

**THE ELECTRICAL ASSOCIATION OF
PHILADELPHIA, INC.**

CONSTITUTION AND BY-LAWS

Last Revised: January 2017

ARTICLE I
Name and Seal

Section 1. The name of this organization shall be "THE ELECTRICAL ASSOCIATION OF PHILADELPHIA, INCORPORATED."

Section 2. The seal of this Association shall consist of the words: "The Electrical Association of Philadelphia, Incorporated," arranged in a circle, in the center of which shall be a representation of flash of lightning.

ARTICLE II
Mission

The Electrical Association of Philadelphia, Inc., a non-profit corporation, incorporated in the Commonwealth of Pennsylvania, is formed for the purpose of advancing the interests of all members in the electrical industry of the Delaware Valley. The Electrical Association of Philadelphia is dedicated to helping our members and our industry achieve the highest level of business success. We are committed to enhancing our members' effectiveness, and to bringing satisfaction to the roles our members play in the electrical industry.

ARTICLE III
Membership

Section 1. Qualifications. Any person, firm, corporation or institution engaged in any business or activity connected or allied with the electrical industry.

Section 2. Memberships shall be either company or individual. In general, memberships will be by company, with only a few delineated exceptions for individuals (see below). The membership of the Association shall be divided into group divisions and company membership categories in order to afford representation on the Board of Governors to all branches of the electrical industry. The divisions and company membership categories are as follows:

1. Contractors' Division:
 - Air Conditioning and Heating Contractors
 - Electrical Contractors
 - Voice and Data Contractors

2. Manufacturers' Division
 - Electrical Equipment Manufacturers
 - Electrical Equipment Manufacturer Representatives

3. Wholesalers' Division
 - Electrical Wholesalers

4. Engineers' Division
 - Design and Consulting Firms

5. Utilities Division

6. At-Large Division
 - a) Electrical Associations
 - b) Electrical Estimating Firms
 - c) Electrical Inspection Agencies
 - d) Electrical Marketing
 - e) Electrical Testing Firms
 - f) Energy Management Firms
 - g) Fire Alarm Systems and Inspections Firms
 - h) Government Agencies – Electrical Departments
 - i) Recycling Services
 - j) Renewable Energy
 - k) Retail
 - l) Technical and Academic Programs
 - m) Construction Managers
 - n) Energy Service Companies (ESCOs)
 - o) Electric Generation Suppliers
 - p) Other

Furthermore, the Electrical Contractors category within the Contractors' Division shall be classified into geographical or specialty areas, to include:

- a) Philadelphia County
- b) Bucks and Montgomery Counties
- c) Delaware and Chester Counties

Section 3. Dues amounts for each category of company shall be set by the Board of Governors. These amounts shall be reflected in written policy positions. Dues subscriptions shall be for a fiscal year beginning January 1, and shall be paid in advance in full. Each company member may appoint up to two individuals from the organization as official representatives, both of whom shall have full power to vote.

Section 4. Individual memberships shall consist of the following categories:

Associate Members,
(meaning those who are employees of member companies)
Facility Maintenance Engineers
Retired Members
Students actively pursuing on a full-time basis
an education in the electrical industry

Dues amounts for associate members shall be determined by the Board of Governors. Dues shall be for a fiscal year beginning January 1, and shall be paid in advance in full. An associate member shall not have power to vote.

Section 5. Those joining after January 1 may have their dues subscriptions pro-rated at an amount in the prudent exercise of discretion of the Executive Director.

Section 6. Honorary Members of the Association may be elected by three-fourth vote of the Board of Governors. Such members shall not pay dues, shall not vote, but shall be entitled to all other privileges of the Association.

ARTICLE IV Admission and Suspension

Section 1. Applications for membership must be made on a form prescribed by the Board of Governors. Each applicant must be endorsed by at least one member in good standing.

Section 2. All applications shall be examined by the Association staff and presented to the Board of Governors who may approve or reject the application. Approval shall require a two-thirds vote. The Executive Committee may act in place of the Board between Board of Governors meetings.

Section 3. Any member in good standing may withdraw his membership at the end of any fiscal year by sending his resignation in writing to the Secretary.

Section 4. Any member who defaults in the payment of his annual subscription, or any indebtedness to the Association, after sufficient notice has been given thereof, shall have his membership terminated. Before a suspension or expulsion occurs, the member's status is to be reviewed by the Executive Committee. Furthermore, the staff shall prepare by the mid-year

point of the fiscal year a detailed report describing the members not current with annual subscriptions for Executive Committee review.

Section 5. Any member who violates the by-laws of the Association or any rule or regulation properly adopted by the Board of Governors, or who acts or whose conduct is detrimental to the activities or the reputation of the Association, shall be liable to suspension or expulsion, by a three-fourth vote of the Board of Governors.

Section 6. The Board of Governors by unanimous consent have the power to remit the subscription of any member.

ARTICLE V Government

Section 1. The Management of the Association shall be vested in a Board of Governors, who shall be chosen as hereinafter provided.

It shall consist of all past presidents; four members from the Utilities' Division; five members from the Manufacturers' Division, of which at least one be awarded to a manufacturers representative; eight members of the Contractor's Division, of which at least two shall be Heating/Air Conditioning contractors; five members total from the Wholesalers' Division; two members each from the Engineers' Division and At Large Divisions. Lastly, the Board may appoint up to three individuals from the Associate Membership to Board seats for a specific period.

Section 2. The Officers of the Association shall be a President, Vice President, Secretary, Treasurer, and Assistant Treasurer.

Section 3. The President shall be the Chief Officer of the Association, and shall be the general supervisor of the affairs of the Association. He shall preside at all business meetings of the Association and of the Board of Governors. He shall appoint with the approval of the Board of Governors, all Committees and designate the Chairman thereof, such appointments to remain in effect during his term of office, unless removed by the President with the sanction of the Board of Governors.

Section 4. The Vice President shall, in the absence of the President, perform all the duties of the President. Additionally, the Vice President shall serve as the Chairperson of the Accounting and Finance Committee.

Section 5. The Secretary shall see that the Executive Director maintains a record of the Minutes of all meetings of the Association and the Board of Governors; be custodian of the Charter and Seal, as well as the official copy of the Constitution and by-laws.

He shall send out all official notices and receive all official communications and keep a correct list of all members with their addresses.

The Secretary shall draw vouchers on the Treasurer for all bills to be paid and shall see that the books of the Association are audited at least every other year, and reviewed for the year if not

fully audited. At the expiration of his term of office, the Secretary shall turn over any books, papers or other property belonging to the Association in his possession, to his successor.

Section 6. The Treasurer shall have charge of all funds of the Association and shall see that the Executive Director shall deposit all moneys received in the properly designated account in the bank or banks selected by the Board of Governors; the moneys to be deposited in the name of "THE ELECTRICAL ASSOCIATION OF PHILADELPHIA, INCORPORATED." He shall see that Association checks bear the signature of one of the following: President, Vice President, Secretary, Treasurer, Assistant Treasurer, or the Executive Director. Checks in excess of \$1,000 must be signed by two of the above, except for paychecks that are prepared by an independent payroll service, or checks written on a recurring monthly or quarterly basis including rent, staff health insurance premiums, and website hosting. The books of the Association shall be open at all times for inspection by the Board of Governors, and reports shall be made periodically to the Board during and at the end of each fiscal year summarizing the financial position and major transactions of the Association.

Section 7. The Assistant Treasurer shall, in the absence or disability of the Treasurer, perform the duties of the Treasurer and perform such other duties as shall from time to time be imposed upon him by the President, the Treasurer or the Board of Governors. The performance of any such duty shall be conclusive evidence of his right to act.

Section 8. Since the Board of Governors meets only several times a year, it delegates authority to an Executive Committee to exercise all of the powers of the Board. The Board of Governors at its regular meeting shall be advised of the actions taken by the Executive Committee.

The Executive Committee consists of minimum of five individuals - President, Vice President, Secretary, Treasurer, and past Presidents.

Additional committees shall be appointed as needed by the President, with the approval of the Executive Committee, for the betterment and advancement of the Association. These committees shall be listed and updated in written policy positions.

Section 9. The Board of Governors, may at its discretion, by a three-fourth vote of the Board of Governors, elect a qualified individual to an honorary position on the Board. This honorary position shall be non-voting and shall be exempt from the payment of any annual subscription.

Section 10. Elected officers shall receive no compensation for services to the Association.

Section 11. Each officer, upon general election, shall hold office for a period of two years.

ARTICLE VI
Meetings

Section 1. Meetings of the Association shall be held at such time and place as may be designated by the Board of Governors.

Section 2. A Quorum for the transaction of business of the Association shall consist of at least ten percent of the voting membership in good standing.

ARTICLE VII
Board of Governors

Section 1. A Quorum of the Board of Governors shall consist of ten (10) members, upon prior two week notification of such meeting date.

Section 2. The Board of Governors shall approve the annual operating budget.

Section 3. The President shall appoint, with the approval of the Executive Committee, an Executive Director, who shall receive such remuneration as the Committee may decide. He shall perform such duties as may be assigned to him by the Officers or Board of Governors, including the keeping of the Minutes of the meetings, recording the amounts and receipts and disbursements and assisting the Treasurer in the keeping of the accounts.

Section 4. Within approved budget, the Executive Director, with Executive Committee approval, may appoint, at such salaries as may deem proper, such office assistants, field representatives, or other employees as they may deem necessary.

Section 5. By a three-fourth vote of the Board of Governors, the Board may express its opinion on electrical or other matters affecting the industry.

Section 6. Vacancies, and newly created positions resulting from any increase in the authorized number of governors, may be filled by personnel elected by a three-fourth vote of the Board of Governors then holding office. The Directors so chosen shall serve the remainder of that term, and until their successors are duly elected and shall qualify.

ARTICLE VIII

Elections

Section 1. Elections to the Board of Governors shall occur on a rotating basis to maintain stability and continuity. Elections for the Wholesalers and Utility Divisions shall occur in the even numbered years. Elections for the remaining Divisions (except the Contractors' Division) shall occur during the odd numbered years, starting in 1993. Four of the eight total contractors representing the Contractor's Division shall be elected or appointed each year. The President and Immediate Past President of the following sections are automatically appointed to the Board and constitute a portion of the total of eight: the Bucks-Mont Electrical Contractors, the Delaware County Electrical Contractors, and the Heating and Air Conditioning Contractors. At least one of the four elected or appointed each year should be a Heating and Air Conditioning contractor.

The Board of Governors shall appoint, by September of each year, a Leadership Development Committee, consisting at a minimum of the immediate past President, the Vice President, and a Board representative from the Membership Committee. The Leadership Development Committee shall not exceed five members. The Leadership Development Committee shall announce, in writing, the election process by November 15th of each year. This announcement shall be in the form of accepting nominations from each of the first and second (if any) representative(s) from every member company in the Association.

Upon receipt of nominations, a ballot and proxy will be prepared for the entire membership (first and second representatives) reflecting all candidates nominated by at least five representatives (either first or second) from member companies. The ballots shall be mailed prior to November 15 of each year with results expected by the early December.

Section 2. The term of office for members of the Board of Governors and all other elected and appointed officers, shall be two years, from January 1 to December 31 of the following year.

Section 3. As soon as possible, but no later than thirty (30) days after their election, the new Board of Governors shall meet to elect the new President, Vice President, Secretary, Treasurer, and Assistant Treasurer. All officers shall serve until their successors have qualified.

ARTICLE IX Association Funds

Section 1. In addition to the general operating account of the Association, there shall be established "The Permanent Fund" and "The Promotional Activities Account" and other accounts as the Executive Committee deems necessary.

Section 2. The "Permanent Fund" shall be deposited in a separate account and shall be administered by the Executive Committee. No money of the Association shall be used from the "Permanent Fund" for operations except current fiscal year income and capital gains unless approved by the Board of Governors (1) through approval of a yearly operations budget or (2) through a three-fourths vote of those present at a Board of Governors meeting.

Section 4. The income and capital gains from the Permanent Fund shall be deposited in the General Operating Account of the Association and utilized to the extent necessary in defraying the administrative and general expenses of the Association or for such other purpose as the Board of Governors may determine.

Section 5. All funds received for promotional activities shall be deposited in the Promotional Activities Account and utilized solely for those promotional activities agreed upon by the members contributing to that fund.

ARTICLE X Amendments

Section 1. Any change or amendment to the by-laws of the Association may be made by a two-thirds majority vote of the members. Voting shall be by mail or at a special assembled meeting. In both cases, notice shall be sent to each first and second (if any) company member representative at his last known address ten days prior to the voting.

ARTICLE XI Limited Liability

The Corporation shall indemnify any and all of its past, present, or future directors, officers, trustees, executive director, volunteers, or any member faculty or duly constituted committee of the Association, against all expenses, actually and necessarily incurred by any of them, in connection with the defense of any action, suit or proceeding in which they or any of them are made parties or a party by reason of serving or having served in the aforementioned roles, unless the tort, breach or failure to perform constitutes self-dealing, willful misconduct, or gross negligence. The indemnification granted hereunder shall not be deemed exclusive of any other right to which such aforementioned persons may be entitled under any by-law, agreement, vote of stockholders, or in law or equity otherwise.