

**RECIPROCAL ELECTRICAL COUNCIL, INC.
BY-LAWS**

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BY-LAWS

No. 1.1 **BY-LAW:** By a majority vote of the quorum, the Board of Directors can adopt, amend or rescind a by-law. A tie vote constitutes non-approval of a motion regarding a by-law.

REGARDING THE BOARD OF DIRECTORS

No. 2.1 **ELECTION OF DIRECTORS:** At the annual membership meeting, the expired terms of the Directors shall be filled by an election by the membership. The term of office for each Director shall be two (2) years. Directors may succeed themselves at future elections.

No. 2.2 **NOMINATING COMMITTEE:** The President shall, at least thirty (30) days before the date of the annual membership meeting, appoint a committee of four (4) members who shall make nominations in writing for Directors and report the same to the President at least fifteen (15) days prior to such annual meeting. The nominating committee shall make a report of their nominees at the annual meeting.

No. 2.3 **VACANCY ON THE BOARD OF DIRECTORS:** The President shall appoint a committee of four (4) members to select a candidate to fill the vacancy on the Board of Directors. The President shall appoint the selected candidate to serve as an interim Director until the next annual membership meeting at which directors are elected. The vacant director position shall then be filled in the manner set forth herein for election of a Director.

No. 2.4 **REMOVAL OF A DIRECTOR:** Any member of the Board of Directors who shall absent himself from three (3) consecutive meetings of the Board shall be deemed to have resigned as a member of the Board and shall cease to be a member thereof, unless he had previously been excused, or shall present to the President a satisfactory reason for his absence. Such vacancy shall be filled as stated in by-law NO.2.3.

REGARDING MEETINGS

No. 3.1 **ROBERTS RULES OF ORDER:** Roberts rules of order shall be used to resolve any difference of opinion in the conducting of a general meeting or a Board of Directors meeting.

No. 3.2 **NOTICE OF MEETINGS:** Except as otherwise provided in the constitution, written notice of the time and place and purpose of a meeting shall be given not less than ten (10), nor more than sixty (60) days before the date of the meeting, either personally or by mail, to each member entitled to vote at the next meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the member at the address which appears on the records of the corporation. Attendance of a person at a meeting of members constitutes a waiver of notice of the meeting except when the member attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

No. 3.3 **ADJOURNMENT TO A FUTURE TIME:** When a meeting is adjourned to another time or place, it is not necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting.

No. 3.4 **QUORUM NOT MAINTAINED:** If a quorum is lost by withdrawal of members from a general meeting, or a Board of Directors meeting the remaining members shall sit as a committee to complete the business remaining after the quorum is lost. A committee report on discussions and recommended actions shall be prepared to be presented at the next general meeting or Board of Directors meeting for action by the membership. The committee can also adjourn the meeting by majority vote of members present.

No. 3.5 **REQUIRED VOTE:** When an action other than the election of the Directors is to be taken by vote of the members, members entitled to vote thereon shall authorize the action by a majority vote of the votes cast. Directors shall be elected by majority vote of a quorum at a general meeting.

REGARDING OTHER MATTERS

No. 4.1 **EMERITUS MEMBER:** A person who has long supported the goals of the RECI may be named as an emeritus member by majority vote of the Board of Directors. Such an honorary member shall be entitled to attend board meetings, annual meetings and any special meetings and shall receive notice of meetings. The emeritus member may participate in discussions but is not entitled to make motions or vote. An emeritus member may be removed from such status by majority vote of the Board.