



BYLAWS

Central Florida Chapter,
National Electrical Contractors
Association, Inc.

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PREAMBLE:

WHEREAS: The members of this Chapter desire to conduct the business of the Chapter in a lawful manner and in conformity with the principles promulgated by the National Electrical Contractors Association, Inc., 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 Chapter or a committee hereof, which is contrary to the Constitution or tenets of the National Electrical Contractors Association, Inc., or in the opinion of counsel, is contrary to law, shall be for all purposes treated as null and void, and any and all action taken under any such resolution or motion shall be also for all purposes treated as null and void.

ARTICLE I

NAME - This Chapter shall be known as the Central Florida Chapter, National Electrical Contractors Association, Inc., and it shall be incorporated under that name as a nonprofit organization in accordance with the laws of the State of Florida in which its headquarters office is located.

ARTICLE II

2.01 AREA OF JURISDICTION - The area served by this Chapter shall be all or parts of Osceola, Brevard, Seminole, Lake, Orange and Volusia County covered by Local Union 606, IBEW.

2.02 CHAPTER DIVISIONS - The Divisions of the Chapter are: Orlando Division

2.03 HEADQUARTERS OFFICE - The Headquarters Office of this Chapter may be located in the Orange or Seminole County.

ARTICLE III

3.01 OBJECTS - This Chapter shall be conducted not-for-profit. The objects for which this Chapter is formed are:

To arrange for and promote meetings of Electrical Contractors who are engaged in business in this area and provide them with an effective agency through which to express their collective voice.

To encourage and foster harmonious relations between employer and employee.

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.

To increase public acceptance of the services of Electrical Contractors in this area by improving the standards of the Industry both as to personnel and performance.

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.

To collect, in cooperation with National Electrical Contractors Association, Inc., business data from members and other sources in order that the economic value of the Electrical Contracting Industry may be accurately presented to Governmental Agencies, as well as other appropriate national bodies.

To establish and maintain friendly relations in this area between Electrical Contractors and all other branches of the Electrical Construction Industries.

To support the National Electrical Code and all recognized electrical installation standards which have been or may be established for this area.

To increase and stabilize the membership of National Electrical Contractors Association, Inc., and to cooperate in general with said National Association, conducting all activities in accord with its Constitution and By-Laws.

To negotiate and sign collective bargaining agreements for its members who employ or desire to employ Union Labor.

ARTICLE IV

4.01 OFFICERS - The officers of this Chapter shall be President, Vice-President, Treasurer and Secretary-Manager, all of which shall be appointed by the Board of Directors and with the exception of the Secretary-Manager, from among its members. The Secretary-Manager shall be appointed by the Board of Directors, and shall serve subject to its approval. He shall receive such compensation and allowance as it shall determine. He shall not be a member of the Chapter, shall not be engaged in the electrical contracting business, and shall not have financial interest in any concern in the business.

4.02 NUMBER OF DIRECTORS - There shall be a Board of Directors of five (5) members which shall be elected from members in good standing.

4.03 REPRESENTATIVE ON NECA'S BOARD OF GOVERNORS - Pursuant to Article VI of the National Bylaws, this Chapter shall appoint, at its first annual meeting in odd-numbered years following the election of Directors, a member of the Board of Directors to represent the Chapter and serve on the Board of Governors of National Electrical Contractors Association, Inc. for a period of two years.

4.04 TERM OF OFFICE - Members elected to the Board of Directors shall serve a term of two years or until their successors are elected and shall be eligible for reelection. Three members shall be elected on odd numbered years and two shall be elected on even numbered years.

4.05 NOMINATION - Candidates for the Board of Directors shall be nominated at any regular

meeting during the month of November from among the designees of members in good standing. Nominations can be made from the floor at the first regular meeting in December.

- 4.06 ELECTION** - Election of the Board of Directors shall take place at the first regular meeting in December and the members shall be duly notified of such election date at least five (5) days prior to said meeting. A majority vote of the designees of members shall be necessary to elect. New officers of this Chapter shall take office in January.
- 4.07 VOTING** - The election shall be by secret written ballot. Each member in good standing shall have one vote, which shall be cast by the Designee.
- 4.08 VACANCIES** - The Board of Directors shall be empowered to appoint any member in good standing to fill a vacancy in office occurring through resignation, or otherwise, for the unexpired portion of the term of that office.
- 4.09 BOND** - All officers shall furnish bond in such amount as the Board of Directors may see fit to require, premium for which shall be paid by this Chapter, provided that the principal sum of such bond will not be less than twenty-five thousand dollars (\$25,000.00).
- 4.10 CHAPTER DIVISION** - The charter jurisdiction of the Chapter shall be divided into the Divisions as may be determined from time to time by the Board of Directors.

ARTICLE V

- 5.01 BOARD OF DIRECTORS**- The direction of the affairs of this Chapter shall be vested in the Board of Directors duly elected by the membership as heretofore provided, but subject to the restrictive provisions hereinafter set out.
- 5.02 QUORUM** - Three members present at any duly held regular or special meeting of the Board of Directors, shall constitute a quorum and such quorum must be present for the Board of Directors to act.
- 5.03** The Board of Directors, subject to instructions given by resolution passed in a membership meeting by a majority of a quorum present in good standing, shall have full charge of the affairs and funds of this Chapter, and shall have authority to appoint a Secretary-Manager and such other assistance as, in the Board's discretion, is necessary to the operation of this Chapter

ARTICLE VI

- 6.01 MEETINGS** - Regular meetings of the Chapter shall be held monthly. The time and place of the meeting shall be determined by the Board of Directors.
- 6.02 SPECIAL MEETINGS** - Special meetings shall be called by the President at the written request of a majority of the members of the Board of Directors, or upon the written request of three members in good standing.

- 6.03 BOARD OF DIRECTORS** - The Board of Directors shall meet regularly, at least once each month, at a time and place determined by the President, and shall be subject to the call of the President for special meetings at any time, provided due notice be given. The minutes of all meetings of the Board of Directors shall be approved by the chairman and recorded by the Secretary-Manager.
- 6.04 QUORUM** - Four members in good standing shall constitute a quorum for the transaction of business at any regular or special meeting of the Chapter.
- 6.05 DUE NOTICE** - A notice mailed to the last known address of each member four (4) days prior to the holding of any regular or special meeting shall constitute due notice, except as otherwise provided in Section 5 of Article IV hereof, and Article IX of the Charter of this Chapter.

ARTICLE VII

- 7.01 PRESIDING OFFICER**-The President, or in his absence, the Vice President, shall preside at all meetings of the Chapter and the Board of Directors, and shall direct the reading of the minutes of the meeting, reports of the committees, and communications to be read.
- 7.02 TEMPORARY CHAIRMAN** - In the absence of both the President and Vice-President, a temporary Chairman shall be appointed by the Board of Directors or selected by the assembled members.
- 7.03 ORDER OF BUSINESS FOR CHAPTER MEETINGS** - After a meeting has been called by the presiding officer, the following order of business shall be observed:
- Roll Call
 - Approval of Minutes of Previous Meeting
 - Financial Reports
 - Communications
 - Reports of Officers
 - Reports of Committees and Action Thereon
 - Unfinished Business
 - New Business
 - Suggestions by Members
 - Adjournment

The presiding officer may, at his discretion, place the PROGRAM at any suitable point in the order of business of any meeting. The proceedings of the meeting shall be conducted in accordance with the Robert's Rules of Order.

ARTICLE VIII

- 8.01 SECRETARY-MANAGER** - The Secretary-Manager shall be recognized as the duly selected Business Representative of the Chapter. However, he shall not have any voting power in the business of the Chapter. His compensation and allowances shall be determined by the Board of Directors. He shall, at expense of the Chapter, attend the annual as well as such special meetings of the National Electrical Contractors Association, Inc., and its Chapter Managers as may be held. He shall manage the activities of the Chapter under the supervision of the Board of Directors. He shall be responsible for the routine of his office and the stenographic and other assistance as he deems necessary with the approval of the Board of Directors.
- 8.02** The non-voting personnel referred to in Section 1 of Article VIII hereof shall furnish bond in such amount as the Board of Directors may see fit to require, premium for which shall be paid by the Chapter, provided that the principal amount of such bond will not be less than twenty-five thousand dollars (\$25,000.00).

ARTICLE IX

- 9.01 TREASURER** - The Treasurer shall have custody of all the funds of the Chapter with the exception of the funds provided in Section 2 of Article IX hereof and shall make all disbursements as directed by the Board of Directors, or the membership. The Treasurer, President, Governor, or Manager (combination of any two (2) shall sign all checks after they have been prepared by the Secretary-Manager with the approval of the Board of Directors or the membership, including those checks which are to pay bills for the normal operating expenses of the Chapter and which may accrue between meetings of the Board of Directors. The Treasurer shall make a report of the status of finances of this Chapter to the members of this Association at each meeting of the Chapter.
- 9.02** The Treasurer shall, when so directed by the membership, transfer to the Secretary-Manager money to be deposited in an account known as the "Petty Cash Fund, NECA". Such account shall be kept in a bank separate from that used as a depository of the Treasurer's Funds. The "Petty Cash Fund, NECA" shall be drawn on by the Secretary-Manager to defray such expenses of his office as are necessary and as are not partial to handle through the Treasurer's Funds. Funds in this account shall be withdrawn only by the signature of the Secretary or the President. The Funds will be subject to audit along with the other funds of the Association.
- 9.03** (a) The expenditures of all funds by this Chapter will be made only upon the presentment to such officers and personnel duly authorized by the By Laws to draw checks and drafts on the funds of this Chapter of an itemized statement showing a detailed account of the charge(s) for which the expenditures were made.
- (b) The expenditures of the funds of this Chapter shall be consistent with the nonprofit status of the Chapter. They shall be limited to and consistent with the purpose and principles contained in Article III of these By Laws.

ARTICLE X

10.01 STANDING COMMITTEE - The Board of Directors may at its first meeting, after election in each year, select from the membership of the Chapter the individuals to serve as Chairman of Standing Committees in charge of the following matters:

Membership
Program and Entertainment
Statistics
Codes and Standards
Labor Relations
Apprentice Training
Legislation
Trade Policy
Cost Data
Outside Display Lighting
Architects and Engineers
Lighting Equipment and Illumination
Industry Expansion
Audit and Finance
Associate Member Liaison

10.02 The Board of Directors, or the President may also appoint, from time to time, such special committees as they see fit and discharge the same when the need for them no longer exists.

ARTICLE XI

11.01 PAYMENT OF ANNUAL DUES AND SERVICE CHARGE TO NECA - This Chapter shall be responsible to National Electrical Contractors Association, Inc., for the annual dues of the Chapter members to said National Association, based upon all electrical contracting business transacted by them in the jurisdiction of this Chapter, and shall pay the same from its regular funds annually as set forth in Article III, Section 19, By-Laws of National Electrical Contractors Association.

11.02 CHAPTER DUES - The regular funds of the Chapter shall be raised as follows:

(a) On or before the 15th day of the month, each Member shall file with the Secretary-Manager of the Chapter a payroll report in such form as may be prescribed by the Board of Directors and showing the member's total gross labor payroll for the preceding month. This report shall be accompanied by cash or check, payable to the Chapter as dues, in an amount equal to 1% of the total gross productive labor payroll as shown thereon. Gross Labor Payroll is defined as the wage paid with respect to all hours worked by classes of productive labor for which a rate is established or where the business is transacted. It shall include:

1. Payroll of members and nonmembers of a labor union on the same basis.
2. Payroll paid or accrued for the labor of a member of the Association working with the tools.

It shall exclude:

1. Wages paid for motor repair or rewinding.
 2. Twenty-five percent (25%) of all productive electrical payroll in excess of 75,000 man-hours paid for electrical work in any one Chapter area during any one calendar year but not exceeding 150,000 man-hours.
- (b) In view of the fact that the filing of an incorrect report by any member is detrimental to the other members of the Chapter, 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 any member.
- (c) A minimum of fifty dollars (\$50) per month service shall be paid by any member whose productive payroll for the preceding month is less than five thousand dollars (\$5,000). Inactive members who do not employ people will pay one hundred dollars (\$100.00) per month service charge. Inactive members will be any member not employing people a minimum of (3) three months each year.

11.03 MEMBERS EXECUTING WORK IN JURISDICTION OF OTHER NECA CHAPTER -

Members of this Chapter, when executing electrical work in the jurisdiction of another Chapter of the National Electrical Contractors Association, Inc. shall recognize that Chapter and comply with such industry conditions as have been established in that territory with the approval of NECA. In all such cases, if the Chapter having jurisdiction has a provision for "Temporary Chapter Membership", approved by NECA, application shall be made for such membership and, if accepted, payment shall be made to that Chapter for its regular dues on the business transacted in that territory including the dues to the National Electrical Contractors Association.

11.04 ASSESSMENTS - An assessment for any special or emergency purpose may be levied upon the membership of this Chapter by the Board of Directors, provided that authority for such action has been granted by a two-thirds (2/3) affirmative vote of the members present at any duly constituted regular or special meeting, providing due notice has been given for the calling of the meeting as contained in these By Laws.

11.05 TRANSFERS - Should the dues paid to the Chapter exceed the expenses incurred in carrying out the objects for which this Chapter was formed, it shall be permissible in the sole discretion of the Board of Directors to transfer such excess on a pro-rata basis to the individual member in good standing; such transfer to each member to bear the same ratio to such entire excess that each member's dues bears to the aggregate over all dues paid to the Association during the calendar year that such excess occurs, PROVIDED that the Board of Directors discretion in determining the existence of such excess is restricted so as to insure that available funds from dues is always available in this Chapter's Treasury to pay incurred expenses and projected expenses during the calendar year.

ARTICLE XII

12.01 MEMBERS - Members of this Chapter shall be those members in good standing of the National Electrical Contractors Association, Inc., who have a permanently established place of business in the area served by this Chapter and who shall have applied for and been accepted in due form to membership in this Chapter subject to the provisions of the Bylaws hereinafter set forth.

12.02 TEMPORARY MEMBERS - Temporary members of this Chapter are those persons, firms, or

corporations who are members of NECA and meet the requirements of members in every respect except that they do not maintain a permanent place of business in the area served by this Chapter but who are temporarily executing electrical work in this area. No entrance fee shall be charged in the case of such members but they shall be required to pay one percent (1%) dues as other members. Temporary members shall be accorded the same services, rights, and privileges as permanent members while the temporary membership is in effect, and while they are in good standing. They shall have no vote in affairs of the Chapter.

12.03 APPLICATION FOR MEMBERSHIP

- (a) A candidate for membership or temporary membership shall make application in writing to the Chapter. Each application shall be referred to the Membership Committee for investigation and a report made to the members at the regular meeting. The members shall vote on each application by secret ballot. Seventy (70%) percent of those members present, voting in favor of the application, shall constitute the application approved. Each application for membership shall be accompanied by an initiation fee of fifty (\$50.00) dollars and the first year's dues to the National Office. The initiation fee and dues shall be reimbursed if the application is rejected.
- (b) The President, if he deems it advisable, may instruct the Secretary to mail out ballots to the members for voting on candidates for membership. Seventy percent (70%) of the returned ballots in favor of the application shall constitute the application approved.

12.04 HONORARY MEMBERS - Any person may be made an honorary member for distinguished service to the Electrical Industry by a majority vote of the Board of Directors. Honorary members shall not pay initiation fee or dues nor hold office in this Chapter.

12.05 VETERAN MEMBERS - Any person who has represented a member in good standing for at least ten (10) years and who is not engaged in any manner in the Electrical Contracting Business may be made a Veteran member and shall not pay initiation fee or dues nor shall he hold office in the Chapter.

12.06 DESIGNEES - Membership shall stand in the name of the person, firm or corporation. Each member of the Chapter shall designate in writing for the files of the Chapter, one individual who shall represent the member at all Chapter meetings and be responsible to the Chapter in all matters. Such individual shall be known as the "Chapter Representative". A Chapter Representative may send a substitute to act for him, provided that the Board of Directors approves of such substitute. Any action taken at any regular or special meeting shall be binding upon all members, whether represented or not, PROVIDED that the meeting has been called in accordance with these Bylaws. It shall be permissible, and it is encouraged, that members designate additional representatives to serve on the Chapter's Committees. Acceptance and placement of such member's representatives for committee work shall be in the sole discretion of the Board of Directors.

12.07 No person holding voting membership in a labor organization shall have a vote or represent a member at any special or regular meeting of the Chapter.

12.08 DELINQUENT MEMBERS - The Auditing Committee shall report to the Board of Directors, once each month, names of all members of the Association whose dues are more than thirty (30) days in arrears. The Board of Directors shall then take such action to collect the arrearages as it deems necessary. Should the Board of Directors be unable to affect collection of the dues by any member, or to reach an agreement with respect to the payment of such dues for a period in excess

of ninety (90) days, then it shall report this matter to the membership as a whole at the next regular meeting of the Association. The membership shall, at this meeting, decide what action shall be taken with respect to the account.

Nothing in this section shall be construed to authorize the Board of Directors to compromise the amount of dues owed or to be paid by any member unless such action or compromise has been authorized by the Association Membership at a regular meeting.

12.09 RESIGNATION - Any member may resign from this Chapter by giving thirty (30) days notice to the Secretary-Manager in writing of his intention to do so. The Board of Directors shall pass on all resignations and none shall be accepted until the member's obligations to the Chapter have been paid in full. The Secretary-Manager shall acknowledge the acceptance of a resignation in writing.

12.10 ARREARAGES - A member in arrears on the books in the payment of dues of the Chapter for over thirty days shall lose his vote and all other privileges of membership until the dues in arrears is paid in full. A member dropped from the rolls for failure to pay dues may be reinstated upon making application to this Chapter, as provided in Section 3 of Article XII hereof to include initiation fee plus the payment in full of all dues such member would have paid in accordance with the provision of Section 2 (a) of Article XI hereof during the time that such member was dropped from the rolls by a two-thirds affirmative vote of the members present at any duly constituted meeting of this Chapter.

12.11 CONTRACTUAL RELATIONSHIP OF MEMBERS - It is understood and agreed that the Bylaws of this Chapter constitute a contractual relation by, between, and among the members. Each member, upon being accepted as such, shall sign a copy of these By-Laws, and it is understood and agreed that the signing of any copy thereof shall be with full force and effect as if the subscribing member had signed the original.

Each member, upon becoming a member, agrees to be bound by each and every provision of the Constitution of NECA, and of these Bylaws, as well as all resolutions passed or agreements made by the Chapter, its Board of Directors, or duly authorized Special committees, pursuant to these Bylaws.

12.12 By a two-thirds ($\frac{2}{3}$) vote of the members in good standing, a member may be expelled from membership in this Chapter for any cause, other than arrears; providing, however, that such a member is given the opportunity to be heard before the membership in a regular meeting. Charges against any member together with evidence supporting the charges, shall be filed in writing with the Board of Directors prior to the meeting at which action is taken, and one of its members shall be named to prefer the charges in said meeting. Neither this Director nor the member (or members) named in the charges shall be entitled to vote on the question of such expulsion.

12.13 ASSOCIATE MEMBERS - A person, firm, corporation or association of such entities, engaged in a business directly or indirectly related to the electrical contracting or construction industry but which, itself or any department or division thereof, is not engaged in the electrical contracting industry, may apply for and be designated an Associate Member of the Central Florida Chapter, NECA; PROVIDED, however, that no such Associate Member or representative thereof may hold office in the Central Florida Chapter, NECA and such designation as an Associate Member of the Chapter does not confer membership in the National Electrical Contractors Association or any individual Chapter Division nor shall the accredited representative thereof have any voting

rights or voice in the affairs of the Chapter, or its Divisions except those specifically provided for from time to time by the Board of Directors pursuant to Article III hereof; and PROVIDED FURTHER that each separate office of an associate member located in separate divisions of the Chapter will be treated as a separate membership and all such offices must be associate members.

ARTICLE XIII

13.01 DISSOLUTION - In case of dissolution, the assets of this Chapter are to be used as follows:

- (a) To pay all indebtedness of the Chapter.
- (b) To pay all expenses of liquidation.
- (c) The remainder to be divided among the members in good standing on the date of dissolution in the same proportion as their respective average yearly dues paid into the Chapter for the preceding three (3) years, bears to the average yearly dues of all the members participating in the distribution.

ARTICLE XIV

14.01 SPECIAL BENEFIT ACTIVITIES –

- (a) Special benefit activities shall include any special activity authorized by the Chapter, benefits of which accrue only to an identifiable group of the members of the Chapter.
- (b) Any identifiable group of members of the Chapter may propose a Special Benefit Activity, defining the scope of the activity and the basis of identification of members of the Chapter whose business falls within such scope, and shall submit the proposal to the Board of Directors for its approval and adoption by amendment to the By Laws.
- (c) Any member of the Chapter whose business falls within the scope of any Special Benefit Activity approved and established by the Chapter may, at his own option, be registered as a member of the identified group of members sponsoring such Special Benefit Activity.
- (d) The identified group of members of this Chapter sponsoring a Special Benefit Activity shall elect a Committee to administer such Special Benefit Activity, subject to such By Laws as may be established by vote of the members of the identified group in any meeting of such members and approved by the Board of Directors.
- (e) The Chairman of such Special Benefit Activity Committee shall become a member of the Board of Directors.

14.02 RIGHT OF ACCOUNTING - In view of the fact that the filing of an incorrect report by any member is detrimental to the other members of the Chapter, 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 any member.

ARTICLE XV

15.01 AMENDMENTS TO BYLAWS - These Bylaws may be revised or amended by a two-thirds (2/3) affirmative vote, of the members in good standing present at a duly constituted meeting designed for such action, PROVIDED that notice of such proposed action shall have been given to each member in good standing of the Chapter at least fourteen (14) days prior to the date of said meeting.

Signature Block

_____, having been admitted to membership in the Central Florida Chapter, National Electrical Contractor’s Association, hereby agree to be bound by each and every provision of the foregoing By Laws as well as by all Agreements or Contracts made and entered into by the duly authorized officers, directors, or committees of said Chapter.

Contractor’s Signature

Date

Approved By:

President

Vice-President

Treasurer