

Special Supplement: **NECA Governance**

Members May Be Asked To Dissolve NECA's Constitution

Since it was originally adopted in 1954, NECA's current constitution has been amended 15 times, and our current bylaws, adopted the same year, have been amended 27 times. With all these changes over the past half century, it should come as no surprise that many redundancies – and a few inconsistencies – now exist between these two documents.

As reported previously – and recapped on the next page of this supplement – efforts to improve our governing documents have been underway for about two years. These efforts will culminate in Los Angeles this fall. Among the many issues that will be considered at the NECA Board of Governors Meeting there on October 16 is a proposal to adopt revised bylaws.

The revised bylaws would address all the topics that are essential to NECA governance and thereby make our constitution redundant. (In fact, most modern associations have only one governing document, *not* a constitution and bylaws.) Therefore, if the governors approve the revised bylaws, they will also vote on a proposal to recommend that NECA's membership dissolve the constitution.

And, if that proposal passes, then NECA's membership – represented by their **delegates** – will vote during the Convention on dissolving the constitution. (See the box on the next page of this supplement for information on delegate voting.) The outcome of this vote would take immediate effect.

NECA's current constitution requires that constitutional amendments must be voted upon during a NECA Convention by delegates and that a copy of the proposed amendment(s) be sent by the Secretary to all NECA members at least 50 days prior to the Convention where such a vote is expected to take place. This special *NECA News* supplement was prepared and mailed to members and chapter offices in order to meet this obligation. The "official notice" containing the wording of the proposed "Recommendation to Membership To Dissolve the Constitution" appears in the adjacent box.

OFFICIAL NOTICE

PROPOSED CONSTITUTIONAL AMENDMENT

Pursuant to Article XIII of the NECA Constitution, you are hereby notified that, subject to the adoption of revised bylaws, the following Constitutional Amendment will be voted upon at the meeting of the NECA Board of Governors at the Westin Bonaventure Hotel in Los Angeles, California, on October 16, 2004, and that passage of this amendment would necessitate a vote by NECA's membership during the 2004 National Convention.

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.

(The above constitutes official notice by the Secretary.)

Efforts To Improve NECA Governance Stem From Strategic Plan

One goal expressed in NECA's Long-Range Strategic Plan is to make the governance of our organization more effective by making it more representational and more attuned to changing conditions. To this end, in 2002 NECA commissioned Charles Rumbarger, an association management consultant, to identify a broad range of opportunities for optimizing NECA's governance structures and practices.

Rumbarger noted the need for more focused meetings, improved use of communication and information technology, more effective outreach to the diverse segments within NECA's membership, and other ongoing improvements in governance structures and procedures. He specifically recommended that we resolve differences between the constitution and bylaws and consolidate and simplify these documents. (A summary of his report is online at www.necanet.org/private/newsreport.cfm?ID=1707)

In 2003, the NECA Governance Task Force was established through our Executive Committee. It was assigned to review the consultant's final report and help develop practical recommendations for NECA action. These recommendations were the topics of lively discussion at last year's Board of Governors Meeting.

After reviewing feedback from that meeting and other sources, the Task Force began work on developing proposals to present to the governors. In addition, the task

force drafted revised bylaws, a document that combines the current constitution and bylaws. (The proposed bylaws, along with current governing documents, are online in the "Governance" section on our members-only site. You may go directly to www.necanet.org/private/governance/governing_docs/index.htm to read or download the bylaw proposal.) This new document has gone through a round of reviews by our Executive Committee, chapter governors, and others.

Subsequently, the task force also recommended several additional changes which will be presented as amendments to the revised bylaws and voted on individually at the Board of Governors Meeting. If the governors adopt revised bylaws, they will then vote on recommending that NECA's membership dissolve the constitution.

NECA's Governance Task Force

Gerv Rose, Chairman, VP NECA District 4

Bob Doran, Capitol Electric, Kansas City, MO

John Negro, Nelson Electric, Cedar Rapids, Iowa

Lanny Thomas, Allison-Smith Electric, Atlanta, GA

Mike Lindheim, Schwartz and Lindheim, Oakland, CA

Les Wuerfl, former NECA VP at Large, Stony Brook, NY

Steve Brown, Chapter Manager, Orange County, CA

Dan Walter, Task Force Secretary, NECA COO

Information On Delegate Voting

As stated in Article XIII of NECA's constitution, "the Constitution of this Association may be revised or amended at any Convention at which a quorum is present, by a two-thirds vote of the members present and voting or represented by **delegate** or proxy, provided the amendment or revision shall have been recommended by a vote of a majority of the Board of Governors ..."

It's been seven years since a change in NECA's constitution was last proposed, so the procedures for delegate voting may not be familiar. Here, in brief, is how it will work:

- Each NECA chapter has the right to select a delegate, who represents a company that is a member of that chapter, to vote on a proposed constitutional amendment. (Members of our association who are not members of any chapter also have the right to cast their ballot vote in person or by official proxy. If you need information about procedures under these circumstances, please call NECA Secretary Mike Thompson at **301-215-4528**.)
- A NECA chapter may choose its governor to serve as the chapter's delegate for the purposes of voting on a constitutional amendment. Or, the delegate may be a different person.

- The delegate must present proper **credentials** before being allowed to vote. For this purpose, a **credential form will be sent to each NECA chapter office on September 4**. This form is used to identify the designated delegate. It must be returned when the delegate casts his or her ballot vote, as explained below.
- If the "Recommendation to Membership To Dissolve the Constitution" is approved by the Board of Governors at their October 16 meeting, thus necessitating member voting, such will be **announced at the Convention's Opening General Session**, which will begin at 10:00 a.m., Sunday, October 17, in the Los Angeles Convention Center. If this is the case, and if a ballot vote is called for, delegates will be instructed to report to the "NECA Business Office," which will be located in the Convention Center, to present their credentials (i.e., the completed form), receive their ballot, and vote. The deadline for accomplishing this will also be announced at the General Session.
- The number of votes that a chapter's delegate is eligible to cast is equal to the number of members that have held membership in that chapter "in good standing for at least thirty (30) days prior to taking any vote." In this specific situation, "good standing" means that, as of September 17, the member's service charges must have been paid through the payroll month of May (2004-05), which allows for the 60-day grace period.