



Date: July 29, 2005

Memo To: Members of the NECA Board of Governors

From: J. Michael Thompson, Secretary-Treasurer

Subject: Proposed Revision to Bylaws

In accordance with Section 8.8 of the NECA Bylaws, the attached proposal to revise these Bylaws has been properly submitted to be voted upon at the meeting of the Board of Governors to be held at the Hilton Riverside Hotel in New Orleans, Louisiana on September 17, 2005.

The attached proposed change, if adopted, shall become effective immediately unless otherwise indicated.

pc: Chapter Presidents
Chapter Managers

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BYLAW AMENDMENT #1 - Proposal to amend Section 10.7 (b) re vacancies (Submitted by the Northern and Southern New Jersey Chapters, NECA)

As Presently Written

In the event a District Vice President is unable to serve, the Executive Committee, after consulting the Governors from the District where the vacancy exists, shall appoint a qualified Member from that District (see Section 10.3) to serve the unexpired term.

Proposed Language

In the event a District Vice President is unable to serve, the ~~Executive Committee,~~ ~~after consulting~~ Governors from the District where the vacancy exists shall, at the next regular meeting of the District Council, elect ~~appoint~~ a qualified Member from that District (see Section 10.3) to serve ~~the unexpired term~~ on an interim basis as an Alternate. Such Alternate will be empowered to attend and vote in meetings of the Executive Committee or Board of Governors only in the event that the District Vice President is unable to attend such meetings. In the event that an Executive Committee Meeting and/or the Board of Governors Meeting will precede the regularly scheduled District Council Meeting, an election may be conducted by mail ballot.

Note: ~~Strikeover~~ indicates current language recommended for deletion; underline indicates proposed new language for inclusion in the Bylaws.

Comment From NECA Headquarters:

The position of District Vice President is very important in the governance of NECA. Accordingly it carries with it specific legal and fiduciary responsibilities, including loyalty, confidentiality and an avoidance of conflict of interest. Each officer of NECA spends time preparing to assume these duties and responsibilities. If they are unable to serve they should be permanently replaced in accordance with the bylaws. (If preferred, this section might be amended to require that the replacement be elected by the district governors rather than appointed by the Executive Committee.) The concern with this proposal is allowing an alternate to serve as district vice president. An alternate attending a single meeting cannot adequately prepare himself for the ongoing issues and responsibilities of the Executive Committee. Their presence could be disruptive and their actions might be in conflict with those of the permanent vice president from the district. In the past 25 years it has been extremely rare that a district vice president has missed an Executive Committee meeting. In each instance they have either participated in the meeting by teleconference or communicated their positions on crucial issues to the other members of the committee. This proposed amendment is not in the best interest of proper governance and therefore it is recommended to vote **AGAINST** the proposal.

