

PENN-DEL-JERSEY CHAPTER, NECA

BYLAWS

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**BY-LAWS
of the
PENN-DEL-JERSEY CHAPTER
NATIONAL ELECTRICAL CONTRACTORS ASSOCIATION**

Preamble

Whereas: The members of the Penn-Del-Jersey Chapter desire to conduct the business of the Chapter in a lawful manner and in conformity with principle promulgated by the National Electrical Contractors Association, 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 the Penn-Del-Jersey Chapter or a committee hereof which is contrary to the Constitution or tenets of the National Electrical Contractors Association 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 motions shall be also for all purposes treated as null and void.

ARTICLE I

Name

This Chapter shall be known as the Penn-Del-Jersey Chapter, National Electrical Contractors Association and shall hereinafter in these By-Laws be referred to as “this” or “the Chapter.”

ARTICLE II

Jurisdiction on Inside Electrical Work and Sound and Communications Work

The geographical jurisdiction of this Chapter shall be that territory in the States of Delaware, Maryland, New Jersey and Pennsylvania covered by the wage area of the following locations:

Jurisdiction:

Allentown	Pennsylvania
Chester	Pennsylvania
Delaware	Delaware-Maryland-Pennsylvania
Harrisburg	Pennsylvania
Norristown	Pennsylvania
Philadelphia	Pennsylvania
Reading	Pennsylvania

Scranton Pennsylvania
Shamokin Pennsylvania
Wilkes-Barre Pennsylvania
Williamsport Pennsylvania
York Pennsylvania

Jurisdiction on Outside Electrical Work

The geographical jurisdiction of the Penn-Del-Jersey Chapter shall be the territory in the states of Delaware, Maryland and Pennsylvania which is part of the jurisdiction of the outside wage area from Collegeville, Pennsylvania.

ARTICLE III

Objects

- A. This Chapter shall be conducted not for profit.
- B. The objects for which this Chapter is formed are:
 1. 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.
 2. To promote the recognition, and exercise, of the right of employers to bargain collectively.
 3. To negotiate, enter into and assist in the administration of labor agreements with Local Unions of Electrical Workers, thus fostering good-will between the Contractors, the Workers, and the Public by harmonious relationship eliminating economic loss through delay or interruption of work by strikes or lock-outs, and promoting all possible expansion in the field of business opportunities open to Electrical Contractors.
 4. To provide jointly with Local Unions of Electrical Workers for the operation of a program of practical training and related instruction for apprentices and continued training for journeyman and supervisors 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 in this area, by improving the standards of the industry both as to personnel and performance.
7. To cultivate a cooperative spirit among its members, encourage respect for the rights of others, with proper regard for the laws and rules governing fair competition.
8. To collect in cooperation with the National Electrical Contractors Association, business data from members and other sources in order that the economic value of the electrical construction industry may be accurately presented to Governmental Agencies, as other appropriate national bodies.
9. To establish and maintain friendly relations in this area between Electrical Contractors and all others 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 later be established for this area.
11. To increase and stabilize the membership of the National Electrical Contractors Association and to cooperate in general with said National Association, conducting all activities in accord with its constitution.
12. To support legislation which will promote the electrical construction industry.

ARTICLE IV

Membership

1. Permanent members of this Chapter shall be those companies who have been in business for at least one year, who maintain a permanently established place of business within the area of jurisdiction of this chapter, from which they regularly engage in the electrical contracting business, and who shall be accepted to membership in accordance with the provisions hereinafter set forth. The term “regularly engage in the electrical contracting business”, shall mean that the contractor, to be eligible for and remain a permanent member of the chapter, shall report at least 1600 NEBF labor hours each calendar year. The term “permanently established place of business” should not include a domicile. For purposes of membership, two or more offices under common ownership within any one recognized wage area shall be

considered to be one office. These provisions shall apply to all members, regardless of the date of their first affiliation with the chapter.

2. Temporary Members of this Chapter shall be those member companies in good standing of the NECA who do not maintain a permanently established place of business within the area of jurisdiction of this Chapter, but who are temporarily engaged in executing electrical work in the aforesaid area, and who shall have been accepted to membership in accordance with the provisions hereinafter setforth.
3. Any person, firm or corporation, such as distributors, manufacturers, manufacturers' representatives, and electrical and other consultants regularly engaged in the business of dealing with electrical contractors or construction, but not eligible for admission in this Association as a regular member may be admitted to membership as an Associate Member. The Chapter Board of Directors shall establish rights and rules for its Associate Members except that under no circumstances shall these members have the right to vote or hold office.
4. If a permanent member shall have multiple memberships within the jurisdiction of the Chapter, each established membership shall be treated by the Chapter as a separate membership therein.
5. Candidates for membership shall make application in writing in a form provided by the Chapter. Such application shall be presented to the Board of Directors together with the recommendation of the appropriate Division.
6. The company shall name in writing a management official as designee through whom all the functions of the membership shall be exercised and whose actions shall be binding on the member company.
7. Such designee may have an alternate, named in writing, who shall also be a management official of the member company. Such alternate shall exercise all the rights, privileges and responsibilities of the designee and shall act in his absence.
8. Each member in good standing shall have the following number of votes in all chapter and National matters when a ballot is called for:
 1. One vote from 1,600 to the first 75,000 manhours.
 2. One additional vote for any manhours in excess of 75,000 up to and including 150,000 manhours.
 3. One additional vote for any member in excess of 150,000 manhours.

Man-hours will be based on the precedings calendar year's productive electrical payroll as defined in Article V of these by-laws.

Votes may be exercised by either the designee or his alternate, and no member company may be represented at any official business meeting by other than the designee or alternate without prior approval of a majority of the members of the Chapter or respective Division.

9. Any member company (hereinafter referred to as “member”) may resign after thirty days written notice to the Executive Director, upon payment in full of all obligations, and the receipt of an acceptance written in behalf of the Board of Directors.
10. Any member may be suspended or expelled for any cause other than arrears, by a two-thirds vote of the membership present and in good standing at a special meeting called for the purpose; provided, however, that charges and supporting evidence shall previously have been filed with the Board of Directors who shall appoint one of their number to present the charges and evidence at said special meeting.
11. Any member having resigned, or been suspended or expelled for any cause, other than arrears, may be reinstated to full membership by a two-thirds vote of the membership present and in good standing at any regular meeting; provided, however, that such action may be taken only upon recommendation of the Board of Directors.
12. No member, by reason of payment of dues or assessments, or by any other means, shall acquire or possess any claim or right to any part of the property or assets of the Chapter during continuance of membership, or upon resignation, suspension or expulsion.

ARTICLE V

Dues, Service Charges/Industry Fund

1. (a) The annual dues of each member shall be one hundred and fifty dollars (\$150.00) plus the national dues as set forth in the by-laws of the National Association. Additionally, each member shall pay a service charge in the amount of seventy-five one hundredths of one percent (.75%) of the amount of the member’s productive electrical payroll, as hereinafter defined:
Productive electrical labor payroll is defined as the total wages (including overtime) paid with respect to all hours worked by all classes of electrical labor for which a rate is established in the prevailing labor agreement where the business is transacted. It shall include:

1. Payroll of members and non-members 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 manhours paid for electrical work in any one Chapter area during any one calendar year, but not exceeding 150,000 manhours.
3. One hundred percent (100%) of all productive electrical payroll in excess of 150,000 manhours paid for electrical work in any one Chapter area during any one calendar year.

Note: All Chapter service charges, exclusive of the National's 2/10 of 1%, shall not exceed 8/10 of 1% and shall be subject to the same limitations as the National's service charge. This does not prevent any member from voluntarily paying additional monies to support a Chapter.

Note: Members paying service charges will be relieved of paying the National Electrical Industry Fund.

- (b) All firms becoming a member of the Penn-Del-Jersey Chapter shall pay an initiation fee in the amount of \$150.00. This initiation fee may be waived by the Board of Directors.
2. Dues, as set forth in Section I of this ARTICLE, shall be due and payable in four equal installments and billed quarterly by the Chapter Office.
3. Service Charges, as set forth in Section I of this ARTICLE, shall be paid monthly to the office of the Chapter and shall be accompanied by a monthly report, on forms to be furnished to members by the Chapter, requiring such information as the Board of Directors may, from time to time, prescribe and the Board shall have the right to require further accounting when, in their judgement, there is a reasonable doubt as to the accuracy of reports or service charge payments.
4. The nature of the contract, whether cost plus, time and material, fixed fee, hourly rate, or any other form, shall have no effect on the liability of a member for the payment of dues and service charges on the basis described in Sections 1, 2 and 3 of this ARTICLE.

5. In the event a member or members enter into a joint venture with one or more non-members, or employ one or more non-members, such member or members shall be responsible to the Chapter for all dues, service charges and report liability resulting from the total payroll of that project on the basis described in Sections 1, 2, 3 and 4 of this ARTICLE.
6. Assessments for any special or emergency purposes may be levied equitably upon the permanent and/or temporary membership of the Chapter by a two-thirds vote of the members present at a special meeting called for that purpose.
7. The annual dues in the National Electrical Contractors Association, and that portion of the service charges due and payable to the National Electrical Contractors Association as a result of productive electrical labor payroll occurring within the jurisdiction of the Chapter as defined in ARTICLE II, shall be paid when due, on behalf of each and every member of the Chapter in good standing, from the Chapter Treasury. The sums thus to be paid shall be determined from the monthly service charge reports required by Section 3 of this ARTICLE and ARTICLE IV of the Bylaws of the National Electrical Contractors Association as adopted October 28, 1954.
8. Members in arrears on the books of the Chapter for more than thirty (30) days shall be considered not in good standing, and shall not be permitted to exercise any of the privileges of the membership, including the right to vote. Should arrearage continue for ninety (90) days, then the member may be dropped from the membership roll, and may be reinstated only after payment of all arrearage, and dues and service charges which would have accrued if membership had been retained, and after a two-thirds affirmative vote of the Board of Directors.
9. In the event a member is dropped from membership as provided in Section 8 of this ARTICLE, the liability of the Chapter to pay dues and/or service charges to the National Electrical Contractors Association on his behalf as provided in Section 7 of this ARTICLE, shall cease to exist and appropriate notice to that effect shall be sent to him and to the National Electrical Contractors Association.

ARTICLE VI

Meetings

1. Regular meetings of the Board of Directors of this Chapter shall be held in January, March, June, September and November (the November meeting shall be classified as the Annual Meeting of the members of this Chapter) and at one other time during the calendar year. The dates and locations will be determined by the Board of Directors.

2. Special meetings shall be called by the President or, at the written request of a majority of the Board of Directors, or, upon written request of ten members in good standing.
3. The quorum required to transact any business of the Chapter Membership Meetings shall be as follows:
 - Regular meetings
25% of the membership
 - Special meetings
25% of the membership
4. Written notice shall be given on all regular meetings by the mailing of notice to the business address of each member, five business days prior to the meeting date.
5. Written notice, stating the purpose of the meeting shall be given of all special meetings to the business address of each member at least seventy-two (72) hours prior to the meeting.
6. All meetings of the CHAPTER and its DIVISIONS, and of the Board of Directors, shall be conducted in accordance with Robert's "Rules of Order".

ARTICLE VII

Board of Directors

1. The activities, affairs, property and funds of this Chapter shall be under the general supervision of a Board of Directors, who shall be selected as hereinafter provided.
2. Subject only to instructions given by resolution passed in an official membership meeting by a majority of the members in good standing then present, the Board of Director shall have power to act in its discretion in all matters, and shall make a full report of its activities at all regular meetings of the Chapter membership.
3. The Board of Directors shall have the power to employ such agents and employees as from time to time, in the best interest of the Chapter, it may determine, and to remove any such agents or employees at any time, with or without cause. It may fix the terms of employment and compensation of such agents and employees and may engage quarters and contract for such services of various kinds as may be required in the name of the Chapter.
4. The Board of Directors shall consist of members elected from and by the membership of each DIVISION of the Chapter which has been duly established under the provisions of ARTICLE XI, in the ratio of two Directors for up to eight members in the DIVISION and one additional Director for each additional five

members in the DIVISION: provided, however, that no DIVISION shall be entitled to elect an additional member of the Board of Directors unless it had throughout the year preceding the election, eight or more members of the DIVISION in good standing.

The DIVISIONS shall elect representatives to the Board of Directors in the following manner. In odd numbered years the following DIVISIONS shall elect their Directors:

Allentown
Delaware
Harrisburg
Line
Reading
Scranton
Shamokin
Sound and Communications
York

In the even years, the following DIVISIONS shall elect their Directors:

Chester
Norristown
Residential
Wilkes-Barre
Williamsport

In the Philadelphia Division, one-half (1/2) shall be elected in odd numbered years and one-half (1/2) in even numbered years.

The term of office for the Board of Directors shall be two years.

The candidate for the Board of Directors shall have served on a Standing Committee or Trust of the Division or Chapter for two years. However, this requirement may be waived by a two-thirds (2/3) vote of the appropriate Division and in the case of establishment of a new Division.

5. Each Division shall establish a Nominating Committee to meet at least two months prior to the election of officers of the division for the express purpose of proposing to their respective bodies, the names of those members who have shown a desire to serve the Chapter and who have no conflicting interest. They (Nominating Committee) shall report to the Division the slate of nominees in the month prior to the date of election within the Division.

6. In addition to the members of the Board of Directors elected as set forth above, all past presidents and governors shall be members at large of the Board and shall serve until they are no longer active in the Electrical Contracting Industry.
7. The members of the Board elected as set forth above shall serve for a period of two years starting the third Tuesday in January, or until their successors are elected. They shall serve without remuneration and shall be eligible for re-election.
8. The Chairman of each DIVISION shall report in writing to the Chapter Office, one month prior to the annual meeting, the names of the members of his DIVISION elected to the Board as provided in ARTICLE VII, Section 4.
9. The Board of Directors shall meet on the third Tuesday in November and shall elect from among its members a President, Vice-President and Treasurer, all of whom shall assume office in January of the following year for a term of two years.
10. The Board of Directors shall meet regularly in January, March, June, September and November and as such other special times as the President, after due notice, may require. The members present at the roll call at any regular or special meeting of the Board shall constitute a quorum for the transaction of business. Each member of the Board of Directors shall have one vote.
11. The Board of Directors shall appoint any member of the Board of Directors in good standing to fill any vacancy which may occur through resignation, or otherwise, for the unexpired portion of the term of the offices of President, Vice-President and Treasurer, and the member of the Board serving by reason of past presidency. A vacancy occurring in membership of the Board other than those stated above, shall be filled by election by the DIVISION whose member originally held the Board membership.
12. The Designee or Alternate of any member in good standing shall be eligible for election to the Board of Directors, but both the Designee and Alternate of the same member shall not serve simultaneously as members of the Board.
13. This Chapter shall indemnify its Officers and Directors and all other persons it is permitted to indemnify under Pennsylvania Corporation Not-for-Profit Code, as from time to time amended (“Not-for-Profit” Code) and under the Pennsylvania Directors’ Liability Act, as from time to time amended (the “Directors’ Liability Act”), to the fullest extent now or hereafter permitted under the Not-for-Profit Code, and to the extent it expands upon the indemnification rights otherwise available under the Not-for-Profit Code, under the Directors’ Liability Act. No Director shall be personally liable for monetary damages as a result of any action taken, or any failure to take any action, except as specifically provided under the Directors’ Liability Act.

14. A person who has represented a member in good standing as a Board Member may be made an Honorary Board Member for distinguished service to the Chapter and electrical industry, by majority vote of the Board of Directors of the Chapter. An Honorary Board membership shall be primarily social and educational. An Honorary Board Member shall not have the right to vote or become an officer of the Chapter. They are not entitled to membership in the National Association nor to receive National membership services. They will be invited to and may participate at Chapter Board Meetings as a guest of the Board. Participation in and attendance at other Chapter Events will be subject to the discretion of the Board.

ARTICLE VIII

Officers

1. The officers shall be President, Vice-President and Treasurer, each of whom shall be elected from the membership of the Board of Directors by the members thereof, and have served on the Board of Directors for two years. They shall serve a two-year term without remuneration. Any additional terms shall be by closed ballot with an affirmative vote of at least 2/3 of the Board Members present at the meeting.
2. Any officer may resign at any time, or be removed, with or without cause, by not less than two-thirds of the total number of votes to which all of the members of the Board of Directors are entitled, cast at any regular or special meeting.
3. A vacancy in any office caused by death, resignation, removal or other cause shall be filled for the unexpired term by appointment by the Board of Directors.
4. The president shall be the principle executive officer and shall preside at all meetings of the Chapter and the Board of Directors. He shall appoint, subject to the approval of the Board of Directors, such standing and special committees as may be required to conduct the affairs of the Chapter as a whole, and shall be an ex-officio member thereof, and shall have power to remove any member or members of any standing or special committee, subject to the approval of the Board of Directors.
5. The President shall attend all meetings of the NECA District Council of which this Chapter is a member. The Chapter shall pay the expenses of its President or the designated representative to attend all regular or special meetings of NECA; also all meetings of the NECA District Council of which this Chapter is a member. In addition, the Chapter shall pay such other expenses incurred by the President when requested to attend meetings other than those of his own division in his official capacity as President and in the best interest of the Chapter.

6. In the absence of the President or in case of his inability to act, all of the duties and responsibilities of the President shall devolve upon the Vice-President, and in case of his absence or inability to act, upon the Treasurer, and in the absence or inability of all the foregoing officers to act, the duties and responsibilities of the President shall devolve upon such member of the Board of Directors as may be designated by it.
7. The President shall countersign all checks for the disbursement of funds after they have been prepared by the Executive Director and signed by the Treasurer.
8. The Vice-President shall assume such duties as may be assigned to him by the Board of Directors and/or the President. In the absence of the President and/or the Treasurer, he shall sign or countersign all checks in the disbursements of funds.
9. The Treasurer shall have custody of all funds of the Chapter, and shall make a full report of the condition of the Treasury at each regular meeting of the Chapter and of the Board of Directors. It shall also be the responsibility of the Treasurer to keep an accumulative control of all budgeted expenses and shall bring to the attention of the Board any indication of such total expenditures exceeding 10% of the total operating budgeted amount. He shall duly deposit all income to the credit of the Chapter and shall make all disbursements as instructed by the Board of Directors. He shall sign all checks after they have been duly prepared by the Executive Director.
10. The officers shall furnish bonds in such amounts as may be required by the Board of Directors, premium of which shall be paid by the Chapter.

ARTICLE IX

Executive Director & Staff

1. The Executive Director, and such assistants and staff as from time to time may be required, shall be employed by the Board of Directors in the name of the Chapter to carry on the activities of the Chapter under the supervision of the Board.
2. No person so employed may, in any manner, be connected with a member company nor have any vote in the business of the Chapter.
3. Any or such persons may be required by the Board of Directors to furnish bond at the expense of the Chapter, in such form and amount as the Board may direct.
4. The Executive Director shall perform the duties hereinafter set forth:

1. Record the minutes of all meetings of the Chapter, the Board of Directors, and all Committee meetings.
 2. Cooperate with and be an Ex-Officio member of all Committees.
 3. Handle all correspondence.
 4. Send out notices of all meetings as required by these Bylaws and as otherwise directed.
 5. Keep the books of the Chapter.
 6. Be responsible for the collection of all dues and assessments, and give receipts to the members paying them.
 7. Keep a correct account of all monies coming into his possession and deposit the same as instructed by the Treasurer.
 8. Prepare checks in the payment of all bills, which must be approved by the Board of Directors.
 9. Be responsible for the operation of his office, including the employment of office assistants, field representatives, and other employees. The Executive Director may remove such employees with or without cause.
 10. Encourage members to make use of the various business helps and materials provided by the National Electrical Contractors Association.
 11. As far as possible, adjust such grievances and disputes as may arise between members or between a member and his employees.
 12. In general, promote and make effective the twelve (12) "OBJECTS", for which this Chapter is formed, as set forth in ARTICLE III of its Bylaws.
 13. Such other duties as the Board of Directors may require of him.
5. In the absence of any two officers, the Executive Director shall sign or countersign all checks for the disbursement of funds.

ARTICLE X

Member of Board of Governors, NECA

1. The member of the Board of Governors, NECA, to which this Chapter is entitled as a chartered Chapter in good standing in the NECA, shall be elected by the Chapter membership by ballot after nominations from the floor, at the Annual Meeting of the Chapter, in each odd-numbered year, to serve for a term of two (2) years, beginning in January following the election. There shall be no limit to the number of terms, which an individual may serve as a member of the Board of Governors.
2. Any designee or alternate of a member company in good standing who has completed two consecutive terms as a member of the Board of Directors of this Chapter immediately prior to the date of election, shall be eligible for nomination and election or re-election to the office of Member of the Board of Governors, NECA.
3. Under the constitution of NECA, neither the President, District Vice-President nor the Vice-President – Line Construction of NECA is eligible for election as a member of the Board of Governors, NECA.
4. The Executive Director shall officially notify the National Secretary, NECA as to the member elected, his term of office, business connections and other information indicating the member's experience and special qualifications for committee service.
5. The member elected to serve on the Board of Governors, NECA shall attend as the Chapter representative, all meetings, of that Board and of the NECA District Council of which this Chapter is a member and as such, shall endeavor to learn, and shall support the majority opinion of the Chapter in all issues of which he had advance knowledge. In all matters he shall support such issues, as in his best judgement, represent the majority opinion. He shall make a full report at the next regular meeting of the Chapter.
6. The Chapter shall pay the expenses of its member of the Board of Governors, NECA to attend all regular or special meetings of the Board of Governors, NECA; also, all meetings of the NECA District Council of which this Chapter is a member, when such meetings are called at times not coincident with a National Convention or a membership meeting of the NECA District in which this Chapter is included. In addition the Chapter shall pay such other expenses incurred by the Governor when requested to attend meetings other than those of his own division in his official capacity as Governor and in the best interest of the Chapter.
7. In the event the elected member is unable to attend a meeting of the Board of Governors, NECA, he shall so notify the Board of Directors, and provide him with proper credentials for presentation at the Board of Governors meeting.

8. In the event a vacancy shall occur on the Board of Governors, the Board of Directors shall appoint one of its members for the duration of the term.

ARTICLE XI

Chapter Divisions

1. If at any time the geographical area covered by this Chapter includes more than one recognized wage or trading area from which the Chapter has members, those members who maintain a permanently established place of business in each such area, including the area in which the Chapter Headquarters is located shall be designated as a DIVISION of the Chapter. In each case the word DIVISION shall be preceded by the name of the principle city in that particular wage or trading area.
2. If at any time the geographical area served by this Chapter includes areas in which there are properly designated groups of electrical workers, other than inside electrical workers, those members who maintain a permanently established place of business in each such area, and regularly employ electrical workers belonging to such properly designated groups shall be designated as a DIVISION of the Chapter. In each case the DIVISION shall be preceded by a word indicative of the type of work performed.
3. The members of the Board of Directors of the Chapter elected from each DIVISION as provided in ARTICLE V11, Section 4, shall designate annually one of their number as Chairman of his/her DIVISION. In the event that there is a tie in the election to the board from the division or if the Board of Directors for the DIVISION cannot determine between or among themselves who will be determined Chairman, then within 48 hours the members of the DIVISION will break the tie in accordance with Article IV Section 8. If in the event a tie continues, the tie will be broken in accordance with Robert's Rules of Order. He/she shall preside at all meetings of the DIVISION, appoint such standing and special committees as may be required to conduct affairs peculiar only to the DIVISION, and perform such other duties as required of him/her by these Bylaws. The DIVISION Chairman shall make committee appointments in the best interest of the industry regardless of race, creed, color, sex, age, national origin, ancestry, religion, disability or any other classification protected by applicable law.
4. DIVISIONS of the Chapter shall be governed by these Bylaws in all respects. They may establish for their further local guidance supplementary Bylaws or regulations, subject, however, to the approval of the Board of Directors of the Chapter.

5. The authority to negotiate agreements, effective within the DIVISION area, with labor organizations encompassing wages, hours, working and other conditions affecting employees is expressly and exclusively delegated to the DIVISION. All such agreements negotiated by the DIVISION shall be binding upon both permanent and temporary members of the DIVISION, neither of whom shall independently enter into any such agreement with a labor organization.
6. Agreements negotiated under Section 5 above shall be signed by the duly authorized representatives of the DIVISION, and countersigned by the Executive Director of the Chapter.
7. Bylaws, regulations, requirements or other actions of a DIVISION, initiated or put into effect without proper approval of the Board of Directors of the Chapter, shall not be considered the acts of the Chapter, nor shall any DIVISION contract for the expenditure of any funds of the Chapter without prior approval of the Board of Directors of the Chapter.
8. The Chapter Divisions shall meet at such time and frequency, as it may desire. Special meetings of the DIVISIONS may be called by the Chairman, or upon written request of at least twenty-five percent (25%) of the members in good standing of the DIVISION.

A quorum for the conduct of business at any DIVISION meeting shall be twenty-five percent (25%) of the members in good standing of the DIVISION.

9. Member firms will be permanent members in the jurisdiction where their permanent office is established. A permanent member may elect temporary membership in another DIVISION of the Chapter, subject however, to the approval of a majority of the members of that DIVISION. Temporary members in a DIVISION shall have the same privileges as permanent members.
10. For the purpose of voting at the DIVISION level, and in accordance with ARTICLE IV, Section 7, each member's votes will be calculated on the number of manhours worked within the geographical jurisdiction of each respective DIVISION.

ARTICLE XII

It is understood and agreed that the Bylaws of this Chapter constitute a contractual relation by, between and among the members. Each member upon becoming a member, agrees to be bound by each and every provision of the Constitution of the National Electrical Contractors Association 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.

ARTICLE XIII

Dissolution

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

1. To pay all indebtedness of the Chapter.
2. To pay all expenses of liquidation.
3. The remainder to be divided among the members in good standing at the date of the dissolution in the same proportion as their respective average yearly service charges during the ten (10) years preceding the dissolution.

ARTICLE XIV

Amendments

These Bylaws may be revised or amended by a two-thirds (2/3) affirmative vote of the members in good standing, present at a meeting designated 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 seven (7) business days prior to the date of said meeting.

When amendment or amendments are proposed, such proposals shall be mailed to each member at least seven (7) business days prior to the date of such meeting.