

2008

PACIFIC NORTHWEST
CHAPTER EASA2007
Bylaw Committee

BYLAWS OF THE PACIFIC NORTHWEST CHAPTER, ELECTRICAL APPARATUS SERVICE ASSOCIATION

JANUARY 1985, as amended through September 2007

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BYLAWS OF THE PACIFIC NORTHWEST CHAPTER—ELECTRICAL APPARATUS SERVICE ASSOCIATION (EASA)

As Amended through September, 2007

ARTICLE I—General Provisions

Section 1, Name

The name of this organization shall be known as the “Pacific Northwest Chapter -Electrical Apparatus Service Association, Inc.”

Section 2, Boundaries

The area it serves shall consist of Oregon, Washington, Alaska, western Idaho and other EASA members that want to join. The location of its administrative office shall be at the address of the Secretary/Treasurer unless designed otherwise by the Board of Directors.

ARTICLE II – Objectives

Section 1, Overview

The objectives of the Chapter shall be:

- (a) To foster the trade, commerce, and interest of those engaged in the business of servicing and marketing electrical and mechanical equipment.
- (b) To correct trade abuses relative thereto.
- (c) To secure freedom from unjust or unlawful exactions.
- (d) To collect and disseminate information of value to members and the public.
- (e) To promote uniformity and certainty in the trade customs of those having a common interest in the industry.
- (f) To arbitrate differences between members.
- (g) To encourage a more enlarged and friendly intercourse between members.

ARTICLE III – Membership

Section 1, Definition

- (a) Active members of this Chapter shall be firms or corporations engaged in the business of servicing electrical apparatus which are Active members of the Electrical Apparatus Service Association Inc. and meet the Active membership qualifications of this Chapter.
- (b) Where an electrical apparatus service facility is a part of a business organization having more than one such facility, each facility is eligible to apply for its own membership in this Chapter and the benefits of membership shall not be made available to, or be used by, any such separate facility which does not hold its own membership in this chapter.
- (c) Affiliate members of this Chapter shall be firms or corporations who are not eligible as Active members, but who are engaged in a business whose interests are closely identified with those of the Chapter. Eligibility to membership under these classifications shall be determined by the Board of Directors.
- (d) Privileged members of this chapter shall be persons who have rendered service to the Chapter and who wish to maintain contact with the Chapter.
- (e) Where member is referred to in these Bylaws, it is intended to mean an Active and Affiliate member, firm or an individual Privileged member.

Section 2, Member Rolls

- (a) Each member, firm in good standing shall designate in writing a principal or full-time employee of the firm who shall have full authority to act for the member of this Chapter.
- (b) Each Active member shall be entitled to one vote.
- (c) Affiliate members shall be entitled to a vote and may be nominated to and elected to hold office of Secretary/Treasurer. However, affiliate members may not serve as President or Vice President. They shall be allowed other privileges subject to restrictions set forth by the Board of Directors.
- (d) Privileged members shall not be entitled to vote or hold office, but shall be allowed other privileges subject to such restriction as may be determined by the Board of Directors.

Section 3, Rights

Each member shall exercise and enjoy such rights and privileges as these Bylaws and any amendments thereto shall provide.

Section 4, Application

- (a) Application for Active membership shall be made upon forms provided for the purpose. The applicant, if eligible and approved by the Membership Committee or the Board of Directors, shall upon payment of dues and/or fees become an Active member of the Chapter.

- (b) Application for Affiliate membership shall be made upon forms provided for the purpose. The applicant if eligible and approved by the vote of the membership shall upon payment of dues and/or fees become an Affiliate member of this Chapter.

- (c) Application for Privileged membership shall be made in writing by the applicant. The applicant, if eligible and approved by the Board of Directors, shall become a Privileged member of the Chapter.

Section 5, Membership Termination

- (a) Membership in the Chapter may be terminated by a member at any time with written notice to the Chapter Secretary/Treasurer, relinquishing thereby all Chapter property and privileges as a member of the Chapter. No dues will be refunded for the current fiscal year.

- (b) Should any member firm or corporation cease to be an Active member of the Electrical Apparatus Service Association, Inc. said Active membership in this Chapter shall there upon be automatically terminated, and all rights, title and interest in the property of the Chapter shall terminate.

- (c) Members may be expelled by the Board of Directors for violation of the Bylaws of the Chapter, or for conduct prejudicial to the best interests of the Chapter. Expulsion shall be by two-thirds vote of the entire Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member under charge at his or its last recorded address at least 15 days before final action is taken thereon which statement shall be accompanied by a notice of the time when and place where the Board is to take action in the premises, and where the member shall have an opportunity to be heard. Individuals, firms and corporations, by virtue of becoming members of the Chapter, shall be deemed to have consented to the right of the Chapter to impose such disciplinary action.

Section 6, Transfer

- (a) If an Active member, firm or corporation changes its name without any change in controlling interest, said firm or corporation must notify Chapter Secretary/Treasurer within 60 days of the official name change.

- (b) Any sale or other transfer of the controlling interest in any firm, or corporation, holding Active membership herein, shall forthwith automatically terminate said membership unless consent for the continuation thereof is granted under the same requirements as those of a new membership, as set forth in section 1 and 4 of this Article, except that no initiation fee or dues are required if the dues are already paid for the current year.

(c) No membership can be transferred.

ARTICLE IV – Board of Directors

Section 1, Policy

The Board of Directors shall determine the policies of the Chapter within the limits of the Chapter and the Bylaws, and shall actively promote the objectives of the Chapter. It may adopt such rules and regulations required for the conduct of its business as shall be deemed advisable.

Section 2, Authority

The Board of Directors shall have the power to act for and on behalf of the Chapter.

Section 3, Election

The Board of Directors shall be elected by the membership and shall consist of not more than five Directors, three elected (including President, Vice-President, Secretary-Treasurer, and Event Coordinator), and the immediate Past President to the board.

Section 4, Willingness to Serve

Each nominee for Director must have consented to serve if elected.

Section 5, Terms

Four of the Directors terms shall be for a period of two years in each office (total of eight years Board service) unless specified otherwise. Once elected the fifth Director, the Event Coordinator, serves at the pleasure of the Board of Directors and whose term shall be of an indefinite duration limited by the Directors and/or his or her willingness to serve.

Section 6, Term Restrictions

No Director shall be eligible for re-election to succeed himself until an interval of two years has elapsed, nor shall any company, including its' branch(s), be permitted to provide a Director for more than two consecutive full terms, until an interval of two years has lapsed. Neither may a company, including its branch(s), and its wholly owned subsidiaries, have more than one person on the Board of Directors at any one time.

Section 7, Term Commencement

The term of office for a Director shall be from the beginning of the administrative year for which he is elected, unless specified otherwise.

Section 8, Election Dates

The Directors shall be elected prior to December 31 of the preceding year he or she is to begin service, under methods as permitted by these Bylaws.

Section 9, Vacancy

In the event of a vacancy occurring in any directorship, such vacancy shall be filled in the same manner as Directors are elected.

Section 10, President Responsibilities

The President of the Chapter shall be the chairman of both the Board of Directors and the Executive Committee.

Section 11, Executive Committee

The Executive Committee shall consist of the officers of the Chapter and they shall serve for the specified administrative year or until their successors are appointed.

Section 12, Annual Budget

The Directors shall be responsible for establishing the annual budget of the Chapter, in accordance with Article XI, Section 3, of these Bylaws.

ARTICLE V – Executive Committee

Section 1, Authority

The Executive committee may act for and in behalf of the Board of Directors in the interim between meetings of the Board of Directors.

Section 2, Meetings

Meetings of the Executive Committee shall be called by the Chairman at the request of two (2) members of the Executive Committee upon five (5) days notice.

Section 3, Determination

All the acts of the Executive Committee shall be subject to substitution, alteration, amendment or repeal by a majority vote of the Board of Directors.

ARTICLE VI – Officers and Their Duties

Section 1, Offices

The elected Officers of the Chapter shall be the President, Vice-President, Secretary-Treasurer, who shall be elected by the members of the Chapter to serve for two administrative years following their election or until their successors have qualified. The Past President will service on the board until a new President is elected. Event Coordinator will also service on the board.

Section 2, President

The President shall be the chief executive officer of the Chapter and shall preside at all of its meetings. He shall perform all other duties as are provided for in the Bylaws and such other duties as usually pertain to such office.

Section 3, Vice President

The Vice-President shall, during the absence or disability of the President, exercise all the powers and discharge all the duties of the President until the President shall return or his successor be chosen.

Section 4, Secretary/Treasurer

The Secretary/Treasurer shall be responsible for the supervision of all funds belonging to the Chapter in accordance with the decisions of the Board and the adopted budget. Withdrawals and payments of such funds shall require the signature of the Secretary/Treasurer and/or the President. The Secretary/Treasurer shall keep proper books of accounts and at the close of his term of office, shall deliver to his successor all monies, books, paper and other valuable belongings of the Chapter that shall be in his custody or possession. Two signatures shall be required on checks of more than one thousand-five hundred (\$1,500.00) dollars. Additional persons to sign checks shall be the Executive Secretary and/or the Event Coordinator. In addition the Secretary/Treasurer shall be responsible for recording the proceedings of the meetings of the Chapter, the Board of Directors and the Executive Committee, in books to be kept for the purpose; he or she shall perform such other duties as may be required by the Board of Directors.

Section 5, Event Coordinator

The Event Coordinator shall be responsible for planning and organizing meeting as directed by the Board of Directors.

Section 6, Payment for Service

The President, Vice-President, Secretary-Treasurer, and the Event Coordinator shall serve without pay unless and until provisions therefore have been made by the Board of Directors and approved by the membership.

Section 7, Convention Transportation

The "reasonable airfare" of the President and Event Coordinator to EASA's Convention is reimbursed by the chapter.

Section 8, Executive Secretary

In addition the elected officers enumerated above, there may be a chief operating executive to be known as Executive Secretary, whose appointment and conditions of employment shall be determined by the Board of Directors. He shall be responsible to the Board for carrying out the policies of the Board and all duties delegated to him by the elected officers.

Section 9, Bonding

All officers shall be bonded in such amount as shall be fixed and determined by the Board of Directors and at the expense of the Chapter.

Section 10, Unexpired Terms

A vacancy in any office shall be filled in the same manner as said office was previously filled, for the unexpired term.

Section 11, Past President

The outgoing President will serve on the Board until such time as the next President is elected.

ARTICLE VII – Committees

Section 1, Standing Appointment

Standing Committees of the Chapter shall be (all standing committees by-laws, membership) whose members shall be appointed by the President for his administrative year.

Section 2, Special Appointment

Special Committees may be appointed, by the President for his administrative year.

Section 3, Committee Reports

All Committees shall report to the President and the Board of Directors.

Section 4, Ex-Officio

The Executive Secretary shall be an ex-officio member of all committees without vote.

ARTICLE VIII – Meetings

Section 1, General Bi-Annual

The regular meetings of the members of the Chapter shall be held at least two times per year. One meeting will be at the place and time of the Region Seven Conference. The second meeting shall be held at a time and place determined by the Board of Directors. Members shall be given thirty (30) day's notice by U.S. mail, by telephone, or by e-mail.

Section 2, Special

Special meetings of the Chapter shall be called by the President or by a majority of the Board of Directors on ten (10) day's notice by mail, by telephone, or by e-mail.

Section 3, Content and Limitations

The regular and special meetings of the Chapter are for the presentation and discussion of papers, reports and resolutions and for the transaction of any other business of the Chapter. Questions affecting the policy of the Chapter may be brought up for discussion at such meetings, but may not be voted on at such meetings unless the same shall have been referred in writing to the Chapter membership not less than twenty (20) days prior to the meeting.

Section 4, Structure

The order of the business at meetings shall be as follows:

- A. Roll Call
- B. Reading of Minutes of Previous Meeting
- C. Reading of Communications
- D. Report of Officers
- E. Report of Committees
- F. Unfinished Business
- G. New Business
- H. Adjournment

ARTICLE IX – Vote and Quorum

Section 1, Actions and Implementation

Except as otherwise provided herein, action of the Chapter shall be taken as follows:

- (a) By majority vote of the members of the Chapter present or represented at a meeting, provided a quorum is present, except when voting for substitution, alteration, amendment or repeal of any action of the Board of Directors when an affirmative two-thirds (2/3) vote shall be required.
- (b) The Board of Directors shall have the power to call for ballot by mail from members of the Chapter, and such ballot shall be of the same effect as a vote of any meeting.
- (c) In any mail ballot that is sent to the membership, in order to be effective, at least 25 percent of the total membership must vote. Only the ballots returned are to be counted for or against the proposal being voted upon.

Section 2, Proxies

Voting representative members absent from any meeting of the Chapter may be represented by proxy, which shall be in writing. Said proxy shall have full authority to act for the member.

Section 3, Quorum

- (a) Twenty-five (25) percent of the total members in good standing of the Chapter present, in person, or by proxy and shall constitute a quorum at all regular or special meetings of the Chapter.
- (b) A two-thirds attendance of the members of the Board of Directors shall constitute a quorum at their respective meetings.
- (c) A majority of the members of a committee shall constitute a quorum at their meetings.

ARTICLE X – Administrative and Fiscal Year

Section 1, Fiscal Year

The fiscal year of the Chapter shall be from April 1st to March 31st, inclusive.

Section 2, Administrative Year

The administrative year of the Chapter shall be from the close of the last regular business meeting in a fiscal year until the close of the last regular business meeting of the following year. In the event no regular business meeting of the Chapter is held in any year, the new administrative year shall begin at noon on the second Monday in April, and the Board of Directors shall hold a regular meeting within the next ninety, (90) days.

ARTICLE XI – Finances

Section 1, Fees and Dues

Each member shall pay such initiation fees, dues, and/or assessments in whatever amount and manner as may be determined by the Board of Directors.

AS OF JAN 1, 2008

- (a) Dues shall be \$75.00 for Active members
- (b) Dues shall be \$75.00 for Affiliate members

Section 2, Delinquent Accounts

Chapter Dues and/or assessments become delinquent sixty (60) days after date of invoice mailing and if not paid within 90 days said Chapter membership may be terminated by action of the Board of Directors.

Section 3, Budget

- (a) The Board of Directors shall establish a budget for the following year by at least the last meeting of its fiscal year and may make periodic adjustments to this budget as the needs and funds of the Chapter permit.

- (b) No Director, Officer, Committee Chairman, Committee Member or Employee shall incur any obligations on behalf of or in the name of the Chapter in excess of the budget for such Office, Committee, or Employee, nor shall the Chapter be obligated in any manner in excess of its total budget, without the prior approval of the Board of Directors.

Section 4, Statements

A yearly financial statement prepared for the Secretary/Treasurer and supported by an audit certified to by the Auditing Committee, shall be presented to the membership at its first regular meeting following the close of the Chapter's fiscal year. Financial statements for other periods, with or without audit, shall be prepared upon request of the President, the Board of Directors or the Executive Committee.

ARTICLE XII – Procedure

Section 1, Meeting Submissions

The Secretary/Treasurer shall notify all members of the Chapter of forthcoming meetings of the Board of Directors. Each member of the Chapter may submit questions, proposals or resolutions to the Board of Directors for their consideration, which shall be submitted in writing to the Secretary/Treasurer at least 15 days in advance of the Board meeting.

Section 2, Mail Ballot Policy

If the Board finds that any matter before it affects the fundamental policies of the Chapter requiring action by the members, the Board shall prepare its recommendations in the form of a mail ballot for submission to vote of the members in accordance with Sections 1 (b) and 1 (c) Article IX.

Section 3, Rules of Order

Robert’s Rules of Order shall govern in any question of parliamentary procedure except as otherwise provided herein.

ARTICLE XIII – Dissolution

Section 1, Chapter Liquidation

The Chapter may be dissolved by vote of the membership at a special meeting called for that purpose, such dissolution to be effective ninety, (90) days after such vote is taken and provided all outstanding obligations of the Chapter have been paid.

Section 2, Fund Allocation

In the event of dissolution of the Chapter, its surplus funds and other assets shall be divided among the members in good standing at the time in proportion to the amount of dues paid by each member during the preceding ten (10) years.

ARTICLE XIV – Amendments

Section 1, Amendment Implementation

Proposed amendments to these Bylaws, if approved by the Board of Directors, shall be referred to the voting members of the Chapter at a regular or special meeting and must be adopted by a two-third affirmative vote of the members present, or may be referred to the general voting membership by mail ballot in accordance with Section 1 (b) and 1 (c) of ARTICLE IX. Notice of proposed amendments to the

Bylaws must be given to the voting membership not less than 20 days prior to the meeting or date when mail balloting is closed.