

BY-LAWS
OF
CENTRAL VIRGINIA ELECTRICAL
CONTRACTORS ASSOCIATION, INC.

ARTICLE I

APPLICATIONS FOR MEMBERSHIP

All applicants for membership, including former members seeking readmission, shall submit written application for membership accompanied by the initiation fee and the applicant's first year's dues. Applications shall not be accepted until approved by the Board of Directors.

An applicant for voting membership or associate membership shall be sponsored by no less than two voting members. At least one of the sponsors shall present the application, at least one meeting prior to the meeting at which the membership considers the application. At least one of the sponsors shall be present and introduce the applicant at the meeting at which the membership considers the application. An applicant for honorary membership shall be sponsored by the Board of Directors and any member of the Board may present the nominee to the membership. The applicant shall not be present in the room at the time the members discuss and vote on the application.

ARTICLE II

MEMBERS

1. All members, regardless of classification, shall be elected by a majority vote of the voting members at a regular or special meeting of the members.

(a) A member in "good standing" shall be defined as a member who has paid all dues, fees and assessments within ninety (90) days of the date of assessment as stated on the notice thereof, provided, however, that the President may grant an extension of time for an additional 90 days to any member upon written proof of financial hardship.

The annual dues shall be due prior to April 1 of each year, regardless of the date of assessment.

(b) A member not in "good standing" shall be removed from the membership of the organization.

2. Voting Members.

Voting members shall be limited to electrical contractors in "good standing" and each voting member shall have one vote which may be cast by a duly designated representative of the voting member.

3. Associate Members.

Associate members shall be persons or firms who are not electrical contractors, but who are associated with the electrical contracting industry. Associate members shall be non-voting.

4. Honorary Members.

The voting members, by a majority vote cast at any regular meeting, may designate a retired voting member as an "Honorary Member", provided, however, that such voting member was active in the electrical industry for at least 25 years.

ARTICLE III

MEETING OF THE MEMBERS

1. The annual meeting of the members of the corporation shall be held at such place as is designated by the Board of Directors in Richmond, Virginia, at the regular monthly meeting in December of each year.

2. Regular meetings of the members shall be held monthly at such place and time as is designated by the Board of Directors.

3. Special meetings of the members shall be held at any time and place upon the call of the Board of Directors or of twenty percent (20%) of the voting members.

4. Notice of annual and/or special meetings shall be prepared and mailed to the last known post office address of each member not less than five days before any such meeting, and such notice shall state the purpose of the meeting.

5. A quorum at any meeting of the members shall consist of at least twenty percent (20%) of the voting members.

6. The order of business at each meeting shall be:

(a) Calling of the roll.

(b) Proof of due notice of meeting or waiver of notice.

(c) Reading of prior meeting minutes and disposal of any unapproved minutes.

(d) Annual statement of organization by presiding officer. (Annual meeting only)

- (e) Election of officers and directors. (Annual meeting only)
- (f) Unfinished business and committee reports.
- (g) New Business.
- (h) Adjournment.

ARTICLE IV

DIRECTORS

1. The affairs of the corporation shall be under the control of the Board of Directors, which shall be composed of the elected Officers and duly elected at large members for a total of not more than fifteen members as may, from time to time, be fixed by the members, and such agents as the Board of Directors may elect or employ.

2. The at large Directors shall be elected at each annual meeting of the members of the corporation for the term of one year. Such meeting being held at the time and place hereinbefore designated. Vacancies on the Board, whether caused by death or resignation or otherwise, may be filled by the remaining members of the Board of Directors, and the person so elected shall hold office until the next annual meeting of the members. All of the Directors shall hold office for the term specified or until the election and acceptance by their successors.

3. The Board of Directors shall hold meetings at such time and place as it may designate, or in the absence of designation by the Board of Directors, the meeting may be called by the President or any two Directors at such place as

shall be designated in the notice. Due notice of the time and place of each meeting of the Directors must be given by the Secretary personally, by mail or by telegraph, at least two days prior to the meeting to such Directors unless notice is waived in writing by all directors. At least one meeting of the Board of Directors shall be held each year at the annual meeting of the members.

4. The Board of Directors may, by resolution, appoint members of the Board as an Executive Committee to manage the activities of the corporation. The acts and records of the Executive Committee shall at all times be subject to supervision and control of the Board of Directors. The Secretary, or a designee, shall attend and keep a record of the meeting of the Executive Committee.

5. A quorum at any meeting of the Board of Directors shall consist of a majority. A majority of such quorum shall decide any questions that may come before the meeting.

6. Any Director may be removed at any time by a majority vote of the voting members at any duly called meeting.

ARTICLE V

OFFICERS

1. The officers of the corporation shall be a President, Vice-President, Secretary and a Treasurer, who shall be elected one year or who shall hold office until their successors are elected and qualify. In addition, the members shall have the right to elect one or more Vice-Presidents,

Assistant Treasurers and Assistant Secretaries, who shall serve for the same period of time as the President, and to designate General Counsel for the corporation, to serve as such until such designation is terminated by action of the members.

2. Officers of the corporation shall be elected by the members at the annual meeting each year. If any office becomes vacant during the year or otherwise than by removal, the Board of Directors shall fill the same for the unexpired term. The Board of Directors shall fix the compensation of the officers and agents of the corporation.

3. The President shall preside at all meetings of the members and Directors; shall have general supervision over the affairs of the corporation; may appoint such temporary or permanent committees as he may deem appropriate; may sign or countersign all contracts and all other instruments or checks of the corporation; shall make reports to the Directors and members and perform all such other duties as are incident to the office or are properly required of him by the Board of Directors. In the absence of, or disability, of the President his duties shall be performed by a Vice-President; each Vice-President may sign or countersign all contracts, checks and instruments of the corporation.

4. The Secretary shall issue notices for all meetings, shall attend the same and keep the minutes thereof, shall have charge of the corporate books, records and papers; shall attest with his signature and cause to be impressed with the

corporate seal, written contracts of the corporation, and any other instrument which may be properly required to have such attestation and seal; shall make reports at regular meetings and perform such other duties as are incident to his office, or are properly required by the Board of Directors.

5. The Treasurer shall have charge and custody of the funds, securities and other property of the corporation; and shall have authority to collect the funds of the corporation, deposit them in such bank or banks as the Board of Directors may designate, the funds from which shall be withdrawn upon checks for the corporation to be signed in the manner designated by the Board of Directors. The Treasurer shall issue all notices of annual dues and assessments prior to December 31 of each year. The Treasurer shall give written notice to any member whose annual assessment become sixty (60) days delinquent that if the assessment is not paid within thirty (30) days, membership will be terminated. The Treasurer shall, at all reasonable times, exhibit the books and accounts to any Director or voting member of the corporation upon application at the office of the Treasurer during business hours, and keep regular books of accounts and submit them, together with all his vouchers, receipts, records and other papers to the Directors for their examination and approval as often as they may require and shall report at each regular meeting the fiscal affairs of the organization and perform such other duties as are incident to his office or are required by him by the Board of Directors.

6. Any officer may be removed at any time by a majority vote of the voting members at any duly called meeting.

ARTICLE VI

CORPORATE SEAL

The corporate seal of the corporation shall consist of a circle containing the following engraved words: "Central Virginia Electrical Contractors Association, Inc., Corporate Seal, 1962, Commonwealth of Virginia."

ARTICLE VII

AMENDMENTS

These by-laws may be amended, repealed, altered, in whole or in part, by a majority vote of the entire membership of the corporation, at any regular meeting of the members and at any special meeting where such action has been announced in the call and notice of such meeting.


Secretary

Adopted: 2 February 1987

Corporate Seal