

**CONSTITUTION  
RECIPROCAL ELECTRICAL COUNCIL, INCORPORATED  
STATE OF MICHIGAN**

**ARTICLE I - NAME**

The Corporation shall be known as the "Reciprocal Electrical Council, Inc." and abbreviated as the "RECI".

**ARTICLE II - PURPOSE**

The purpose of the Corporation shall be the promotion of uniform principles and practices in code enforcement, to seek input in the Code making and adoption process, and to promote safety to life and property in connection with the installation of electrical wiring and equipment.

The purpose of the Corporation shall include instruction on matters pertaining to the welfare and safety of the general public, and education and training of electrical trades' people and electrical inspectors.

In carrying out the aforementioned purposes, no part of the income of the Corporation shall inure to the benefit of any individual or group.

**ARTICLE III - MEMBERSHIP**

A. TYPES OF MEMBERSHIP

There shall be five (5) types of membership, namely **ACTIVE, SUSTAINING, INDIVIDUAL, ASSOCIATE** and **SENIOR ASSOCIATE**.

- An **ACTIVE MEMBER** shall be a municipality (unit of government) which has been accepted by the Corporation.
- A **SUSTAINING MEMBER** shall be any organization which has been accepted by the Corporation.
- An **INDIVIDUAL MEMBER** shall be any full, part time, or retired electrical inspector accepted by the Corporation.
- An **ASSOCIATE MEMBER** shall be any person involved in the electrical industry who pays dues as determined by the Board of Directors and who is accepted by the Corporation. Associate members have no voting rights.
- A **SENIOR ASSOCIATE MEMBER** shall be any person involved in the electrical industry who has been an Associate Member in good standing for at least FIVE (5) years.

B. ADMISSIONS COMMITTEE

The Admissions Committee shall consist of the President and the Secretary or his/her designee. The Admissions Committee shall represent the RECI in all matters pertaining to membership.

C. APPLICATION FOR MEMBERSHIP

Application forms shall be provided to municipalities, organizations or individuals seeking membership in the RECI. The application form shall list conditions for membership and shall be signed by the applicant. Completed applications shall be mailed or delivered in electronic form to the RECI or may be given to the Secretary or his/her designee. A report on completed applications shall be given at a Board of Directors Meeting the next board meeting after receipt of the application. After approval by the Board of Directors, the application shall be filed with the Secretary who shall maintain membership records.

Upon payment of dues, applicants shall be entitled to services as a member of the RECI. At the following annual meeting, the Secretary shall report on new memberships.

If an application is not approved by the Board of Directors, the applicant shall be notified in writing by the Secretary giving reasons for non-acceptance.

## **ARTICLE IV**

### **Section 1 - PARTICIPATION**

Dues paying members that are in good standing are eligible to participate in discussions at all meetings.

Non-members or members not in good standing may participate in discussion at meetings at the discretion of the President.

### **Section 2 - VOTING**

All active, individual, sustaining and senior associate members in good standing are entitled to a vote on motions at general meetings and for the election of Board of Directors with the exception that any municipality, corporation, or organization having more than one representative present shall appoint one member of their group as a delegate for the purpose of voting. Voting by proxy shall not be permitted.

## **ARTICLE V**

### **Section 1 - DUES**

The fiscal year dues for membership in the Reciprocal Electrical Council, Inc. shall be determined by the Board of Directors and listed in the by-laws.

Dues received from new members accepted for membership after April 1<sup>st</sup> shall also cover the dues for the following fiscal year. Fiscal year dues shall not be prorated.

### **Section 2 - INVOICES**

The Treasurer shall mail or transmit electronically invoices for dues payable to all active, individual, sustaining, associate and senior members on or about the first day of April. Dues shall be paid in advance by the first day of July for the following fiscal year.

### **Section 3 - SUSPENSION OF MEMBERSHIP FOR NON-PAYMENT OF DUES**

If the dues of any active, individual, sustaining, associate or senior associate member remain unpaid beyond the last day of June, then said member shall no longer be in good standing and shall have their membership rights suspended until payment is made. Services shall not be furnished to a suspended member. Said member, however, shall continue to receive copies of minutes of meetings and other pertinent correspondence until the end of the calendar year, and may participate in discussion at meetings at the discretion of the President. The Treasurer shall notify said member that they have been removed from membership and that they are no longer entitled to any rights of membership. Reinstatement of such member is subject to review by the Board of Directors and the payment of all indebtedness as determined by the Board of Directors.

## **ARTICLE VI**

## **Section 1 - OFFICERS**

The elective officers of the Corporation shall consist of a PRESIDENT, 1<sup>st</sup> VICE PRESIDENT, 2<sup>nd</sup> VICE PRESIDENT, SECRETARY, TREASURER, and a BOARD OF DIRECTORS who shall all serve as voting member at Board of Directors' meetings.

The Board of Directors shall consist of fifteen (15) members in good standing with no more than one (1) active member from any municipality. A cross section balance of the electrical industry shall be obtained among active, sustaining, individual and senior associate memberships of the Board of Directors. Multiple representations by a single individual shall not be allowed.

## **Section 2 - QUALIFICATIONS OF OFFICERS**

All Officers shall be board members at the time of their nomination and election, continuing as Board members during their term of office. The Secretary and Treasurer shall also be Board members.

## **Section 3 – MANAGER/OFFICE STAFF**

In the event that the Board of Directors determines that a paid Manager / Office Staff position is necessary, the Board of Directors is authorized to select a person(s) and to establish duties, compensation and conditions of employment. The Manager / Office Staff shall not have a vote at Board of Directors meetings.

## **ARTICLE VII**

### **Section 1 - ELECTION OF OFFICERS**

The officers of this corporation shall be elected by the Board of Directors.

Any vacancy arising during the term of office may be filled by the Board of Directors for the unexpired portion of the term.

Should the three top positions become vacant, The Board of Directors shall designate a Board member as temporary president until an election is held.

### **Section 2 - TERMS OF OFFICE**

All terms of office of elected officers shall be for two (2) years or until a successor is duly elected.

## **ARTICLE VIII - DUTIES OF OFFICERS**

The President through the Secretary shall notify the Board of Directors and members of committees of matters pertaining to the Corporation. He shall prepare an agenda for the Board of Directors' meetings and conduct same in accordance with rules of order.

The President shall appoint such committees, as he may deem necessary. Appointment of committees shall be fulfilled by the President at a Board of Directors' meeting.

The Board of Directors shall conduct the business of the Reciprocal Electrical Council, Incorporated.

The President may also appoint a separate "Secretary to the Board of Directors" if he feels that the secretarial workload warrants such a position.

The 1<sup>st</sup> Vice President (or 2<sup>nd</sup> Vice President) shall perform the duties of the President in his absence. The 2<sup>nd</sup> Vice President (or President) shall perform the duties of the 1<sup>st</sup> Vice President in his absence.

The Secretary shall notify the membership of scheduled meetings, keep the records and minutes, conduct the correspondence and perform such other duties as may be assigned to him. He shall make a report at each meeting and at such other times as required or directed by the President. He shall mail minutes of meetings and shall compile data of common interest to the membership and distribute the same when required.

The Treasurer shall be vested with the funds to conduct the financial business of the Corporation. He shall send dues statements and shall receive and disburse the requisite funds in proper order and keep a record and submit a report of it when requested. Checks shall be signed by the treasurer and one other Board approved individual, or by two (2) Board approved individuals in the event the treasurer is unavailable. The Treasurer and any individual so determined by the Board shall be bonded for an amount as determined by the Board of Directors with the bond fee paid with corporate funds.

No officer, board member, or committee member shall receive any salary or compensation for his services as a board member, officer, or committee member. However, Board members may be reimbursed for actual expenses incurred while on official RECI business.

#### **ARTICLE IX - FISCAL YEAR**

The fiscal year of the Corporation shall be July 1 through June 30.

#### **ARTICLE X - MEETINGS**

The President shall schedule general meetings and Board of Directors meetings as deemed necessary.

There shall be a meeting each fiscal year and other meetings as needed, except that a meeting is not to be called solely for the purpose of electing officers.

The President shall call at least one annual meeting per fiscal year, preferably in the last quarter of the fiscal year.

#### **ARTICLE XI - QUORUM**

##### **A. BOARD OF DIRECTORS' MEETING**

Eight (8) members of the Board of Directors, of which at least two are officers, shall constitute a quorum of the Board of Directors' meeting.

##### **B. GENERAL MEETING**

Twenty-five (25) active, individual or sustaining members (in any ratio) in good standing shall constitute a quorum for the transaction of business at a general meeting of the Corporation.

#### **ARTICLE XII - AMENDMENTS**

These articles of the Corporation may be amended at a meeting of the Corporation by a vote of three-fourths of a quorum of the eligible voters in good standing present, providing that at least thirty (30) days notice of such proposed amendment shall have been sent to each member.

#### **ARTICLE XIII - REMOVAL OF ANY OFFICER**

Any board member can ask the President in writing to schedule a special meeting of the Board of Directors within thirty (30) days for the purpose of voting on a motion to recall. Should the President fail to schedule the meeting, the Board member himself can schedule a meeting at some date following the thirty (30) days. A two-thirds vote of a quorum at a Board of Directors' meeting is needed to recall and to schedule a special election meeting of the general membership. No Nomination Committee shall be appointed. Candidates for office shall be by floor nominations at the special meeting. A vote of over one-half of a quorum of members in good standing in attendance at a general meeting shall elect new officers.

#### **ARTICLE XIV - REMOVAL OF MEMBERS**

A member can be removed or suspended for causes (other than Article V, Section 3) by a two-thirds vote of a quorum at a Board of Directors' meeting. The causes shall be submitted in writing by a complainant(s) to the President and shall include information that the member is not following this Constitution and/or Bylaws adopted by the Board of Directors. The member shall be notified in writing of the complaint and of the date and time of the

Board of Directors' meeting. The member may appear or not appear as he/she chooses. A removed or suspended member may appeal to the Board of Directors or to a general meeting.

A Board of Directors or members voting at a general meeting can reinstate a removed or suspended member by a simple majority vote of a quorum of members in good standing.

#### **ARTICLE XV - RESIGNATION FROM THE CORPORATION**

Any member may withdraw from the Corporation at anytime. There shall be no refund of dues for the balance of the fiscal year. Resignation shall be in writing and shall be mailed to the Secretary.

#### **ARTICLE XVI - BY-LAWS**

By-laws to carry out the provisions of this Constitution shall be adopted by the Board of Directors at a Board of Directors' meeting.

#### **ARTICLE XVII - INTERPRETATIONS**

Interpretations of the meaning or intent of any part of this Constitution or of adopted By-laws shall be made by the Board of Directors at a Board of Directors' meeting.

#### **ARTICLE XVIII - AUTHORITY, DISSOLUTION, EFFECTIVE DATE**

##### **A. AUTHORITY**

The Corporation is strictly a voluntary cooperative organization. Its affairs are conducted in accordance with the Constitution. The Constitution is on file in the office of the Corporation Division, Bureau of Collections, Department of the Treasury, State of Michigan.

##### **B. DISSOLUTION**

In the event of dissolution, the assets of the corporation are to be used as follows:

1. To pay all indebtedness of the corporation.
2. To pay all expenses of liquidation.
3. The remainder of all cash and all other instruments of value held by the corporation, together with any additional monies realized from the sale of its assets, shall be turned over to the charity(ies) or nonprofit organization(s) as determined by the committee appointed by the president and approved by the Board.

##### **C. EFFECTIVE DATE**

The effective date of this constitution is November 6, 2013.