

CONSTITUTION AND BY-LAWS

THE ELECTRICAL BOARD OF MISSOURI AND ILLINOIS

Adopted May 1, 1919
Amended June 18, 1921
Amended June 1, 1926
Amended May 28, 1945
Amended April 1972
Amended June 2, 1977
Amended June 16, 2004
Amended March 16, 2006
Amended June 14, 2012
Amended June 9, 2016
Amended April 19, 2018
Amended, April 13, 2021

ARTICLE I - NAME

Section 1. Name. The name of this general not-for-profit (501 c 6) corporation shall be "The Electrical Board of Missouri and Illinois" hereinafter EBMI, or such name as may be adopted by the Board of Directors.

ARTICLE II - OFFICES

Section 1. Offices. The principal office of the corporation shall be located at 900 So. Highway Drive, Fenton, MO 63026. The corporation may have offices at such other places, both within and without St. Louis, Missouri, as the Board of Directors may from time to time designate.

ARTICLE III – MISSION

Section 1. Mission. The Mission of the Electrical Board of Missouri and Illinois is to provide programs and services that educate, communicate and connect our members, the community and our evolving industry.

ARTICLE IV - MEMBERSHIP

Section 1. Qualification. Any person, firm, corporation, association or institution engaged in, or doing business in the electrical industry or student in college or technical school may be eligible for membership

Section 2. Classification of Membership. The corporation's membership shall be segmented into group classifications as follows:

Architect	Industrial & Commercial
Construction Association	Manufacturer's Representative
Consulting Engineer	Manufacturer
Distributor	Miscellaneous
Electrical Contractor	Municipal
Electrical Inspector	Student

Section 3. Type of Membership. Each member shall also be classified as to the type of membership for which he is eligible:

Corporate Member
Individual Member
Student Member
Lifetime Member
Honorary Member

OTHER ELECTRICAL BOARD DIVISIONS

Electrical Construction and Maintenance Council
Women's Electrical Board

Section 4. Corporate Member. A Corporate Member is any firm, corporation or institution which qualifies for membership and which is committed to provide financial support as designated by the Board of Directors.

Corporate membership dues shall be annual and for the fiscal year commencing September 1 and shall be paid either in advance or in quarterly installments at the option of the member. The financial commitment and method of payment shall continue from year to year unless otherwise modified by the Board of Directors.

Each Corporate Member shall have the duty to appoint two people to act as its official representatives and such persons shall be referred to as the official representatives. The designated representatives will be individual members (as defined in Section 5 hereof) and shall continue as the official representatives of the Corporate Member until notice is given to the President of his/her withdrawal or of the appointment of his/her successor. A Corporate Member shall vote only through its official representatives.

Section 5. Individual Member. An Individual Member must be a person associated with or employed by any Corporate Member with annual dues in an amount determined by the Board of Directors, payable in advance, for the fiscal year beginning September 1. (Exception: The official representative of a Corporate Member as set forth in Section 4 hereof shall not be required to pay individual member dues.) An individual Member shall be entitled to full voting rights and full member privileges.

Section 6. Student Member. A student member must be enrolled in a college, university or technical school. They shall be exempt from the payment of annual membership dues provided they receive electronic communications. Student Members will receive an electronic version of the Newsletter and discount on classes/seminars. Student members are not eligible for elected office nor entitled to vote. **The student members are not eligible for our financial scholarship unless they meet our other eligibility requirements.**

Section 7. Lifetime Member. A Lifetime Member is an Individual Member who, while in good standing, retires from their regular business activities. Lifetime Members shall be entitled to all privileges offered to members other than holding elected office **but can remain in their position until the end of the current election year.** They shall be exempt from the payment of annual membership dues.

Section 8. Honorary Member. The Executive Committee can recommend and seek Board of Director approval for any individual worthy of being recognized as an honorary member. Honorary members are not required to pay dues or administrative fees.

Section 9. Electrical Construction and Maintenance Council Member. A member shall be a person engaged in electrical maintenance in industrial plants, commercial buildings or institutions who agree to subscribe to an amount as determined by the Board of Directors, payable in advance, for the fiscal year beginning September 1.

Section 10. Women's Electrical Board Member. Membership in the Women's Electrical Board shall be open to any women employed by any firm, corporation, association or institution engaged in or doing business in the electrical industry. Associate members are those who are no longer employed in the electrical industry but who have requested to retain their membership.

ARTICLE V - RULES OF MEMBERSHIP

Section 1. Application Form. Request for membership of any classification other than Lifetime Members, must be made on an application form prescribed and approved by the Board of Directors.

Section 2. Board of Directors Authority. Any and all matters regarding memberships, including but not limited to qualification, classification, dues structure or termination shall be approved or resolved by a majority vote of the Board of Directors.

Section 3. Withdrawal from Membership Members may cease or withdraw membership from EBMI by sending their intent to do so to the President. Doing so does not entitle such member to a refund of any portion of previously paid membership dues.

Section 4. Termination of Membership for Cause.

a. Cause. Any member who (i) defaults on payment of the annual membership dues or any other indebtedness to the EBMI for more than ninety (90) days after sufficient notice has been given thereof; (ii) willfully violates any by-law of the EBMI or any rule or regulation adopted by the Board of Directors; or (iii) commits an act or engages in a course of conduct detrimental to the mission or the reputation of the EBMI shall be notified in writing by the President at the direction of the Board of Directors as to the particular offense of said member and that they are subject to termination as herein set forth.

ARTICLE VI – OFFICERS

Section 1. Officers. The elected officers of the EBMI shall be a Chairman of the Board, one or more Vice Chairman and a Treasurer, all of whom shall be (i) recommended to the Board of Directors by the Nominating Committee; (ii) approved by Board of Directors; (iii) and elected by the membership. No person may hold more than one elected office. All officers must serve at least one year on the Board of Directors.

Section 2. Tenure of Office. The officers of the EBMI shall be elected for a term of one year and shall hold office until their successor is elected and installed. No officer, with the exception of the Treasurer, may be elected to the same office for more than one year. Any elected officer may be removed at any time by the affirmative vote of a majority of the Board of Directors.

Section 3. Chairman of the Board. The Chairman of the Board shall be the Chief Officer and shall provide direct oversight of the affairs of the EBMI. The Chairman of the Board shall appoint chairs to lead the various committees during the year and serve as a member ex-officio, with right to vote on all committees.

Section 4. Vice Chairman. The Vice Chairmen, in the order designated by the Board of Directors shall, in the absence of the Chairman, perform the duties of the Chairman of the Board. He/she shall perform other duties and have authority as the Board of Directors or the Chairman of the Board may from time to time prescribe.

Section 5. Treasurer. The Treasurer can be re-elected for up to six consecutive years. This position will chair the Finance Committee, oversee the financial management of the EBMI and review on a regular basis the EBMI financial statements. The Treasurer will provide a financial report to the Board members at each Board of Directors' meeting.

Section 6. President. The President shall be the chief executive of the EBMI and be responsible for all operational, administrative and financial management of the association. He/she shall be an ex-officio secretary of all committees and the Board of Directors.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. Board of Directors - The Board of Directors shall help guide the EBMI for the benefit of our members and the industry. Any and all matters regarding tenure of office, removal of a director, policies, vacancies or size of Board shall be approved or resolved by a majority vote of the Board of Directors. The Board of Directors shall adhere to the governance and other policies that have been approved by prior Boards. The Board of Directors shall fix the salary of the President.

Section 2. Board construct. The four officers, the three prior living past chairmen and eighteen members in good standing, who are elected as set forth in Section 4 hereof, shall constitute the Board of Directors. Board members must be an EBMI member for not less than 6 months. The total number of directors can be increased or decreased based on the needs of the EBMI as determined by the Board of Directors.

Section 3. Compensation. Members of the Board of Directors shall receive no compensation for their services to the EBMI.

Section 4. Elected Term. Members of the Board of Directors shall be elected for two (2) year terms with a maximum of three (3) consecutive terms or six (6) years. Each elected term shall commence immediately after installation at the annual Board of Directors' meeting in June. Directors shall hold office until their successor are duly installed.

Section 5. Continuous Service. All Board of Director members will be limited to seven (7) years of continuous service on the Board of Directors. This limitation does not include years of service as an officer and past Chairman of the Board.

Section 6. Vacancy. Vacancies will be filled by a recommendation from the Executive Committee and a majority vote of the Board of Directors. Said appointees shall serve until the end of their predecessor's term and then may be eligible to fulfill a full term the following year if elected.

Section 7. Quarterly Board of Director meetings. The Board of Directors shall meet quarterly in conduct of its business. A majority of the Board of Directors in attendance or in proxy shall constitute a quorum for transaction of business. The minutes of the meeting will document participants either in person, by conference call or by proxy. All meetings of the Board of Directors shall be governed by Robert's Rule of Order.

ARTICLE VIII - COMMITTEES

Section 1. Board of Directors. The Board of Directors shall designate such standing and special committees as it deems necessary to promote the mission of the EBMI and associated programs and activities.

Section 2. Executive Committee. The Executive Committee shall consist of the Chairman of the Board, the Immediate Past Chairman, the First Vice Chairman, the Second Vice Chairman and the Treasurer, with the President serving as an ex-officio member. The Executive Committee shall, between meetings of the Board of Directors, have all the authority of the Board of Directors in the management of the business affairs of the EBMI. In the conduct of its business, three (3) members of Executive Committee shall constitute a quorum. The Executive Committee may use email to conduct EBMI business.

Section 3. Finance Committee - The Finance Committee will consist of the Treasurer, the Immediate Past Chairman, an at-large member of the Board of Directors so appointed by the Chairman and the President as ex-officio member.

The role of the Finance Committee will be: Recommend budgets 1 & 3 yr. for Board of Director approval; recommend appropriate dues structure; recommend a financial audit based upon circumstances in any given year; set pricing structure for programs and events; review asset allocations; and review and recommend salaries, health care and retirement benefits for staff.

Section 4. Nominating Committee. The Nominating Committee (consisting of five members) shall nominate one or more eligible members for each office and for each position on the Board of Directors where a term will expire as of the next annual election. The Nominating Committee shall be comprised of the three prior Chairmen, current Chairman of the Board, and the President. The President will recommend that a past Chairman will serve as Nominating Committee Chair which shall be confirmed by vote at the meeting. Alternate members may be selected as needed by the President to fill vacancies.

Nominations by Committee. The Nominating Committee shall confer and forward a slate of nominees for participation on the Board of Directors and positions of officers to the president who will forward said list of candidates so nominated for approval by the sitting Board of Directors. In the conduct of its business, the Nominating Committee shall nominate from the breath of segments of industry. Former officers of the EBMI are eligible for nominations to the Board of Directors and the Treasurer position.

ARTICLE IX - ELECTION OF OFFICERS AND DIRECTORS

Section 1. Election of Directors and Officers. Once approved by the Board of Directors, the President shall prepare and distribute a listing of approved candidates to the membership, prepare and distribute a corresponding ballot for member voting, tabulate the results and submit the results to the Nominating Committee Chair for validation and certification. **The election of EBMI officers and directors may be held electronically.**

ARTICLE X – MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the EBMI shall be September 1st through August 31st of each calendar year.

Section 2. Indemnification. The EBMI shall indemnify and hold harmless any and all of its past, present, or future directors, officers, trustees, President, volunteers, or any member faculty or duly constituted committee of the EBMI, against all expenses, actually and necessarily incurred by any of them, in connection with the defense of any action, suit or proceeding in which they or any of them are made parties or a party by reason of serving or having served in the aforementioned roles, unless the tort, breach or failure to perform constitute self-dealing, willful misconduct, or gross negligence. The indemnification granted hereunder shall not be deemed exclusive of any other right to which such aforementioned persons may be entitled under any by-law, agreement, vote of members, or in law or equity otherwise.

Section 3. Use of Funds and Dissolution. EBMI shall appropriate its funds only to further the mission of the association and the corresponding objectives and purposes specified in these bylaws. No portion of the EBMI funds shall inure, or be distributed, to the members of the EBMI. Upon dissolution of the EBMI, any and all funds remaining after all debt and liabilities have been extinguished shall with the approval of the Board of Directors, be distributed to one or more qualified professional, trade, educational, or charitable organization.

Section 4. Bonding. Any person entrusted with the handling of funds or property of the EBMI may furnish, at the discretion of the Board of Directors and at the expense of the EBMI, a fidelity bond approved by the Board of Directors for such a sum as the Board of Directors shall prescribe.

Section 5. Contracts, Loans, Checks and Credit Cards.

a. Contracts. The Executive Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the EBMI. The Executive Committee will make recommendation annually to the Board of Directors as to who is authorized to sign contracts, including corresponding limits thereof.

b. Loans. No loans shall be contracted on behalf of the EBMI and no evidence of loan funding shall be issued in its name unless authorized by a resolution of the Executive Committee and approval of the Board of Directors.

c. Checks, Credit Cards Etc. The Executive Committee will determine annually who is authorized to have credit card and sign checks including spending limits and any specific exceptions to this limit. The EBMI credit card statement will be reviewed monthly by the Treasurer.

ARTICLE XI - AMENDMENTS

Section 1. Proposals. Any proposed amendments to these by-laws may be submitted in writing to the President with copy to Chairman of the Board for consideration.

Section 2. Adoption. Any and all amendments to the existing By-Laws must be approved by the Board of Directors.