



BY-LAWS
of the
WESTERN ELECTRICAL
CONTRACTORS ASSOCIATION, INC.

Revised September 2005

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BY-LAWS
of the
WESTERN ELECTRICAL CONTRACTORS ASSOCIATION, INC.
Restated February 2004

PREAMBLE

Whereas: The Members of this Association desire to conduct the business of the Association in a lawful manner, but may from time to time, through mistake, take or decide upon action which may be considered illegal or improper, now therefore be it

RESOLVED: That any and every resolution hereafter adopted or motion hereafter carried by this Association or a committee hereof, which in the opinion of counsel, is contrary to law, shall be for all purposes treated as null and void, and in any and all action taken under any resolution or motion shall be also for all purposes treated as null and void.

ARTICLE 1 - NAME

This Association shall be known as the Western Electrical Contractors Association, Inc., a Chapter of the Independent Electrical Contractors Association, Inc. and it shall be incorporated under the non-profit Corporation laws of the state of California as a mutual benefit Corporation.

ARTICLE 2 - OBJECTIVES

This Association shall be conducted not for profit and such forms shall be filed with the appropriate Director of the Internal Revenue Service. The objectives for which this Association is formed are:

- (1) To represent, promote and advance the interest of the Electrical Contracting Industry as a whole.
- (2) To arrange for and promote meetings of Electrical Contractors who are engaged in business and provide them with an effective agency through which to express their collective voice.
- (3) To promote sound labor relations.
- (4) To promote the operation of programs of practical training and related instruction for apprentices, trainees, journeymen and others in the electrical trade.
- (5) To distribute among the Members and assist them in the use of the fullest information obtainable in regard to all matters affecting the business of Electrical Contracting.
- (6) To increase public acceptance for the services of Electrical Contractors by improving the standards of the industry both as to personnel and performance.

- (7) To cultivate a cooperative spirit among its Members, and encourage respect for the rights of others, with proper regard for the laws and rules governing fair competition.
- (8) To collect business data from Members and other sources in order that the economic value of Electrical Contracting industry may be accurately presented to Governmental Agencies as well as other appropriate national bodies.
- (9) To establish and maintain friendly relations between Electrical Contractors and all other branches of the electrical and construction industries.
- (10) To support the National Electrical Code and all recognized electrical installation standards which have been or may be established for the areas in which WECA-IEC has Members.
- (11) To increase the Membership of Western Electrical Contractors Association, Inc.

ARTICLE 3 - MEMBERSHIP

Sec. 1. Membership of this Association shall consist of Members, Affiliate Members, Industry Partners, and Honorary Members. Affiliate Members are hereafter referred to as “Affiliates”.

MEMBERS

Sec. 2. Any person dedicated to the objectives of the Association and is an accredited representative of a properly licensed electrical contractor or communication contractor with an established place of business shall be eligible for membership as a Member on approval of the membership application by the Board of Directors and on timely payment of such dues, fees or service charges the Board may fix from time-to-time.

AFFILIATE MEMBERS

Sec. 3. Affiliate Members of this Association are those Contractor Members in good standing with other IEC Chapters wishing to participate in WECA and the Apprenticeship & Training Programs.

INDUSTRY PARTNERS

Sec. 4. Industry Partners of this Association are those whose products and/or services are aligned or allied to the electrical contracting business and are not licensed electrical contractors. **Industry Partners have no voting rights.**

HONORARY MEMBERS

Sec. 5. Honorary Members of this Association are individuals whose dedication to the electrical industry have furthered the Objectives of this Association. Honorary members have no voting rights.

APPLICATION FOR MEMBERSHIP

Sec. 6. A candidate for Membership, Affiliate Membership or Industry Partnership shall make application in writing to the Association Office. Each application shall be referred to the Board

of Directors for approval or rejection.

MEMBERS REPRESENTATIVE

Sec. 7. Membership shall stand in the name of the person, firm or Corporation. Each Member, Affiliate or Industry Partner shall designate in writing for the files of the Association one individual who shall represent the Member, Affiliate or Industry Partner at all Membership meetings and be responsible to the Association in all matters. Such individual shall be known as the Member, Affiliate or Industry Partner's "Authorized Representative."

Sec. 8. An Authorized Representative may appoint a substitute to act for him/her provided that the Board of Directors approves of such substitution. Any action taken at any regular or special meeting shall be binding upon all Members, Affiliates and Industry Partners whether represented or not, provided that the meeting has been called in accordance with these By-Laws. (The term "Member", "Affiliate" or "Industry Partners" when used in these By-Laws to designate an individual refers to the "Accredited Representative")

Sec. 9. Industry Partners shall not have the right to vote as a Member or the right to hold positions on the Board of Directors, with the exception of Chief Financial Officer if approved by the Board. An Industry Partner as Chief Financial Officers shall not have the right to vote.

Sec. 10. Industry Partners shall have only those rights granted by the Members.

GOOD STANDING

Sec. 11. In order to maintain good standing in this Association, a Member, Affiliate or Industry Partner must not at any time be in arrears in the payment of dues or service charges as defined in the WECA Billing and Collections Policies.

RESIGNATION

Sec. 12. Any Member, Affiliate or Industry Partner may resign from this Association by giving thirty days notice to the Executive Director in writing of his/her intention to do so, subject to waiver by the Board of Directors. Resignation will not relieve the former member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments or fees, and the Association may enforce such obligations in the appropriate court.

ARREARAGES

Sec. 13. Unless waived by the Board, a Member, Affiliate or Industry Partner in arrears on the books of the Association shall not have a vote or any other privileges of Membership until the account is paid, and if a Member is not in good standing and in compliance with the WECA Billing and Collections Policies, shall be dropped from the rolls without any further action by the Board of Directors or the Association, and can only be reinstated when all arrears and any required cash deposits and/or bonds have been paid and by affirmative vote of the Board of Directors.

CONTRACTUAL RELATIONSHIP OF MEMBERS, AFFILIATE MEMBERS AND INDUSTRY PARTNERS

Sec. 14. It is understood and agreed that the By-Laws of this Association constitute a contractual

relation between, and among the Members, Affiliates and Industry Partners.

Sec. 15. Each Member, Affiliate or Industry Partner upon being accepted as such, shall sign an agreement, agreeing to abide by these By-Laws as they may be amended from time-to-time. Each Member, Affiliate or Industry Partner, upon becoming a Member, Affiliate or Industry Partner, agrees to be bound by each and every provision of the By-Laws of Western Electrical Contractors Association, Inc., as well as all resolutions passed or agreements made by the Association, its Board of Directors, or duly authorized committees, pursuant to these By-Laws.

CHARGES AND PENALTIES

Sec. 16. A member may be suspended, expelled or otherwise sanctioned based on the good faith determination by the Board of Directors or a committee or person authorized by the Board of Directors to make such a determination, that the member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation. A person whose membership is suspended shall not be a member during the period of suspension.

Sec. 17. If grounds appear to exist for expulsion or suspension of a member under these By-Laws, the procedures set forth below shall be followed:

- (a) The member shall be given at least 15 days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Corporation's records.
- (b) The members shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the Board of Directors to determine whether the expulsion or suspension should take place.
- (c) The Board of Directors, committee, or person shall decide whether or not the member should be expelled, suspended, or sanctioned in some other way. The decision of the Board of Directors, committee, or person shall be final.
- (d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

RIGHT TO APPEAL

Sec. 18. Any Member, Affiliate or Industry Partner withdrawing from this Association either by resignation or expulsion, shall cease to be a Member, Affiliate or Industry Partner of the Association, unless waiver is granted by the Board of Directors, but such individual may appeal to the Board of Directors for investigation on the causes for such withdrawal as affecting the forfeiture of his/her membership.

ARTICLE 4 -BOARD OF DIRECTORS

Sec. 1. The direction and administration of the affairs and funds of this Association shall be vested in a Board of Directors, elected as hereinafter provided, which shall have authority to act in all matters, subject to such instructions as may be given by resolution or motion passed by ten percent of the voting power represented at any meeting of members.

NUMBER OF DIRECTORS

Sec. 2. The number of members to be elected to serve on the Board of Directors for any term shall be determined by the Board of Directors in accordance with the total number of members of the Association in the following ratio: one Director for the first three members and one additional Director for each additional four members. However, the minimum number of Directors shall be nine, and the maximum shall be twelve. All Directors must be Members, provided however that the Board may by resolution permit up to 1/3 of the Directors to be filled by Industry Partners and/or Affiliate Members. Industry Partner Member Directors shall have no voting rights.

ELECTIONS

Sec. 3. Except as provided in Section 4 of this Article, the election of members of the Board of Directors shall be conducted by written ballot in accordance with this Section 3. The results of each election of Directors shall be announced at the last meeting of the members in each calendar year, or in the Association's next regular newsletter.

The Board of Directors, or a nominating committee of the Board of Directors, shall, on or before each October 1, nominate individuals to serve on the Board of Directors seats which are up for election. Any Member in good standing, or the Accredited Representative of a member in good standing, may be nominated for membership on the Board of Directors. On or before October 1 of each calendar year, the Board of Directors shall send written notice to all members of the Corporation identifying the nominees proposed by the Board of Directors. On or before November 1 of each calendar year, members in good standing may nominate the membership on the Board of Directors additional individuals who are members in good standing or who are Accredited Representatives of members in good standing, November 1 shall be the closing date of each year for Board nominations by the members.

Between November 2 and November 10 of each calendar year the Corporation shall distribute one written ballot for the election of Directors to each member who is in good standing on November 2 of such year, or such other record date selected by the Board of Directors in accordance with these Bylaws and California law. Each ballot shall set forth the names of the individuals being nominated. Each ballot shall also indicate that the member may cast votes for up to the number of Board seats which are being filled in such election (i.e., if three Board seats are being filled and five individuals have been nominated, the member may cast one vote for up to three individuals). The individuals receiving the most votes by all members casting ballots shall be elected.

Ballots shall be mailed or delivered in a manner consistent with Section 4 of Article 10 of these Bylaws and California Corporations Code section 7511(b). All solicitations of votes by written

ballot shall (1) indicate the number of responses from members needed to meet the quorum requirements set forth in these Bylaws and under California law, and (2) specify that in order to be counted all ballots must be received by December 22, or such other reasonable date properly selected by the Board of Directors. Such ballots shall otherwise comply with the requirements of California Corporations Code section 7513. A written ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of the nominees in a manner consistent with California Corporation Code section 7514. A written ballot may not be revoked. All written ballots shall be filed with the Secretary of the Corporation and shall be maintained in the corporate records for at least three years.

The Board of Directors shall formulate such additional procedures that allow a reasonable opportunity for a nominee to communicate to the members about the nominee's qualifications and reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

Approval or election by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified in accordance with this Section 3 equals or exceeds the quorum required to be present at a meeting authorizing the action or election, and (2) the number of approvals received in accordance with the procedures described in this Section 3 equals or exceeds the number of votes that would be required for the election of Directors at a membership meeting at which the total number of votes cast was the same as the total number of votes cast by written ballot.

VACANCIES ON BOARD

Sec. 4. When a vacancy occurs on the Board of Directors, it shall be filled for the unexpired portion of the term at a special nomination and election held not later than the next regular meeting of the members of the Association. An increase in the membership which increased the representation on the Board of Directors, in accordance with Section 2 of this Article, shall not be recognized until the next regular election.

TERM

Sec. 5. Beginning with the Director election of 1984, duly elected members of the Board shall serve as determined by the procedure herein set forth.

By the method of drawing lots one-third (1/3) of the Directors shall serve a term of three (3) years; one-third (1/3) of the Directors shall serve a term of two (2) years; and one-third (1/3) of the Directors shall serve a term of one (1) year. Thereafter, all duly elected Board Members elected at the annual meeting each calendar year shall serve a term of three (3) years. The three (3) year term shall begin the following January 1st and end on December 31st of the third year. They will serve without remuneration and shall be eligible for re-election, without limitation.

In cases where vacancies have occurred, the unexpired portion of the predecessor's term of which the newly elected Director is filling, shall constitute a full three (3) year term.

Exception: The term of office of a Director elected to fill a vacancy created by new memberships shall be as determined by the members at the time of the election.

ARTICLE 5 - OFFICERS

Sec. 1. The Officers perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position descriptions for each officer as adopted by the Board from time to time. The Officers of this Association shall be President, Vice-President, Chief Financial Officer who shall also be Treasurer, Immediate Past President and Executive Director who shall also be Secretary, all of which shall be appointed by the Board of Directors and with the exception of the Treasurer and the Executive Director, from among the Directors, and for a term of one year. The Treasurer must be a Member, Affiliate or Industry Partner Member. The Executive Director shall be appointed by the Board of Directors, and shall serve subject to its approval. The Executive Director shall receive such compensation and allowances as the Board shall determine. The Executive Director shall not be a member of the Association, shall not engage in the Electrical Contracting business and shall not have any financial interest in any concern in the business.

VACANCIES OF OFFICERS

Sec. 2. Any vacancy in the office of President, Vice-President, or Chief Financial Officer that may occur through resignation or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE 6 - PRESIDENT

Sec. 1. The President, or in his/her absence, the Vice-President, shall preside at all meetings, of the membership and of the Board of Directors.

ARTICLE 7 - CHIEF FINANCIAL OFFICER

Sec. 1. The Chief Financial Officer, also know as Treasurer shall have custody of all funds of the Association and shall make all disbursements as directed by the Board of Directors. All checks or withdrawals shall require two signatures authorized by the Board.

Sec. 2. The Chief Financial Officer may be required to furnish a bond in such amounts as may be required by the Board, premium for which shall be paid by the Association.

ARTICLE 8 - EXECUTIVE DIRECTOR

Sec. 1. The Board of Directors may at its sole discretion appoint an Executive Director who is not a member of the Corporation, to act as the agent for the Board in the conduct and management of the business of the Corporation. The Executive Director shall at all times be

under the supervision and control, and subject to the direction of the Board and will serve strictly at the pleasure of the Board. The Executive Director shall perform all duties prescribed by the Board of Directors. The Executive Committee may from time-to-time fix and determine compensation to be received by the Executive Director and contract for his/her services.

ARTICLE 9 - COMMITTEES

Sec. 1. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Members, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may do the following:

- (a) Take any final action on any matter that, under the California Nonprofit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Board or any committee of the Board;
- (c) Fix compensation of the Directors for serving on the Board or on any committee;
- (d) Amend or repeal Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repeal able;
- (f) Create any other committees of the Board or appoint the members of committees of the Board;
- (g) Expend corporate funds to support a nominee for directors if more people have been nominated for director than can be elected;
- (h) With respect to any assets held in charitable trust, approve any contract or transaction between this Corporation and one or more of its Directors or between this Corporation and an entity in which one or more of its Directors have a material financial interest, subject to the approval provisions of Corporations Code section 5233(d)(3).

Sec. 2. Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

Sec. 3. The Executive Committee shall be composed of the President, Vice-President, Treasurer and Immediate Past President; the Secretary will be an ex-officio member. The Executive Committee shall have the authority of the Board between Board meetings, subject to the limitations set forth in Sec. 1 above. The Executive Committee shall report its actions at the next

Board meeting.

Sec. 4. The Apprentice Training Committee (“ATC”) shall be composed of at least three Directors, one of whom shall be designated as Chairman by resolution of the Board. The ATC will act for the Board on all matters relating to the apprenticeship training programs sponsored by the Association. ATC members shall retain their appointments without an express term; however, they serve at the pleasure of the Board and may be removed or replaced at any time by resolution adopted by a majority of the Directors then in office.

Sec. 5. The Board may also establish Advisory Committees from time-to-time. Advisory Committees will not be delegated authority to act for the Board. Membership on Advisory Committees may be drawn from Members, Affiliate Members, Industry Partners, and Honorary Members. Such committees exist, and their members serve at the pleasure of the Board.

ARTICLE 10 – MEMBERSHIP MEETINGS

Sec. 1. Regular meetings of the membership of the Association shall be held quarterly when feasible. The date, time and place of the meeting shall be determined by the Board of Directors.

Sec. 2. A special meeting of the members may be called by the President, any two Officers, any two Directors or upon petition by at least 5% of the members. A special meeting called by any person (other than the Board of Directors) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or the Vice-President or the Secretary of the Corporation. The office receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Article 10, Section 3 of these By-Laws, stating that a meeting will be held at a specific time and date fixed by the Board of Directors, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board of Directors.

NOTICE

Sec. 3. Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and the general nature of the business to be transacted.

Sec. 4. Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, by first-class, registered, or certified mail, via electronic email, fax or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation’s books and no address had been given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or via email or fax or other

written communication to the Corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the country in which the principal office is located.

Sec. 5. Approval by the members of any of the following proposals other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (a) Removing a Director without cause;
- (b) Filling vacancies on the Board;
- (c) Amending the Articles of Incorporation;
- (d) Approving a contract or transaction between the Corporation and one or more Directors, or between the Corporation and any entity in which a Director has a material financial interest;
- (e) Electing to wind up and dissolve the Corporation

QUORUM

Sec. 6. Ten percent of the voting power shall constitute a quorum for the transaction of business at any meeting of members, provided, however, that if any regular or annual meeting is actually attended in person or by proxy by less than one-third of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under the first and second sentences of Article 10, Section 3.

A voting member may be allowed to vote on all matters requiring a quorum by proxy, provided that the proxy be returned by the specified date and be signed by the member. Proxy votes may be submitted via mail, fax, or electronic email provided it is authorized by statute.

ORDER OF BUSINESS OF MEMBERSHIP MEETINGS

Sec. 7. After a regular meeting of the membership has been called to order by the presiding Officer, the following business may be observed:

- (a) Roll call
- (b) Approval of minutes of previous meeting
- (c) Unfinished business
- (d) Program
- (e) Communications
- (f) Reports of Officers
- (g) Reports of Committees and action thereon
- (h) New business
- (i) Suggestions by Membership

(j) Adjournment

Sec. 8. The Chair shall appoint a Parliamentarian at the start of each meeting to function as indicated by Sturgis's Rules of Order.

Sec. 9. A section of each Membership Meeting at which Industry Partners are in attendance shall be designated for the transaction of business concerning Members, Affiliates and Industry Partners.

ARTICLE 11 - BOARD OF DIRECTORS MEETINGS

Sec. 1. The Board of Directors shall meet regularly at least once each month, unless there is valid reason for the cancellation of a meeting and all Board Members have been notified, at a time and a place determined by the President, and shall be subject to the call of the President for special meetings at any time, provided due notice is given. The Executive Director shall assure that minutes of all meetings of the Board of Directors are recorded.

Sec. 2. A majority of the Members of the Board of Directors shall be required to be present to constitute a quorum for the transaction of business at any regular or special meeting of the Board.

A majority vote of a quorum will be required for Board action unless otherwise provided by law or these Bylaws.

DUE NOTICE

Sec. 3. Meetings of the Board of Directors shall be held at any place within or outside of California that has been designated by resolution of the Board of Directors or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

Sec. 4. Other regular meetings of the Board of Directors may be held without notice at such time and place as the Board of Directors may fix from time to time.

Sec. 5. Special meetings of the Board of Directors for any purpose may be called by the Chair of the Board of Directors, if any, the President, or the Vice-President, or the Secretary or any two Directors.

Sec. 6. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; or (d) via email or fax. All such notices shall be given or sent to the Director's address, email fax number or telephone number as shown on the records of the Corporation.

Sec. 7. Notices of special meetings sent by first-class mail shall be deposited in the United States Mail at least four days before the time set for the meeting. Notices given by personal

delivery, telephone, email or fax shall be delivered, telephoned, emailed or faxed at least 48 hours before the time set for the meeting.

Sec. 8. The notices of special meetings shall state the time of the meeting of the Directors and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

TEMPORARY CHAIR

Sec. 10. In the absence of both the President and the Vice-President at any meeting of the Board of Directors, a temporary Chair shall be appointed by the Board of Directors or selected by the assembled Directors.

Sec. 11. The proceedings of the Meetings of the Board of Directors shall be conducted in accordance with Sturgis's Rules of Order.

ARTICLE 12 - PAYMENT OF DUES AND SERVICE CHARGES

Sec. 1. The regular funds of the Association shall be raised as hereinafter set forth in this Article.

PAYROLL REPORTS

Sec. 2. On or before the 15th day of each month, each Member shall submit monthly services charges to the Executive Director of the Association in such forms as may be prescribed by the Board of Directors.

Sec. 3. Payment shall be in the form of cash or check payable to the Association, representing the Association's "SERVICE CHARGE" for the period covered, in an amount determined by the Board of Directors.

COLLECTION OF AFFILIATE MEMBERS' DUES

Sec. 4. The amount and manner of payment for Industry Partners' Dues shall be determined by the Board of Directors.

Sec. 5. The amount and manner of payment for Affiliates' Dues shall be determined by the Board of Directors.

Sec. 6. Payment shall be in the form of credit card, cash or check payable to the Association, representing the Association's "SERVICE CHARGE" for the period covered, in an amount determined by the Board of Directors.

RIGHT OF ACCOUNTING

Sec. 8. In view of the fact that the filing of an incorrect report by any member is detrimental to the other members of the Association, the Board of Directors shall have the right to require an accounting of payroll records when in their judgment a question arises as to the report filed by a member.

JOINT VENTURES

Sec. 9. Any member or members entering into a joint venture contract with one or more non-members shall be responsible to this Association for the full amount of the Service Charge or Dues on the project determined as set forth in this Article.

ASSESSMENTS

Sec. 10. An assessment for any special or emergency purpose may be levied upon the membership of this Association by the Board of Directors, provided that authority for such action has been granted by two-thirds affirmative vote of the membership present at any regular or special meeting.

ARTICLE 13 - DISSOLUTION

Sec. 1. In case of dissolution, the assets of this Association are to be used as follows:

- (a) To pay all indebtedness of the Association.
- (b) To pay all expenses of liquidation.
- (c) The remainder to be divided among the Members, Affiliates and Industry Partners in good standing on the date of dissolution in the same proportion as their total dues and service charges paid into the Association for the preceding five years bears to the total of all the members participating in the distribution.

ARTICLE 14 – RECORDS

Sec. 1. This Association shall keep at its principal office the following:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its members, Board, and committees of the Board;
- (c) A record of each member's name, address, and class of membership;
- (d) Articles of Incorporation and Bylaws, as amended.

Sec. 2. The membership list is an asset of the Association. Without consent of the Board the membership list or any part thereof may not be obtained or used by any person for any purpose not reasonably related to a member's interest as a member. Without limiting the generality of the foregoing, without the consent of the Board a membership list or any part thereof may not be:

- (a) Used to solicit money or property unless such money or property will be used solely to solicit the vote of the members in an election to be held by the

Association.

- (b) Used for any purpose which the user does not reasonably and in good faith believe will benefit the Association.
- (c) Used for any commercial purpose or purpose in competition with the Association.
- (d) Sold by any person other than the Association.

Sec. 3. Every Director shall have the absolute right at any reasonable time to inspect the Association's books, records, documents of every kind and physical properties. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Sec. 4. Unless the Association provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member.

- (a) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the Association, which must state the purpose for which the inspection rights are requested; or
- (b) Obtain from the Secretary of the Association, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The Association may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the Association reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts.

Sec. 5. On written demand on the Association, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board of Directors, and committees of the Board at any reasonable time for a purpose

reasonably related to the member's interest as a member. The statement of purpose shall be contained on the written demand. Any such inspection and copying may be made in person or by the member's agent or attorney.

ARTICLE 15 - ACTIVITIES

Sec. 1. The activities of this Association may be classified under two categories; namely, General Activities and Special Activities.

GENERAL ACTIVITIES

Sec. 2. General Activities shall include all of the Association's general activities and services, including the general administration of the Association and promotion of its objectives and membership.

SPECIAL ACTIVITIES

Sec. 3. Special activities shall include any special activities authorized by the Association, the benefits of which accrue only to an identifiable group of the members of the Association who are engaged in a particular class of electrical contracting business.

PROPOSAL AND RATIFICATION

Sec. 4. Any identifiable group of Members, Affiliates and Industry Partners of the Association may propose a Special Activity, defining the scope of the activity and the basis of identification of Members, Affiliates and Industry Partners of the Association who business falls within such scope, and shall submit the proposal to the Board of Directors for its recommendation to the Association, and, if ratified by the members of the Association, such activity shall be designated as a Special Activity Section.

SCOPE

Sec. 5. Every Member, Affiliate or Industry Partner of the Association whose business falls within the scope of any Special Activity regularly approved and established by this Association shall be registered as a member of the identified group of membership sponsoring such Special Activity. Such identified group shall be known as a Special Activity Section, and shall be bound by the provisions of these Bylaws relating to such Special Activity Section.

ADMINISTRATION

Sec. 6. The identified group of Members, Affiliates and Industry Partners of this Association sponsoring a Special Activity shall elect a committee which shall select its own Chair and Secretary to administer such Special Activity Section, subject to such operating rules and instructions as may be given the committee by vote of the membership of the identified group in any meeting of such membership.

Sec. 7. A Special Activity Section shall be financed by appropriations from the general funds of the Association upon approval of the Board of Directors.

BUDGET

Sec. 8. Upon ratification by the Association of any Special Activity Section, the committee elected to administer the activity by the identified group of membership sponsoring such activity shall each year determine the budget for its operation and submit the same in detail to the Board of Directors for approval.

ARTICLE 16 - INDEMNIFICATION

Sec. 1. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

Sec. 2. On written request to the Board of Directors by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporation Code, the Board of Directors shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board of Directors shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Sec. 3. To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under Article 16, Section 1 and 2 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Sec. 4. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer’s, Director’s, employee’s, or agent’s status as such.

ARTICLE 17 - AMENDMENTS TO BYLAWS

AMENDMENTS TO BYLAWS

Sec. 1. Amendments to these Bylaws may be adopted by a majority vote of the Directors present at a meeting at which a quorum is present, except for the following matters which may only be approved by a majority of members present at a meeting at which a quorum is present and notice is given as provided in Article 10, Sections 3-4:

- (a) changes to member voting rights;
- (b) dissolution or merger of the Corporation;
- (c) reclassification of memberships or new classifications;
- (d) change in number or terms of directors authorized;
- (e) increase in the quorum for membership meetings;
- (f) change in proxy rights;
- (g) authorize cumulative voting.

ARTICLE 18 - AUDIT

Sec. 1. Annual Report. The Association shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321(a). On the written request of a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than 120 days after the close of the Association's fiscal year. The annual report shall contain in appropriate detail the following:

- (1) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year;
- (2) a statement of the place where the names and addresses of the current members are located; and
- (3) any information concerning certain transaction and indemnifications required by Corporations Code Section 8322.

The annual report shall be accompanied by any report thereon of any independent accountants of, if there is not such a report, the certificate of any authorized Officer of the Corporation that such statements were prepared without audit of the books and records of the Corporation.

Sec. 2. Annual Statement of Certain Transaction and Indemnification. The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322(d) and (3) if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Article 18, Section 1 of these Bylaws.