

**BYLAWS
OF THE
ELECTRICAL INDUSTRY CERTIFICATIONS ASSOCIATION, INC.**

Adopted January 2, 2014

ARTICLE I - NAME

The name of the corporation shall be Electrical Industry Certifications Association, Inc. ("EICA").

ARTICLE II – PRINCIPAL PLACE OF BUSINESS

The principal place of business of EICA shall be in Salt Lake City, Utah. The business of this corporation may be conducted in all counties of the State of Utah and in all States of the United States, and in all territories thereof, and in all foreign countries as the Board of Directors shall determine. EICA may have such other offices as may from time to time be authorized by the Board of Directors (the "Board").

ARTICLE III – DURATION

The duration period for this corporation is perpetual.

ARTICLE IV - PURPOSE

The purposes of EICA are set forth in the corporation's Articles of Incorporation. In addition, the corporation shall:

- (a) disseminate information to the electrical industry, jurisdictional authorities, accrediting bodies, employers and electrical employees regarding certification of electrical industry personnel in the use of cranes and other lifting associated occupations;
- (b) identify knowledge and competency standards for electrical line crane use and the associated knowledge for competencies in related duties and occupations;
- (c) develop and administer examinations that test competency of the knowledge, skills, and abilities of electrical workers regarding crane operations and associated operations in the electrical industry.
- (d) grant to those personnel, one or additional designations that meet EICA's eligibility and qualification criteria for certification and recertification;

- (e) create and maintain a database of all persons attempting and achieving certification through the corporation's certification and recertification process;
- (f) establish methods to promote and support the reliance on the corporation's credentials by the general public and by regulatory bodies; and
- (g) implement processes that disseminate information regarding the importance and necessity of the corporation's certification programs and goals to jurisdictional authorities, regulatory bodies, employers, electrical industry employees, and the general public; as well as
- (h) any other lawful purpose meeting the provisions or intent of these Bylaws, including other electrical industry certification programs which may be approved by the Board, so long as they are for purposes as described by 501(c)(6) of the Internal Revenue Code of 1986 as amended and supplemented (or the corresponding provision of any future United States Internal Revenue Law), and are in compliance with the requirements of the Utah Revised Nonprofit Corporation Act, as amended and supplemented.

ARTICLE V – NO MEMBERS/NO STOCK

The corporation shall have no members or class of stock.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Powers. The Board shall direct, control and supervise the affairs of the corporation. The Board shall have discretion in the assessment of fees for certification and the disbursement of the corporation's funds.

Section 2. Composition. The number of Directors shall be thirteen (13) voting members. Directors shall be selected and appointed under the following structure:

- Seven (7) Directors shall be representatives from the District 10 National Electrical Contractors Association ("NECA") Chapters and will be appointed by each Chapter as outlined below.
 - One (1) Director each from the American Line Builders Chapter, North West Line Chapter, and the South West Line Chapter. The Initial Term for these Directors shall be two (2) years.
 - One (1) Director each from Missouri Valley Line Chapter, North East Line Chapter, South East Line Chapter, and Western Line Constructors Chapter. The initial term for these Directors shall be three (3) years.

- One (1) Director representing the IBEW and appointed by the current President of the International Brotherhood of Electrical Workers (“IBEW”).
- One (1) Director representing national NECA and appointed by the current CEO of NECA.
- One (1) Director from the Electrical Training Alliance (“ETA”), either the Executive Director or a designated person.
- One (1) public-at-large Director appointed by the Initial Directors.
- One (1) NECA District 10 Chapter Executive Director as appointed by the NECA District 10 Council.
- The Chairman of the Advisory Committee who is appointed by the President shall serve as a voting member of the Board.

Section 3. Term of Office. The Initial Directors’ terms of office shall be as provided in the Articles of Incorporation and these Bylaws.

- The President, Vice-President, Secretary and the Treasurer shall serve terms of three (3) years.
- All NECA D-10 Chapter Directors shall serve three (3)-year terms after the initial appointment.

The terms of office for the following Directors shall be for the duration as stated and staggered as follows:

- The IBEW Director shall be appointed initially and again every 2nd year; and shall be appointed by the President of the IBEW.
- The national NECA Director shall be appointed initially and again every 2nd year; and shall be appointed by the CEO of NECA.
- The ETA Director shall be appointed initially and again every 3rd year; and shall be appointed by the ETA Executive Director.
- After the initial term of three (3) years the public-at-large Director shall be appointed by resolution of the Board and shall serve a term of three (3) years.

Each Director shall take office at the conclusion of the applicable annual business meeting of the Board. Directors shall be eligible for a seat on the Board not to exceed three (3) consecutive terms starting 9-22-2017.

Section 4. Vacancies. Open Board positions shall be filled as outlined in Section 2 of this Article. The remaining time for any vacancy may be filled temporarily for the remainder of the term by a majority of votes cast by the remaining members of the Board.

Section 5. Resignation or Removal. Directors may resign at any time by providing written notice to the President or Secretary. Resignations become effective at the time specified by the resigning Director, or if not specified, at the discretion of the President. All Directors are subject to removal, with or without cause, by a majority of votes cast by the Board.

- Section 6 Audit Task Force Committee
By resolution the Board shall designate an appropriate number of members to the Audit Task Force. One member from the Board of Directors shall be the chairman of the committee. There shall be a minimum of 5 members on the committee who shall be approved by the President. Members of the Audit Task Force Committee shall serve two (2)-year terms. Members may be appointed to serve no more than three (3) consecutive terms. The Audit Task Force Committee shall be responsible for establishing policies and procedures, with the approval of the Board of Directors, for auditing purposes.
- Section 7 Safety Wallet Committee
The Board by resolution shall designate a minimum of three (3) members of the Safety Wallet Committee who shall be appointed by the Board of Directors. Members of the Safety Wallet Committee shall serve two (2)-year terms. Members may be appointed to serve no more than three (3) consecutive terms. The Safety Wallet Committee shall be responsible for oversight and implementation of the Safety Wallet program.
- Section 8 No Compensation. The Board may authorize reimbursement of expenses incurred in the performance of a Director's duties, but Board members shall not receive compensation for their service as a member of the Board. Board authorization may provide policies and procedures for approval and expense reimbursement by designated EICA Officers. Directors may serve EICA in other capacities and receive compensation for services rendered.

ARTICLE VII - MEETINGS OF DIRECTORS

- Section 1. Meetings. The Board shall have a minimum of one regular meeting per calendar year, and may have special meetings as may be required, and in such places, and by such means as may be determined by a majority of votes cast by the Board. In the absence of a majority vote or a quorum, the President may designate a time and place.
- Section 2. Quorum. A simple majority of the entire Board in attendance at any Board meeting shall comprise a quorum for voting purposes.
- Section 3. Absence. If a Board member is unable to attend a meeting, a written communication, including email, stating the reason for his/her absence shall be addressed to the President. Board acceptance shall excuse the Director's absence. Directors that have two consecutive unexcused absences will deem to have tendered their resignation. The President in each case shall notify the sponsoring/appointing party of the need for a replacement Director within 90 days of the Director's resignation or deemed resignation.
- Section 4. Notice and Waiver. Notification of all Board meetings shall be sent by email with read receipt, mail, or other means by the Secretary or at the direction of the Secretary to each Director. Agenda content in the notification is not required, but may be specified.

- Section 5. Ratification of Prior Actions. Actions taken by Officers of EICA lacking prior Board approval may be ratified and approved “ex post facto” by the Board at the next Board meeting by a majority of votes cast, if the Board’s Executive Committee provided prior written consent to such action.
- Section 6. Participation. Directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.
- Section 7. Action without Meeting. Any action required or permitted to be taken at a Board meeting may be taken without a Board meeting if each and every member of the Board in writing either (a) votes for the action; or (b)(i)(A) votes against the action, or (B) abstains from voting, and (ii) waives the right to demand that action not be taken without a meeting.
- Section 8. Proxy Voting. Proxy voting is not permitted.

ARTICLE VIII - OFFICERS

- Section 1. Election. The Officers of this corporation shall be a President, Vice-President, Secretary, Treasurer, and such other Offices as the Board may, from time to time, appoint. Officers shall be chosen from among the members of the Board following the initial terms. The Board shall elect officers when terms expire during the applicable annual business meeting of the Board. Elections with ballot by a majority of the votes cast by the Board shall determine the Officers elected.
- Section 2. Term. Officer terms shall be two (2) years, renewable upon Board approval by a majority of votes cast. Each newly or re-elected Officer shall take office at the conclusion of the applicable annual business meeting of the Board of Directors. An Officer may serve more than one term.
- Section 3. Vacancies and Removal. Officer vacancies may be filled for the remaining term of office by a majority of votes cast by the Board of Directors. Any Officer may be removed at any time, with or without cause, by a majority of votes cast by the Board.
- Section 4. President. The President shall be the principal Officer. The duties of the President include those customary to the position of President, such as, presiding at meetings of EICA, the Board and the Executive Committee; serving as an ex-officio member without right to vote on all committees of the Board (except the Advisory Committee); communicating to EICA or the Board such matters and making such suggestions as may tend to promote the welfare and increase the usefulness of EICA; and performing such other duties as are necessarily incident to the office of President or as

may be prescribed by the Board.

Section 5. Vice-President. The Vice-President, during the President's temporary absence, shall perform the duties of the President. The Vice-President may have other duties as the President or the Board may assign.

Section 6. Treasurer. The Treasurer shall keep an account of all moneys received and expended for the use of EICA, and shall make disbursements authorized by the Board. The Treasurer shall deposit all sums in the bank or banks, or trust company, approved by the Board, and shall make a report at the annual meeting or when called upon by the President. Funds may be drawn only upon the signature of the corporation's Executive Director and an Officer.

The funds, books, and vouchers in the Treasurer's hands shall at all times be subject to verification and inspection by the Board at the direction of a majority of the voting Directors.

Section 7. The Secretary shall ensure that notice for Board meetings is provided and shall attend all meetings of the Board, to record all the proceedings. The Secretary may record the meetings of the Board by tape recorder, videotape or otherwise, but such recordings, if made, shall be destroyed by the Secretary within thirty-days (30) of the date that the Directors approved the minutes of the meeting. The Secretary may perform other duties incident to the office of Secretary as the President or Board may assign.

Section 8. Executive Director. The administration and management of EICA shall be by an Executive Director, who shall be a salaried employee. The Executive Director shall be responsible to the Board. The Executive Director shall attend and facilitate Board meetings in support of the President and the Board, unless directed otherwise by the Board. The Executive Director shall attend and facilitate Advisory Committee meetings in support of the Chairman of the Advisory Committee. The Executive Director may employ and/or terminate the employment of staff necessary to carry on the work of EICA, subject to Board policies. The Executive Director and his/her staff shall receive compensation and allowances, as the Board shall determine. The Executive Director shall manage and direct all functions and activities of EICA and perform such other duties as may be specified by the Board. The Executive Director may enter into contracts on behalf of EICA and may sign drafts drawn on the EICA account(s); provided, however, that the signature of the President, Secretary or Treasurer of the Board of Directors in addition to the signature of the Executive Director, is required for any contract or draft with the exception of any regular monthly budgeted item.

Section 9. Other Officers. Other Officers shall have such duties as may be assigned by the Board.

Section 10. Bonding. At the direction of the Board, any Officer or employee of EICA shall furnish, at the expense of EICA, a fidelity bond, in an

amount as determined by the Board.

ARTICLE IX - COMMITTEES

Section 1. Executive Committee. The Board by resolution shall appoint the members of an Executive Committee that will include the President, the Secretary, Treasurer and a fourth member of the Board of Directors. The Executive Committee shall have the authority and may exercise the powers of the Board, when required, and in the best interests of the corporation. The President will report at the next scheduled meeting on actions taken by the Executive Committee. Executive Committee meetings may be scheduled as needed by the President.

Section 2. Advisory Committee. The Advisory Committee members shall be represented by the following organizations according to the categories listed below. The maximum number of Committee members that may serve in each category is noted in parentheses.

NECA Chapters (7), AJATC Representatives (8), NJATC (1), Manufacturer (1), Safety Professional (1), IBEW Representative (1), NECA Representative (1), Public-at-large (1)

Section 3. Working and Maintenance Committees. By resolution the Board shall designate an appropriate number of “Working and Maintenance Committees” to manage its certification programs. Each Working and Maintenance Committee may be renamed to better reflect the content of the certification program and must be approved by the Advisory Committee and the Board of Directors by a majority of votes cast. There shall be a minimum of eight (8) members on each Committee who shall be approved by the President. Members shall be “Subject Matter Experts” with the requisite knowledge, skills and abilities necessary to make appropriate decisions regarding content for the certification exams.

The Working Committee(s), whose guidance is psychometrically sound and legally defensible, shall be responsible for (a) monitoring and participating in the development of certification examinations; (b) suggesting revisions to EICA's testing procedures; (c) working with and monitoring the administration of the exams; (d) overseeing item writers; (e) monitoring and overseeing testing companies which may be contracted with for exam development and/or administration; and (f) collecting data necessary for psychometrically defensible examinations.

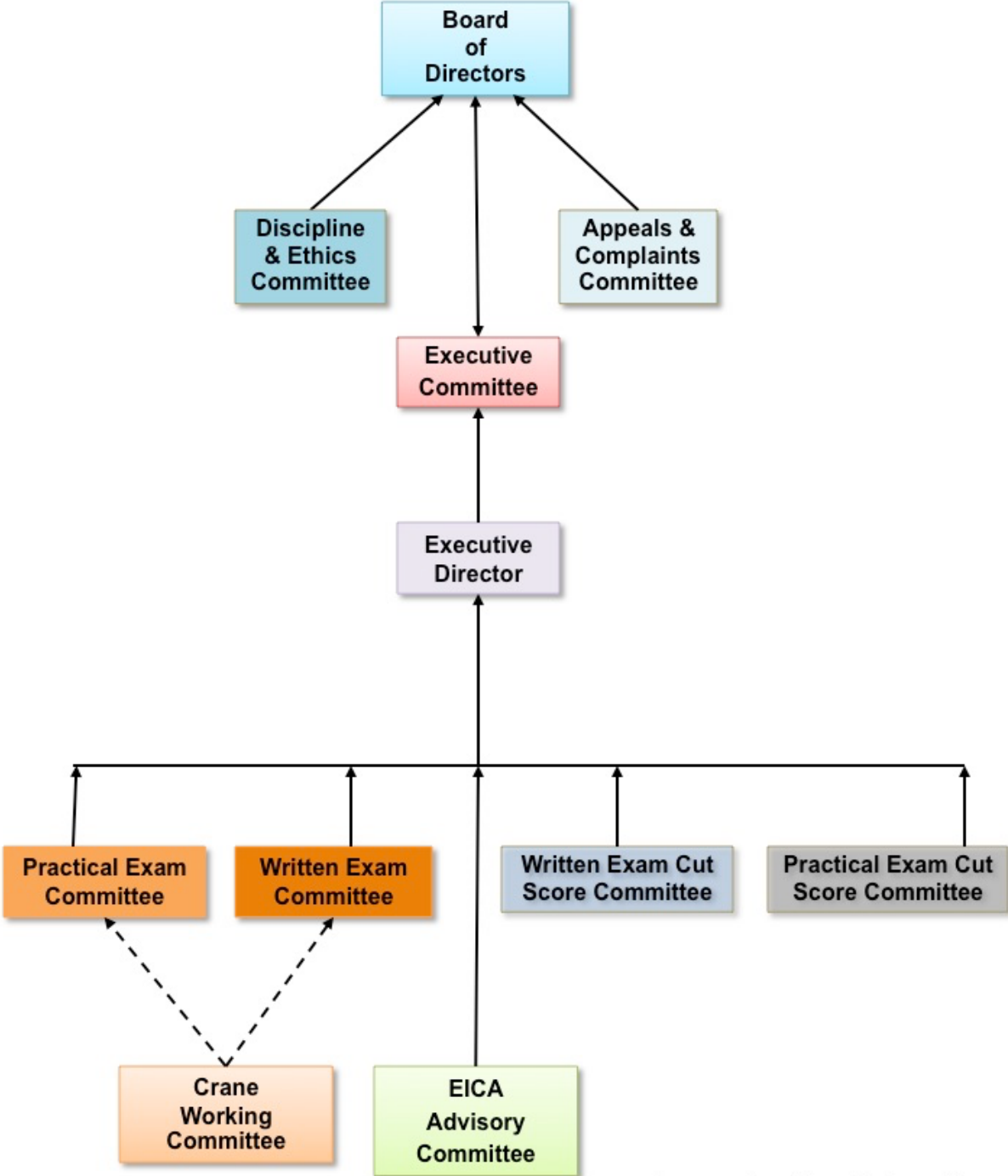
Section 4. Discipline and Ethics Committee. The Board by resolution shall designate a minimum of five (5) members of the Discipline and Ethics Committee who shall be appointed by the President. Four (4) members shall be selected from the Advisory Committee or the Board of Directors, and the 5th additional member shall be the chairman(s) of the working committee(s). Members of the Discipline and Ethics Committee shall serve two (2)-year terms. Members may be appointed to serve no more than three (3) consecutive terms. The Discipline and Ethics Committee shall be responsible for (a) establishing policies and procedures, with the approval of the Board of Directors, for ruling on ethical violations and discipline.

Section 5. Appeals and Complaints Committee. The Board by resolution shall designate a minimum of five (5) members of the Appeals and Complaints Committee who shall be appointed by the Executive Committee. The committee members shall be selected from the Board of Directors with one Public-at-large member. Members of the Appeals and Complaints Committee shall serve two (2)-year terms. Members may be appointed to serve no more than three (3) consecutive terms. The Appeals and Complaints Committee shall be responsible for (a) establishing policies and procedures, with the approval of the Board of Directors, for hearing appeals of decisions and (b) for hearing such appeals.

Section 6. Other Committees. The Board by resolution may designate other committees or subcommittees, and grant duties to such committees or subcommittees as the Board may determine. The President, with Board approval, shall appoint members to serve on such committees and subcommittees.

Section 7. Organization Chart is attached below.

EICA Organization Chart



Arrows show flow of information

ARTICLE X - FISCAL YEAR

The fiscal year shall commence on the first day of January and shall end on the last day of December.

ARTICLE XI - SEAL

EICA may, but is not required to, have a seal of such design as the Board may adopt.

ARTICLE XII - INDEMNIFICATION

EICA may, by resolution of the Board, provide for indemnification by EICA of any and all of its Directors or Officers or former Directors or Officers against expenses actually and necessarily incurred by 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 having been Directors of EICA.

Officers of EICA, except in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of their duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct. EICA may purchase insurance for such indemnification.

ARTICLE XIII - SEPARABILITY

Should any court of competent jurisdiction declare any section of these Bylaws illegal, such section shall immediately become null and void leaving the remaining sections in full force and effect.

ARTICLE XIV DISTRIBUTIONS

No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. Notwithstanding any other provision of EICA's Articles of Incorporation or these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or supplemented.

ARTICLE XV - DISSOLUTION

Upon the dissolution of the corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended, (or the corresponding provisions of any future United States Internal Revenue Law), as the Board shall determine.

ARTICLE XVI - AMENDMENTS

The Board by resolution may alter, amend, or repeal in whole or in part, the Bylaws and/or the Articles of Incorporation of EICA.

Amended November 20, 2014
Amended March 30, 2016
Amended October 10, 2016
Amended September 16, 2019
Amended February 4, 2020
Amended October 25, 2022

Signed for Electrical Industry Certifications Association, Inc.



Jamie Atkins, President

Dated: 10/25/22



Joe Mitchell, Secretary

Dated: 10-25-22