



**2007
BOARD OF GOVERNORS
MEETING**

Minutes of Meeting

**Moscone Center West
San Francisco, CA
October 5, 2007**

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**MINUTES OF MEETING
OF
BOARD OF GOVERNORS
NATIONAL ELECTRICAL CONTRACTORS ASSOCIATION, INC.**

Moscone Center West

October 5, 2007

San Francisco, California

Chairman:
E. Milner Irvin, III

Secretary and Director, Sergeants-at-Arms:
J. Michael Thompson

Call To Order: Chairman Irvin called the regular meeting of the Board of Governors of the National Electrical Contractors Association, Inc. to order at 8:00 a.m. on October 5. Mr. Irvin welcomed the members of the Board and guests.

Regarding the conduct of the meeting, the following are applicable in accordance with sections 4.4 and 8 of the Bylaws:

- 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.
- 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 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.
- Effective date of these proposals shall be immediate upon passage unless otherwise indicated.
- Robert's Rules of Order will govern such discussion as may be desired on these proposals.

ROSTER - The following is a list of the members of the NECA Board of Governors that were in attendance:

EXECUTIVE COMMITTEE

President:	E. Milner Irvin, III - Miami, Florida
Vice President, District 1:	Richard L. Burns - Jordan, New York
Vice President, District 2:	Dennis F. Quebe - Dayton, Ohio
Vice President, District 3:	Frank Russell - Mobile, Alabama
Vice President, District 4:	James B. Stouffer - Benton Harbor, Michigan
Vice President, District 5:	John M. Gueldner - San Antonio, Texas
Vice President, District 6:	Mel A. Buttrum - Snohomish, Washington
Vice President, District 7:	John J. Negro - Cedar Rapids, Iowa
Vice President, District 8:	Robert V. Rydalch - Salt Lake City, Utah
Vice President, District 9:	Richard Nogleberg - Citrus Heights, California
Vice President, District 10:	Donald Wilson - Canby, Oregon
Vice President at Large:	John R. Colson - Houston, Texas

CHAPTER AND GOVERNOR

Alaska	Mick E. Manning	Illinois.....	Wayne E. Henson
Albany	Simeon A. Hunsdon	Inland Empire	Andrew R. Dahlman
American Line Builders.....	Thomas Wolden	Iowa	Skip Perley
Arizona	Gregory Russell	Kansas.....	Ron E. Barnhart
Arkansas	Jimmy D. Coker	Kansas City.....	Jerry W. Root
Atlanta	Jeff Lake	Long Island.....	Robert J. Kohlmeyer
Atlantic Coast	Joseph B. Guedri, III	Los Angeles County.....	Steve Watts
Augusta.....	Tim Mundy	Louisville	William B. Lich
Baton Rouge	Hermon L. Milton	Mahoning Valley	David A. Dickey
Boston.....	David MacKay	Maryland.....	James H. Cornelius
California Central Coast	John L. Mussell	Memphis	David N. Estes, Sr.
Cascade.....	Paul C. Sorensen	Michigan	Ronald C. Lindberg
Central Florida.....	Terry W. Davis	Milwaukee	Gregg B. Eisenhardt
Central Illinois	James E. Gardner	Minneapolis	Bruce Young
Central Indiana	Jeff W. Cardwell	Missouri Valley Line Constructors	Fred Davie
Central Massachusetts.....	Jonathan Ostrow	Montana	Mick Cabbage
Central Mississippi	Glade McInnis	Monterey Bay California	Frederick A. Jensen
Central Ohio	Charles R. Scherer	Nebraska	William Heller
Central Texas.....	John Lambert	New Mexico.....	Dale E. Phagan
Chicago & Cook County.....	David A. Hardt	New York City.....	David B. Pinter
Cincinnati.....	David W. Gronotte, Alternate	North Central Ohio	James D. Abbott
Connecticut.....	Ian M. Logie	North Florida	Ron A. Autrey
Contra Costa	Raymond M. Trebino	North Louisiana	Kirk Davis
Dakotas	Gregory A. Rick	North Texas	Steve Hargrove, Alternate
East Central California.....	David Helsel	Northeast Louisiana	Martin West
East Tennessee.....	Gregory Bowman	Northeastern Illinois	Craig R. Martin
Eastern Illinois.....	Larry H. Clennon	Northeastern Line Constructors	George Troutman
Eastern Oklahoma.....	Larry K. LaFave	Northern California.....	Terrell Givens, Jr.
Finger Lakes New York.....	James A. Engler, Jr.	Northern Illinois.....	David E. Morse
Florida West Coast	Andy DeLaParte	Northern Indiana	Anthony J. Maloney, III
Georgia	Brad Butler, Alternate	Northern New Jersey.....	Harry J. Sassaman
Greater Cleveland	Gerald L. Higgins	Northern New York	Leo J. Villeneuve
Greater Sacramento	Frank E. Schetter	Northwest Line Constructors	Gary A. Tucci
Gulf Coast.....	Charles Freeman	Ohio/Michigan.....	Daniel L. Bollin
Hawaii.....	Steve T. Watanabe	Orange County.....	Robert L. Douglass
Hudson Valley	Jeffrey L. Seidel	Oregon-Columbia	Max N. Landon
Idaho.....	Raymond K. Friend	Oregon-Pacific-Cascade	Nathan Philips

Penn-Del-Jersey.....	Gabriel J. Noto
Puget Sound.....	Wayne F. Tyrrell
Quad Cities.....	Frederick D. Fuessel
Red River Valley.....	Marvin L. Groves, II
Redwood Empire.....	Ben Cantarutti
Rochester New York.....	Kenneth Lawrence
Rocky Mountain.....	John C. Malone
San Diego County.....	David A. Raspolich
San Francisco.....	Kenneth A. Paganini
San Joaquin Valley.....	Brian Gini
San Mateo.....	Robert Gonzales
Santa Clara Valley.....	Patrick L. Mark
South Florida.....	Jonathan R. Borden
South Louisiana.....	William C. "Bill" Ellis, III, Alternate
South Texas.....	Robert A. Corbo
Southeast Texas.....	Charles M. LeBlanc
Southeastern Line Constructors.....	William H. Green
Southeastern Michigan.....	Arthur Ashley
Southern Colorado.....	James L. Peterson
Southern Indiana.....	Johnny C. Dyke
Southern Nevada.....	Robert J. Lisowski
Southern New Jersey.....	Nelson Cooney, Jr.
Southern Sierras.....	Thomas G. Ispas
Southern Tier.....	Matthew P. Labosky
Southwest Washington.....	Jerome S. Geissler
Southwestern Line Constructors.....	Leslie W. Simmons
St Louis.....	Daniel G. Schaeffer
St Paul.....	Michael Hanson
Twin Ports-Arrowhead.....	Jeff D. Tyllia
Washington DC.....	Sonia Vargas
West Texas.....	Tom Wiley
West Virginia-Ohio Valley.....	James A. Smith
Western Line Constructors.....	Bob Briscoe
Western New York State.....	Angelo A. Veanes
Western Ohio.....	John S. Frantz
Western Oklahoma.....	Chris Schoolcraft
Western Pennsylvania.....	Robert J. Bruce
Wisconsin.....	Ron Jahnke
Wyoming.....	Bob Blackham

INTERNATIONAL CHAPTERS

Canadian Electrical Contractors Association.....	Rick Brodhurst
NECA ACEH Honduras.....	Charles George

The following Chapters were not represented:

Domestic Chapters

- El Paso
- Intermountain
- Kern County
- Rhode Island and SE Massachusetts
- Saguaro
- Southwest Louisiana
- Western Massachusetts

International Chapters:

- ACEN NECA Monterrey (Mexico)
- ECA ~ Electrical & Communications Association ~ Queensland
- Electrical Contractors Association of New Zealand
- Electrical Contractors Association of Western Australia
- NECA (Australia) ~ National Office
- NECA (Australia) ~ New South Wales Chapter
- NECA (Australia) ~ South Australia Chapter
- NECA ACOEO (Guadalajara, Mexico)
- NECA AMERIC (Mexico) ~ National Office
- NECA El Salvador

Welcome from Host City: Ken Paganini, Governor of the San Francisco Chapter welcomed the governors and guests to San Francisco.

Recognition of Fellows of the Academy of Electrical Contracting: Mr. Irvin requested that all Fellows stand and be recognized.

Report of the President: Mr. Milner Irvin, President presented a report on the state of the association.

Report of the Chief Executive Officer: Mr. John M. Grau, Chief Executive Officer, provided a current update on matters of substantial concern to the Association.

Report on Labor Relations: Mr. Geary Higgins, Vice President, Labor Relations, reported on the current status of Labor Relations issues.

Report of the Secretary-Treasurer: Mr. J. Michael Thompson, Secretary-Treasurer, reported on the financial and membership status as of August 31, 2007.

Report of the Electri International: Mr. Max Landon, presented a report on the status of the Foundation.

Report on NECA Political Leadership Council: Mr. Michael Mazzeo, National Chairman, reported on accomplishments of the Political Action Committee.

Report of NEBF: Larry Bradley, Executive Secretary-Treasurer, NEBF reported on some items of interest regarding the NEBF.

Remarks: Mr. Richard J. Cramer, Sr., President of SMACNA, updated the Board on activities of his association.

Remarks: Mr. Dave Kruse, President of the MCAA, updated the Board on activities of his association.

In Memory of H. Brooke Stauffer: Brooke Stauffer, Secretary of the NECA Codes & Standards Committee perished on August 24, having dutifully served NECA for 12 years. Mr. Robert Rydalch, Chairman of the Codes and Standards Committee, presented a tribute to Mr. Stauffer's numerous accomplishments. In recognition of his loyal service to NECA, the body rose and applauded his significant efforts.

Guest Speaker: Brigadier General David E. Baker (ret.) addressed the Governors and guests on world current events.

Actions:

Action on Minutes of Previous Meeting:

Upon motion duly made and seconded, the minutes of the meeting held in Boston, MA on September, 7, 2006, were approved.

Action to Reaffirm Standing Policy Statements:

Upon motion duly made and seconded, it was voted to reaffirm Standing Policy Statements 1-17.

Action on Bylaw Proposal Amendment #1:

*Being properly submitted by the NECA Executive Committee, this proposal to amend Section 8.6 (c) regarding **Ballot Voting** was **ADOPTED**. A ballot vote was required and the results showed 3,876 votes cast FOR and 982 votes cast AGAINST. A two-thirds majority was required to adopt this amendment.*

Bylaw Proposal Amendment #1

Current Language

Section 8.6 Meetings of the Board of Governors

(c) 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.

Proposed Language

{underline indicates new language}

Section 8.6 Meetings of the Board of Governors

(c) 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.

Action on Bylaw Proposal Amendment #2:

*Being properly submitted by the Arizona Chapter, NECA and Supported by Majority Vote of the District 5 Council, NECA, this proposal to add Section 12.2 regarding **Committee Appointments** was **LOST**. A ballot vote was required and the results showed 518 votes cast FOR and 4,325 votes cast AGAINST. A two-thirds majority was required to adopt this amendment.*

Action on Bylaw Proposal Amendment #3:

*Being properly submitted by the NECA Executive Committee, this proposal to amend Section 16.2 regarding **Indemnification** was **ADOPTED**. A ballot vote was required and the results showed 4,688 votes cast FOR and 170 votes cast AGAINST. A two-thirds majority was required to adopt this amendment.*

Bylaw Proposal Amendment #3

Current Language

Section 16.2 Indemnification

Every Officer, Governor, employee and agent (regardless of whether such individual is paid or unpaid) of this Association shall be indemnified by the Association against all expenses and liabilities including counsel fees reasonably incurred or imposed in connection with any proceeding to which they may be made party or in which they may become involved by reason of being or having been an Officer, Governor, employee or agent of the Association except in such matter wherein the Officer, Governor, employee or agent is adjudged to have engaged in willful misfeasance or malfeasance in the performance of duties.

Proposed Language

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

Section 16.2 Indemnification

~~Every Officer, Governor, employee and agent (regardless of whether such individual is paid or unpaid) of this~~ The Association shall be indemnified by the Association indemnify the past and present Officers, Governors and employees of this Association against all expenses or liabilities, including ~~counsel attorneys' fees, reasonably~~ actually and necessarily incurred or ~~imposed~~ in connection with any proceeding to which they may be made party or in which they may become involved ~~by reason of being or having been~~ (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, or employee agent of the this Association (and not for any local, chapter or regional matter), unless they were negligent or subject to liability for misconduct in the performance of a duty in connection with the claims made in the proceeding, except in such matter wherein the Officer, Governor, employee or agent is adjudged to have engaged in willful misfeasance or malfeasance in the performance of duties. The right to be indemnified shall not apply to the extent that the Officer, Governor 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.

Action on Ordinary Proposal #1:

*Being properly submitted by the NECA Executive Committee, this proposal regarding Category I Language for Code of Excellence was **ADOPTED**. A ballot vote was requested and the results showed 4,076 votes cast FOR adoption and 645 votes cast AGAINST. A majority vote was required to adopt this proposal.*

Ordinary Proposal #1

WHEREAS, for a number of years the IBEW has promoted the "Code of Excellence" as a means of increasing job site cooperation, effectiveness, and productivity, and of meeting the customers needs; and,

WHEREAS, the Code of Excellence has proven effective in meeting these goals in those areas where it has been incorporated; and,

WHEREAS, the Code of Excellence is often an integral part of market recovery initiatives across the country; and,

WHEREAS, adoption of the Code of Excellence has, until now, been voluntary on the part of the local union; and,

WHEREAS, the IBEW and NECA are desirous of translating the lessons learned and benefits achieved locally to the organized electrical construction industry on a national basis.

Therefore, be it RESOLVED that NECA, through its Board of Governors, shall reaffirm its support for and acceptance of the Code of Excellence Language being made Category I.

Action on Proposal to Amend Ordinary Proposal #2:

*Being properly submitted by the District 6 Council, NECA, this proposal regarding the Emerson Hamilton Scholarship Fund was **ADOPTED** by voice vote.*

Ordinary Proposal #2

WHEREAS, ELECTRI International ~ The Foundation for Electrical Construction has made a long-term commitment to building knowledge and developing opportunities for Electrical Contractors everywhere by enlisting permanent endowment commitments and commissioning industry projects; and,

WHEREAS, NECA Member Electrical Contractors are constantly in need of qualified, well-educated project managers, estimators and other professionally prepared personnel; and,

WHEREAS, the National Electrical Contractors Association and its affiliated Chapters have sponsored Student Chapters through selected University Construction Management Programs to create opportunities for young people to enter into this industry; and,

WHEREAS, Emerson Hamilton, who served as the 1986-1989 President of the National Electrical Contractors Association, was a recognized leader who worked tirelessly to promote and foster Academic Excellence, Leadership and Innovation in an ever-changing and challenging environment by example; and,

WHEREAS, his legacy of giving unselfishly, whether through his children's baseball team, the community where he lived, or at the helm of the National Electrical Contractors Association; and,

WHEREAS, it is fitting and essential that those who will follow in our footsteps shall acknowledge the legacy that this exceptional individual left on those who knew him, admired him, and were touched by him; and,

WHEREAS, the ELECTRI International Board of Trustees has established and will accept contributions made to the Emerson Hamilton Scholarship Fund; and,

WHEREAS, the purpose of the Scholarship Fund shall be twofold:

1. to provide Academic Scholarships periodically for those Interns who work for NECA Members while attending University Construction Management Programs affiliated with one of the NECA Student Chapters throughout the United States; and

2. to provide Academic Stipends to electrical construction management faculty who take advantage of the University Construction Management professional development program, as sponsored through ELECTRI International.

Therefore, be it RESOLVED that the Board of Governors of the National Electrical Contractors Association does wholeheartedly accept and endorse the resolution from and action taken by the ELECTRI International Board of Trustees;

Be it further RESOLVED that the Board of Governors shall encourage both current commitments and planned gifts to the ELECTRI International Emerson Hamilton Scholarship Fund, made in his honor and memory by individuals and Chapters who knew, loved, and respected this man.

Action on Proposal to Amend Ordinary Proposal #3:

*Being properly submitted by the NECA President, this proposal regarding **Optional Shift Premium Language** was **ADOPTED** by voice vote.*

Ordinary Proposal #3

WHEREAS, NECA has a longstanding policy to work with the IBEW to develop contract provisions that make signatory contractors more competitive in the marketplace; and,

WHEREAS, at their annual meeting in 2004 the Board of Governors adopted Ordinary Proposal #6 offered by the Quad-Cities Chapter calling on NECA and the IBEW to “recognize and approve lesser, more competitive shift premiums” negotiated by the local parties; and,

WHEREAS, under this direction by and the authority of the Board of Governors NECA entered into discussions with the IBEW which have resulted in new, optional language allowing the local parties to negotiate a lower shift premium as called for in Ordinary Proposal #6; and,

WHEREAS, this language is not Category I because it is not required in agreements, but rather provides that reduced premiums on shift work may be adopted through local negotiations between the parties; and,

WHEREAS, NECA District 9 has called for the optional language to be reaffirmed by the Board of Governors in accordance with the resolution of 1994 concerning “changes to previously approved labor policies or Category I language or new additions thereto.”

Therefore, be it RESOLVED that NECA, through its Board of Governors, shall reaffirm its support for and acceptance of the Optional Shift Premium Language.

Action on Proposal to Amend Ordinary Proposal #4:

*Being properly submitted by the District 9 Council, NECA, this proposal regarding **Composition of CIR Panel Hearing IBS Cases** was **ADOPTED** by voice vote.*

Ordinary Proposal #4

WHEREAS, it is in the interest of NECA Members performing Integrated Building Systems (IBS) work to be fully represented on the Council of Industrial Relations with regard to decisions impacting IBS agreements; and,

WHEREAS, there is concern regarding the knowledge and interest of panel members on the Council on Industrial Relations vis-à-vis IBS matters; and,

WHEREAS, a minimum level of IBS expertise on Council on Industrial Relations Panels would alleviate this concern and increase accuracy, advocacy and equity with regard to decisions on cases impacting IBS agreements.

Therefore, be it RESOLVED, that on any panel of the Council on Industrial Relations where the case at hand involves matters which directly impact an IBS agreement, there will be at least one management member who is an active systems (IBS) contractor or representative of such contractor; and NECA shall promote such representation on the part of the IBEW among their respective panel members.

Election of Member Vice Presidents:

There being no opposition, upon motion duly made and seconded, the following candidates were elected to two-year terms commencing January 1, 2008:

Vice President, District 1	David R. MacKay, Weymouth, Massachusetts
Vice President, District 3	Frank Russell, Mobile, Alabama
Vice President, District 5	John M. Gueldner, San Antonio, Texas
Vice President, District 7	John Negro, Cedar Rapids, Iowa
Vice President, District 9	Richard Nogleberg, Citrus Heights, California

Announcement of Executive Committee Selection for Vice President At Large

President Irvin announced that the Executive Committee had appointed John R. Colson of Houston, Texas as the Vice President at Large for the two-year term commencing January 1, 2008. Mr. Colson represents Quanta Services, Inc. of Houston, Texas.

Election of President-Elect

There being no opposition, upon motion duly made and seconded, Rex A. Ferry of Girard, Ohio was elected President-Elect to a one-year term commencing January 1, 2008. Mr. Ferry represents Valley Electrical Consolidated, Inc. of Girard, Ohio.

Special thanks were offered to retiring Vice President Richard Burns.

Other Business:

There being no further business to come before the meeting, the Chairman thanked the members for their presence and cooperation and officially adjourned the meeting at 2:35 pm.



J. Michael Thompson
Secretary

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