

**By Laws of**  
**IEC of Idaho, Inc**

**ARTICLE I**  
**OFFICE**

The principal office of the corporation will be in the State of Idaho. The corporation shall maintain in the State of Idaho a registered office, and a registered agent whose office is identical with the registered office as required by the Idaho Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principle office in the State of Idaho, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II**  
**MEMBERS**

**SECTION 1- Members:** Any Person, Firm, or Corporation engaged in the Electrical Construction Industry is eligible to apply for active membership in this corporation in one of the classifications set forth Section 2 of this Article.

**SECTION 2- Classes of Members:** The Corporation shall have three (3) classes of members. The designation of the class and the qualifications and rights of members of the class shall be as follows:

- A. **Contractor Member:** A contractor firm presently engaged in the business of electrical contracting, maintenance and repair. Contractor Membership shall be in the name of the firm only, but shall be able to hold an office.
- B. **Associate Member:** Any Professional firm who provides services to the electrical contracting business (i.e. accountants, insurance agencies, lawyers). Associate Membership shall be in the name of the firm only, but shall be able to hold an office.
- C. **Industry Partner:** Any firm who is directly involved in the manufacturing or delivery of products used in the electrical industry. Industry Partner Membership shall be in the name of the firm only, but shall be able to hold an office.

**SECTION 3- Voting Rights:** Each member firm shall be entitled to one (1) vote on each matter submitted to a vote of the members.

**SECTION 4- Duration of Membership and Resignation:** Membership in the Association shall be continuous unless terminated by voluntary withdrawal as herein provided, or otherwise pursuant to these Bylaws. All rights, privileges, and interests on a Member in or to the Association shall cease on the termination of membership.

**SECTION 5- Suspension and Expulsion:** Any member may be suspended or terminated for cause. Sufficient cause for such suspension or termination shall be violation of Bylaws or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interest of the Association. No less than twenty (20) days before the action is taken, a statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the Chapter or members shall have the opportunity to appear in person and or be represented by counsel to present any defense to such charges before action is taken.

### ARTICLE III MEMBERSHIP MEETINGS

**SECTION 1- Annual Meetings:** There shall be an annual meeting of the Association ordered by the Board of Directors, for an election of directors for the new year, for receiving the annual reports, and the transaction of other business. Notice of such meetings, signed by the Secretary (or other officer designated by the Board of Directors), shall be mailed and/or transmitted electronically to the last recorded address of each member at least thirty (30) days before the time appointed for the meeting.

**SECTION 2- Special Meetings:** Special meetings of the Association may be called by the Board of Directors, or shall be called by the President upon written request of not less than twenty-five percent (25%) of the members of the Association. Notice of any special meeting shall be mailed and/or transmitted electronically to the last recorded address of each member at least thirty (30) days with a statement of time, place, and information as to the subject(s) to be considered.

**SECTION 3- Place of the Meeting:** The Board of Directors may designate any place, either within or outside the State of Idaho as the place of meeting for any special meeting called by the Board of Directors.

**SECTION 4- Quorum:** After one (1) notice as to a Board of Directors, Annual, or Special Meeting, those present at the announced meeting will constitute a quorum. Issues will be decided by a majority of those present and voting.

**SECTION 5- Voting by Mail:** Where directors or officers are to be elected by members, the election can be conducted by mail in a manner in which the Board of Directors shall determine. At least one (1) notice shall precede the vote. The vote must be by mail, transmitted electronically, or by a scheduled meeting. Only one (1) method is allowed for voting.

**SECTION 6- Order of Business:** The order of business at all meeting of the members, so far as applicable, shall be as followed:

- A. Roll Call of Members
- B. Reading of Minutes from Previous Meeting
- C. Receiving of Communications
- D. Reports of Officers

- E. Committee Reports
  - 1. Standing
  - 2. Special
- F. Election of Directors
- G. Unfinished Business
- H. New Business
- I. Adjournment

## ARTICLE IV BOARD OF DIRECTORS

**SECTION 1- General Powers:** The affairs of the corporation shall be managed by the Board of Directors.

**SECTION 2- Number and Tenure:** The Board of Directors will consist of seven (7) to eleven (11) members but not to exceed eleven (11) members. One member will be the *Immediate Past President*, and one member can be an *Industry Partner* and one can be an *Associate Member*. Tenure is two (2) years for each director. Members may be elected for two (2) consecutive terms. The Board of Directors will elect officers from the members of the Board.

**SECTION 3- Nominating Committee:** The Board may appoint a *Nominating Committee* to nominate the directors to be elected each year. Nominations will be forwarded to the membership at least twenty (20) days prior to the election.

**SECTION 4- Board Meetings:** Board Meetings will be held monthly. A notice mailed, telephoned, or transmitted electronically will be forwarded at least ten (10) days prior to the meeting.

**SECTION 5- Special Meetings:** Special meetings of the Board of Directors may be called by the President or any three (3) members of the board. A notice of at least three (3) working days is required. The member or members authorized to call the meeting will set the time and place of the meeting. The purpose of the meeting shall be included in the notice. Notice may be given by mail/transmitted electronically/telephone.

**SECTION 6- Board of Directors Quorum:** A majority of the Board of Directors is required to transact business. At least two (2) board members will be present at the specified meeting place and additional members may be counted present via conference call. A majority of the Directors at the meeting and those present through conference call constitute an act of the Board of Directors.

**SECTION 7- Vacancies:** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office,

**SECTION 8- Compensation:** Directors as such shall not receive any compensation for their services, but by resolution of the Board of Directors authorize reimbursement of approved expenses.

**SECTION 9- Order of Business:** The order of business at all meetings of the members, so far as applicable, shall be as follows:

- A. Approval of Previous Minutes.
- B. Reports of Officers and Committees
- C. Election of Directors
- D. Unfinished Business
- E. New Business
- F. Adjournment

## ARTICLE V OFFICERS

**SECTION 1- Officers:** The Officers of the Corporation shall be a *President*, *Vice President*, *Secretary/Treasurer*, and as a non-voting Board member the *Executive Director*. The *Executive Director* will function as the *Corporate Secretary*, retaining records, recording minutes, and providing communications with Board Members and membership as required.

**SECTION 2- Election and Terms of Officers:** The Board will elect the following year's officers at the first meeting following an election. Officers will hold office until a successor has been elected. Newly elected officers will preside at the first meeting of the new calendar year.

**SECTION 3- Removal:** Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the corporation would be served by his/her removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**SECTION 4- Vacancies:** A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**SECTION 5- President:** The *President* shall be the principal Executive Officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or She shall preside at all meetings of the members and of the Board of Directors. He or She may sign, with the *Secretary* or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors by these By-Laws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of the *President* and such other duties as may be prescribed by the Board of Directors.

**SECTION 6- Vice President:** In the absence of the *President* or in the event of his/her inability or refusal to act, the *Vice President* shall perform the duties of the *President* as approved by the majority of the Board, and when so acting, shall have all the powers of and be subject to all the restrictions upon the *President*. The *Vice President* shall perform such duties as may be assigned to him/her by the *President* or by the Board of Directors.

**SECTION 7- Secretary/Treasurer:** The *Secretary/Treasurer* shall oversee the budget and finances of the organization and assist the chapter E.D in the general administrative duties of the Association. The Secretary/Treasurer shall keep minutes at the regular general membership meetings. He or she shall review the transactions of the Association accounts on a regular basis to insure the propriety of finances. The Secretary/Treasurer shall give the financial report at the annual meeting.

## ARTICLE VI COMMITTEES

**SECTION 1- Appointment of Committees:** The Board of Directors may appoint committees to investigate avenues of action relating to legislative agendas, restructure of the corporation, revision of the By-Laws, membership drives as well as other business that affects the corporation or the electrical construction industry. Usually a member of the Board of Directors will be a member of the committee. The committee will elect its chairman. Reports of meetings and recommendations will be given to each and successive Board of Directors meetings.

## ARTICLE VII FINANCES

**SECTION 1- Contracts:** The Board of Directors may authorize any officer or officers, agent or agents, of the Corporation in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**SECTION 2- Checks:** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by those officers or agents of the Corporation.

**SECTION 3- Deposits:** All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies or other depositories as the Board of Directors may select.

**SECTION 4- Gifts:** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

## ARTICLE VIII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member at any time or his agent or attorney after written request to the Board of Directors.

ARTICLE IX  
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end the last day of December each year.

ARTICLE X  
DUES

**SECTION 1- Annual Dues:** The Board of Directors may determine the amount of initiation fee, if any, and annual dues payable to the Corporation by members of each class.

**SECTION 2- Payment of Dues:** Dues shall be payable January 1 of each year but may be paid quarterly, and shall be prorated in the year a member joins. Membership shall be for one (1) year from January to December. Dues will be billed a minimum of thirty (30) days in advance of the due date.

**SECTION 3- Default and Termination of Membership:** When a member is sixty (60) days in default of dues payment, the Board of Directors may terminate membership.

ARTICLE XI  
AMENDMENTS TO BY-LAWS

These By-Laws may be altered or repealed and new By-Laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting after written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at the meeting.

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**IEC PRESIDENT**                      **DATE**

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**IEC SECRETARY/TREASURER**      **DATE**

**Revised 10/2008**