



Date: August 27, 2004

Memo To: Members of the Board of Governors, NECA

From: J. Michael Thompson, Secretary-Treasurer

Subject: Proposed Constitutional Amendment

In accordance with Article XIII of the NECA Constitution, the attached amendment to the Constitution has been properly submitted, and will be voted upon by delegates during the convention to be held in Los Angeles, California on October 17-19, 2004; provided that a majority of the Board of Governors at their October 16 meeting recommend this proposed amendment for voting by the delegates.

The attached proposal, if adopted by the delegates, shall become effective immediately.

As provided in the Constitution, any proposed amendment to the Constitution that does not receive such recommendation from the Board will not be presented to the delegates for voting.

pc: Chapter Presidents
Chapter Managers

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CONSTITUTIONAL AMENDMENT #1 – Re: Subject to the adoption of revised bylaws, this amendment would dissolve the NECA Constitution.

WHEREAS, The NECA Constitution was originally adopted in October, 1954;

WHEREAS, Amendments to the Constitution have been properly adopted at fifteen annual conventions;

WHEREAS, Market and organizational circumstances under which the Constitution was adopted have changed significantly;

WHEREAS, The organization and governance of the Association have been provided for in two organic documents, the Constitution and Bylaws;

WHEREAS, To enhance clarity and efficiency, the Association would be well-served by consolidating the Constitution with the Bylaws;

WHEREAS, The Association has undertaken an effort to improve and update its Bylaws;

WHEREAS, The revised Bylaws incorporate provisions now included in the Constitution;

WHEREAS, The Board of Governors will take action to adopt the revised Bylaws at its October 2004 meeting now, therefore, be it

RESOLVED, That, simultaneously with the adoption of the revised Bylaws, the NECA Constitution shall be dissolved.

COMMENT FROM NECA HEADQUARTERS

Assuming the Board of Governors adopts a revised set of Bylaws this resolution is necessary to accomplish the merger of the former two documents into one. It is recommended FOR adoption.