



Date: August 18, 2006

Memo To: Members of the NECA Board of Governors

From: J. Michael Thompson, Secretary-Treasurer

Subject: Proposed Revisions to Bylaws

In accordance with Section 8.8 of the NECA Bylaws, the attached proposals to revise these Bylaws have been properly submitted to be voted upon at the meeting of the Board of Governors to be held at the Sheraton Hotel in Boston, Massachusetts on October 7, 2006.

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

pc: Chapter Presidents
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BYLAW AMENDMENT #1 - Proposal to add Section 12.2 (f) re Committee Appointments
(Submitted by the Arizona Chapter, NECA)

Add New Section 12.2 (f), as follows:

The committee members of the Council on Industrial Relations for Electrical Contracting Industry shall be comprised of regular members and the Vice President of Labor Relations or his alternate.

Comment from Arizona Chapter, NECA:

It is imperative for the future of our industry to have more contractor involvement. Contractors work in the field on a daily basis and know what issues are important for the survival of their businesses. At CIR it is important for the contractors to have a larger voice, therefore, the management appointments need to be contractors. Since all regions have different working conditions, market share, etc., it is important for all regions of NECA to be represented at CIR. The intent of the amendment is to bring more regional knowledge of the issues to the council's attention.

Comment from NECA National Office:

The issue of who should serve on the CIR has come up a number of times in the past, leading to the current panel makeup. The Board of Governors established that the panels are to be "selected from among the national staff of the association, the contractor members . . . and/or its chapter managers" and these selections are to be made "without regard to their occupation in the industry."

In practice, panels are comprised of three contractors, two national staff, and one chapter manager. The president annually appoints representatives from all regions of the country. The panel co-chairman is a contractor member. This balance of expertise, experience, regional diversification and institutional knowledge has served the industry well.

- The three member-contractors bring knowledge of the day-to-day realities of the marketplace and business operations.
- Chapter managers are the labor relations professionals at the local level and bring important insights to the consideration of each case. They are especially knowledgeable about health care and pension plan matters.
- The regional directors deal with a wider geographic jurisdiction and have detailed knowledge of issues and personalities based on their day-to-day work on these matters in their region.
- The vice president of labor relations brings with him the "corporate knowledge" of agreement language, NECA-IBEW understandings, policies, and commitments, as well as Council interpretations and history.

Thus, each "class" of panel member brings its own strengths to the table. To eliminate any one of these groups would make the management panel less effective. It should also be noted that CIR cases are required to be decided by unanimous vote. Therefore, each member of the Council has equal power to stop any decision that he or she does not agree with and cannot be overruled by a majority vote.

Based on these considerations, it is recommended to vote **AGAINST** this proposal.

BYLAW AMENDMENT #2 - Proposal to amend Section 10.7 (b) re Vice Presidential Vacancy
(Submitted by the NECA Executive Committee; supported by the Central Ohio Chapter, NECA)

Current Language

Proposed Language

{~~strikeover~~ indicates deleted language;
underline indicates new language}

Section 10.7. Vacancies.

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(b) 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.

(b) In the event a District Vice President is unable to serve, as determined by the Executive Committee, after consulting the Governors from the District where the vacancy exists, shall, at a time and in a manner determined by the NECA President, elect ~~appoint~~ a qualified Member from that District (see Section 10.4 ~~10.3~~) to serve the unexpired term.

Comment from NECA National Office:

With modern methods of communication it should not be difficult to conduct an election to replace a District Vice President. It is preferable that the Governors from the District elect this person rather than being appointed by the Executive Committee.

The proposed language also corrects an error. Section 10.4 states the qualifications for District Vice President, not Section 10.3.

It is recommended to vote **FOR** this proposal.