Chairmen and Members of all Committees, fill any vacancies thereon, and shall provide such Committees with written charges and instruction within the authority granted to the President by these Bylaws. The President and CEO shall be members, ex officio, of all Committees. The CEO shall assign staff to serve as secretary and advisor to each Committee.

The Executive Committee, which shall serve as the “Labor Relations” and “Finance Committee”, shall at all times also maintain Standing Committees or Task Forces that focus primarily in the following areas of critical concern to this Association:

- (a) Government Affairs
- (b) Safety
- (c) Codes and Standards
- (d) Technology and Innovation, including but not limited to the Systems Integration Task Force; and
- (e) Workforce Development and Recruiting Standing Committees. In addition to the “Executive Committee” which shall also be the “Finance Committee” and the “Labor Relations Committee” there shall be the following Standing Committees (See ARTICLE IX.)

~~(a) — Government Affairs Committee — NECA Government Affairs Committee is charged with bringing to the attention of the industry proposed national legislation that may threaten or enhance the American system of competitive private enterprise or the rights or civil liberties of individuals, minorities or States as may impact the electrical construction industry, and to take such action, subject to the approval of the Executive Committee, as it may see fit for the protection and furtherance of its rights and interests.~~

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~~(b) — Codes and Standards Committee — NECA Codes and Standards Committee is charged with developing codes and standards intended to improve the reliability and performance of installed electrical systems.~~

~~(c) — Workforce Development Committee — NECA Workforce Development Committee is charged with development of programs to ensure an adequate supply of qualified craftsmen in all areas of the country and providing adequate, continuing, and diverse training for technological requirements and the expanding needs of the Industry.~~

~~(d) — Management Development Committee.~~

~~(e) — The National Employees Benefit Board for the Electrical Contracting Industry.~~

~~(f) — Council on Industrial Relations for Electrical Contracting Industry.~~

## **Section 12.2. Committee Appointments.**

~~(a) — The President, subject to the approval of the Executive Committee, shall appoint all Standing Committee Chairmen and Members.~~

~~(b) — The President shall also fill any vacancies on all Committees.~~

~~(c) — The President and CEO shall be Members, ex officio, of all Committees.~~

~~(d) — The President shall designate a District Vice President as liaison officer to the Executive Committee for each Committee not chaired by a District Vice President.~~

~~(e) — The CEO shall assign staff to act as secretary and advisor to each Committee.~~

## **Section 12.3. Special (Other) Committees.**

~~The President, subject to the approval of the Executive Committee, may establish such Special Committees, Task Forces and other project groups as may be deemed appropriate. The President shall appoint the Chairmen and Members of all Special Committees and shall provide such committees with written charges and instruction within authority granted to the President by these Bylaws.~~

## **ARTICLE XIII. ACADEMY OF ELECTRICAL CONTRACTING**

There shall be established and maintained, within the Association, an Academy of Electrical Contracting. There may be admitted to the Academy, as Fellows, individuals whose services to the electrical contracting industry are so exceptional and outstanding as to be deserving of the highest honor and recognition. The Academy may adopt such operating rules and procedures, and engage in such activities, as are consistent with the Bylaws of the Association, and are approved by the Board of Governors.

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## ARTICLE XII~~V~~. ANNUAL CONVENTION

**Section 124.1. Annual Convention.** At least once each calendar year there shall be a meeting of Members of the Association to be known as the Annual Convention, held at a time and place selected by the Executive Committee.

~~Section 14.2. Planning and Management. The CEO shall be responsible for planning and managing Annual Conventions of this Association.~~

## ARTICLE XIII~~V~~. AMENDMENTS

These Bylaws may be amended at any meeting of the Board of Governors at which a quorum is present and required notice has been given, by a two-thirds (2/3) ballot vote of the Governors present and voting. Proposed amendments must be submitted at least sixty (60) days prior to the meeting at which they will be considered. Proposed amendments shall be distributed in writing to all Governors by the Secretary/Treasurer at least fifty (50) days prior to the meeting at which they will be considered. Any proposed amendments to, or substitutes for, proposed amendments which modify the provision to be amended must be submitted to the Secretary/Treasurer at least thirty (30) days prior to the meeting of the Board of Governors. A copy of the same shall be sent by the Secretary/Treasurer to all Governors at least twenty (20) days prior to the meeting at which proposed amendments or substitutes for amendments will be considered.

## ARTICLE XIV~~V~~. INDEMNIFICATION and INSURANCE

**Section 146.1. Cause Of Action.** No Member, Chapter, District, or other element of this Association, present or past, shall have any claim or cause of action in its own right or on behalf of others against this Association, its officers, employees or agents (regardless of whether such individual is paid or unpaid) for any act of commission or omission arising out of termination or suspension of membership or disaffiliation against this Association.

**Section 146.2. Indemnification.** The Association shall indemnify the past and present Officers, Governors, agents, and employees of this Association against all expenses or liabilities, including attorneys' fees, actually and necessarily incurred in connection with any proceeding to which they may be made party or in which they may become involved (including any settlement of such a proceeding, as long as this Association approves the settlement) because they were or are acting in their capacity as an Officer, Governor, agent, or employee of this Association (and not for any local, chapter or regional matter), unless they were grossly negligent or subject to liability for misconduct in the performance of a duty in connection with the claims made in the proceeding. The right to be indemnified shall not apply to the extent that the Officer, Governor, or employee is, or engaged in intentional misconduct in the discretion of the Board of Governors. The right to be indemnified shall not apply to the extent that the Officer, Governor, agent, or employee is, or is entitled to be, indemnified, or defended under any insurance policy or other agreement. The indemnification provided by these Bylaws is limited to any excesses over the limits of liability or coverage provided in any insurance policy or other agreement and to amounts paid as a deductible on an insurance policy.

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**Section 14.3. Insurance.** The Secretary/Treasurer shall cause to be purchased and maintained by the Association commercially available insurance in reasonable limits necessary to cover the indemnification in this Article and the other obligations of the Association.

**ARTICLE XVII. RULES OF ORDER.** The rules contained in the most recent edition of “Roberts Rules of Order” shall govern the conduct of all meetings of the Association when these Bylaws or Policies of this Association are silent regarding such matters.

**ARTICLE XVIII. FISCAL YEAR.** The Fiscal Year of this Association shall be the “Calendar Year.”

**ARTICLE XIX. SEVERABILITY.** In the event that any part of these Bylaws should be held unlawful or unenforceable, such holding shall not impair or render void any other part of these Bylaws; and if any part should be found to be too broad, it shall be considered modified to the extent necessary to cure the reason for such finding.

**ARTICLE XX. DISSOLUTION.** The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. No part of such funds shall inure or be distributed to Members of this Association. Upon dissolution any funds remaining after satisfaction of all obligations of this Association shall be distributed to one or more regularly organized and qualified organizations exempt from Federal taxation under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code.