

B.C.E.C.A.
Constitution and By-Laws
2008

Article I

Name

The name of the organization shall be B.C.E.C.A., Inc. It shall be referred to hereinafter as "The Corporation."

Article II

Objects

The Corporation shall be a membership corporation supported by member subscriptions and not carried on for profit. Its objects as set forth in the certificate of incorporation are as follows:

The purpose for which it is formed are to advise each other of the new changes of laws and regulations in connection with the National Electrical Code and all other regulations pertaining to electrical work in the state of New Jersey and to procure uniformity and certainty on the customs and usages of the trade and to further the general good and welfare of our members.

Article III

Membership

Those persons in the following categories shall be eligible for membership in the corporation:

1. *Active*

(A) Any person duly licensed under the laws of the state of New Jersey to be an electrical contractor and shall have a valid business permit.

(B) Any member who as an active member shall be called to serve in the armed forces of the United States shall retain membership while on said active duty and at such time of return to the electrical industry shall retain all privileges and rights of membership.

(C) Upon approval of the applicant by the general membership at the next general meeting, applicant shall be granted dual membership in both the BCECA and in the NJECA (New Jersey Electrical Contractors Association) and be entitled to all rights and privileges as set forth in the Constitution and Bylaws of both the BCECA and NJECA.

2. *Honorary*

(A) Any person who has been an active member for a period of not less than five years and upon voluntary surrender of his/her license at the age of 62 shall become an Honorary Member and shall pay no dues with the understanding that he/she shall not have the right to vote or hold office.

3. Application

(A) Application for active membership shall be made upon written request setting forth qualifications as stipulated in section 1. (A) of the article and submitted to the executive secretary of the Corporation with the required membership dues.

(B) No application for membership shall be acted upon if the applicant, or in the case of a partnership or corporation, any member thereof, is involved in any action by the New Jersey Board of Examiners or any lawful authority having jurisdiction over said applicant.

(C) All applicants shall be subject to approval of the general membership.

4. Termination

(A) Any member may resign in writing provided that all obligations to the corporation are satisfied.

(B) Any Member may be expelled from the Corporation if such member shall have his/her license suspended or revoked by the New Jersey Board of Examiners of Electrical Contractors or lawful authority after due notice and hearing before the Board of Trustees and upon a vote of $\frac{3}{4}$ of the Board present, or has committed conduct detrimental to the stated objects and purposes of the Corporation or has otherwise ceased to be qualified for membership in the Corporation.

(C) Non-payment of dues by March 31st of any year except dues for which payment has been deferred by vote of the Board prior there to shall result in such member's expulsion from membership automatically with all privileges and rights forfeited.

(D) Any expelled member may apply to the Board as a new member subject to the requirements of section 3.(A)(B)(C) of article III including all past financial obligations.

(E) Any expelled or suspended member shall be notified in writing and except for non-payment of dues or other financial obligations to the Corporation shall have the right to appeal the decision of the Board within 60 days after notification by request to the Executive Secretary that question be added to agenda of the next meeting. At stated meeting the Board may be overruled by a majority of those members present. If no majority vote, Board ruling will stand.

Article IV

Dues and Assessments

1. Amounts

(A) Dues shall be submitted to the BCECA upon receipt of invoice. Said dues shall be submitted no later than March 1st of the new year. Upon receipt of member's dues in full, said member's membership shall be renewed in both the Bergen County Electrical Contractors Association and the New Jersey Electrical Contractors Association.

(B) The amount of dues and assessments and the time of payments thereof shall be established by the Board of Trustees when the Board feels it is necessary with the approval of a majority of the voting membership at the regular meeting.

(C) The Board of Trustees, with the approval of a majority of the voting membership, may also impose fees or penalties for late payment of dues.

(D) The Board of Trustees may exempt or defer any member from payment of dues or any financial obligation if the Board of Trustees determines that said member cannot meet such payment because of financial hardship.

Article V

Officers and Trustees

1. *Board of Trustees*

- a. The officers or Board of Trustees shall consist of eight (8) active members to be elected at the annual membership meeting of the Corporation.
- b. The officers/Board of Trustees shall be as follows: President, First Vice President, Second Vice President, Treasurer, Financial Secretary, Recording Secretary, Sergeant-at-Arms, and Executive Secretary.
- c. The Elected officers shall serve as trustees during such time as they shall be for two (2) years or until their respective successors have been elected and qualified for such position.

2. *Function of the Board*

- A. The Board of Trustees shall manage the affairs and the property of the Corporation. It shall perform all other duties required by these by-laws.
- B. It may hire appoint and retain such administrative or professional staff as it may deem advisable, including an executive director, attorney, accountant or other advisor under such compensation provisions as the Board of Trustees shall vote to arrange.
- C. The Trustees shall have full power and authority in the interval between meetings of the Corporation to do all acts and to perform all functions which the Corporation itself might perform.

3. *Expulsion*

- (A) Any officer/trustee may be removed from his position by two-thirds (2/3) vote of the Board of Trustees or a majority of the general membership for the following reasons:
- (1) Failure to attend three (3) consecutive meetings of the Board of Trustees, without permission of the Board of Trustees for reasons such as illness, involuntary absence from the state of New Jersey, and similar circumstances.
 - (2) Suspension or revocation of his or her electrical license.
 - (3) Conviction of a crime.
 - (4) Any act or omission which is detrimental to electrical contractors and/or the Corporation.

4. *Officers*

- (A) Qualifications:
Any member in good standing for a period of not less than one (1) year may serve as a member of the Board of Trustees provided he/she has attended Board of Trustee meetings and has learned the inner workings of said board.
- (B) Duties:

President: The President shall preside at all meetings of the Corporation and the Board of Trustees; appoint all committees; sign; together with either the Secretary or Treasurer, all checks, notes, or other financial instruments of the Corporation; call for meetings by directing the appropriate Secretary of the Corporation to notify the proper persons in the manner described in these by-laws; see that the books, reports, statements and certificates required by the law are properly kept, made and filed by the appropriate officer or agent of the Corporation; and perform such other duties which the head officer of similar organizations normally perform.

First Vice President: During the absence and/or inability of the President to render and perform his duties or exercise his powers as set forth in these by-laws or the laws under which this Corporation is organized, the same shall be performed and exercised by the First Vice President; and when so acting he shall all the powers and be subject to all the responsibilities hereby given to or imposed upon such President.

Second Vice President: During the absence and/or inability of the First Vice President to perform his duties or exercise his powers set forth in these by-laws or the laws under which this Corporation is organized, the same shall be performed and exercised by the Second Vice President; and when so acting he shall have all the responsibilities hereby given to or imposed upon such First Vice President.

Recording Secretary: The Recording Secretary shall take the minutes of the meetings of the Corporation and the Board of Trustees. He shall transcribe these minutes and turn them over to the Executive Secretary. All of the said minutes shall be kept in appropriate books which shall be maintained and made available at all meetings, as well as a book for reference containing the Constitution, by-laws, and Rules of Order of the Corporation and the Board of Trustees.

Financial Secretary: The Financial Secretary shall aid and assist the Treasurer in the performance of the duties of the Treasurer and in the absence of the Treasurer shall serve in his place and stead. He shall record and file in a ledger, said ledger to be the property of the Corporation, all cash receipts and disbursements of monies for bills to be paid. Said bills shall be approved by the Corporation to be paid. Bills, after being received and paid by the Treasurer will be held by the Secretary for audit. He shall send the bills for dues or assessments to all members. He shall issue past-due notices. He shall report to the Board of Trustees which members are in good standing for the purpose of issuing up-to-date membership cards and which members are in default for non-payment or delinquency in payment of obligations owing to the Corporation.

Sergeant-at-Arms: He shall have the right at all General membership and Board of Trustees meetings and conventions to challenge all persons as to there qualifications to attend the meeting. He shall keep order at meetings as directed by the President or Chairman of said meeting. He shall hold and be responsible for all Corporation property and have same in proper place before each meeting. He shall be certain all properties are recovered after each

meeting and held in a safe place. All properties of the Corporation under his care shall be transferred to his successor at the termination of his term.

Treasurer: The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation in such bank or banks, trust company or trust companies, or safe-deposit vaults, as the Corporation may designate. He may sign, make and endorse in the name of the Corporation all checks, drafts, warrants and orders for the payment of money jointly with the President or other officer designated by these by-laws and pay out and disburse the same to obtain receipt therefore, under the direction of the President. “The signatures for the account of the BCECA shall be the Treasurer: the President: and the First Vice President. Only one signature will be required to make payments. The Treasurer shall be primary signature for all payments. In the event the Treasurer is not available the President or the Vice President may make payments as designated by the Board of Trustees. He shall render a statement of the condition of finances of the Corporation at each regular meeting of the Corporation and Board of Trustees and at annual meetings. He shall render and exhibit at all reasonable times his books and accounts to any member of the Board of Trustees. The Treasurer shall not be required to post a bond unless the Board shall deem it necessary, in which event the Board shall set and determine the amount on the bond. The cost of the bond shall be borne by the Corporation and paid for out of its general funds.

Executive Secretary: The Corporation may engage the Executive Secretary, under such financial terms and conditions and in performance of such duties as shall be approved by the Board of Trustees. If such an Executive Secretary shall be so engaged, he shall be permitted to perform various duties ordinarily performed by the Financial and/or Recording Secretary and/or Treasurer, as such duties may be described in the written contract of employment between the Corporation and the Executive Secretary. Any duties not performed by the Executive Secretary pursuant to such contract shall be performed by the proper officer of the Corporation as described in the by-laws.

Article VI

Meetings and Quorums

1. *Meetings of the Trustees*

(A) Regular meetings of the Board of Trustees shall be held on the fourth Tuesday monthly, except upon and affirmative vote of the Board of Trustees the meetings in July and August may be cancelled. Business of cancelled meetings may be transacted at a regular meeting as prescribed by the President.

(B) *Special Meetings*

The Board of Trustees shall have the power to call special meetings for any purpose.

(C) *Quorum*

Three (3) Board members shall constitute a quorum at any meeting. All actions of the Board shall be a majority vote of the Board members present.

1. *Meetings of the Corporation*

(A) Annual meetings shall be held on the second Tuesday in November. At this meeting the officers and Board of Trustees shall be elected to office. Election shall be held every two years thereafter unless any of the officers/trustees cannot complete their respective term, then a special election shall be held at the next annual meeting.

(B) Regular meetings of the Corporation shall be held on the second Tuesday of each month except in the months of July and August. At all membership meetings, (15) members of the Corporation shall constitute a quorum.

(C) *Special Meetings*

Special meeting may be called by the Executive Secretary at the direction of the President or a majority of the trustees or 25% of the active members. Notice of special meeting and no other business shall be discussed at said meeting.

2. *Robert's Rules of Order* shall govern all meetings of the Corporation unless otherwise provided by these by-laws.

Article VII Nominating Committee

1. There shall be a Nominating Committee of the Corporation, appointed by the President, which shall consist of three (3) members of the Corporation, including the immediate past President, if any, who shall serve as the Chairman.

2. *Notice of Annual General Election*

Notice of the Corporation's annual general election of the trustees and officers shall be given to the membership of the Corporation at least thirty (30) days prior to the time set for the annual membership meeting in accordance with these by-laws.

3. *Nomination for Officers and Trustees*

Nominations shall be made upon the recommendation of the Nominating Committee, or by petition signed by not less than twenty-five percent (25%) of active members of the Corporation, submitted to the Secretary of the Corporation not less than five (5) days prior to the date fixed for the annual membership meeting. Nominations without petition may be made from the floor at the meeting where the election is conducted, provided such nominee is present and indicates his acceptance of such nomination, and is qualified as per Article V, Sec. (A).

4. *General Election*

The general election shall be held at the annual membership meeting of the Corporation.

5. *Vacancies*

In the event of a vacancy in the office of the President, the First Vice President, shall perform the duties of the President for the unexpired term.

In the event of simultaneous vacancies in the office of the President and First Vice President, either the Secretary or Treasurer shall perform the duties of the President for the unexpired term. In the event of a vacancy of the First Vice President, but not in the President's office, the office shall remain vacant until the next annual membership meeting at which time a First Vice President shall be elected.

Article VIII
Fiscal Year, Bank Accounts, and Budget

1. *Fiscal Year*

The fiscal year of the Corporation shall begin January 1st and a calendar year shall be utilized until adoption of a resolution of the trustees to the contrary.

2. *Bank Accounts*

The Corporation shall maintain such bank accounts and investments in such places as shall be determined, from time to time by the Corporation, pursuant to the resolution of the Board of Trustees.

Article IX
Dissolution

1. The Corporation may be dissolved according to law by vote of three-fourths (3/4) of the entire active membership at a regular or special meeting.
2. On dissolution of this Corporation the net assets of the Corporation shall be paid and distributed in such proportions and amounts to one or more non-sectarian, charitable, philanthropic or educational organizations which qualify, however, under Sec.501(C)(3) of the Internal Revenue Code of 1954 or any acts amendatory thereof or supplemental thereto or of substantially similar effect at the time of dissolution and in accordance with the Corporation's corporate charter.

Article X
Amendments

1. (A) These by-laws may be amended repealed, or altered in whole or in part provided a proposed amendment shall be submitted in writing duly subscribed by at least five (5) members in good standing to the Secretary of the Corporation.
(B) That the same have been read and discussed at two (2) successive stated meetings and thereafter adopted at the next immediate stated meeting by a two-thirds (2/3) vote of the membership of the Corporation at said meeting.

These by-laws shall take effect immediately.