



Constitution and Bylaws of the  
National Electrical Manufacturers Representatives Association

As amended effective October 1, 2024

**Article I - Name and Purpose**

Section 1. Name - The name of this organization shall be the National Electrical Manufacturers Representatives Association (“Association”).

Section 2. Purpose - The purposes of this Association shall be:

- a. to perform the functions of a trade association of persons and firms engaged in the electrical industry as independent sales representatives;
- b. to advocate and to promote the use of independent sales representatives in the electrical industry;
- c. to provide educational programs and services to enhance the efficiency of the services rendered by its members to the industry it serves;
- d. to facilitate the exchange of beneficial communication between all types of Association members and the electrical industry at large;
- e. to advocate for legislation and other initiatives in support of persons and firms engaged in the electrical industry including those which address working and operating conditions; and
- f. to organize meetings and forums to educate government representatives and officials, for more effective cooperation among themselves, with manufacturers and with the Association

Section 3. Limitations - The Association shall not carry on or engage in any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501 of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law. No part of the net earnings of the Association shall inure to the

benefit of, or be distributed to, its members, directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth above.

## **Article II - Membership**

Section 1. Classes of Membership - Membership in the Association shall consist of the following classes:

- a. Representative Members
- b. Associate Representative Members
- c. Honorary Representative Members
- d. Manufacturer Members
- e. Associate Manufacturer Members

Section 2. Representative Members

- a. Qualifications— Any company (such as sole proprietorships, partnerships, LLC's, Corporations or other legal business entities) engaged in the electrical industry as an independent sales representative of manufacturers shall be eligible to qualify as a Representative Member provided that such company:
  - (i) Has been engaged full time as such company as an independent sales representative in the electrical industry for at least two years prior to application;
  - (ii) Currently represents at least two electrical manufacturers, and maintains an office and personnel separate and apart from, and independent of, any such manufacturers;
  - (iii) Is fully owned and operated as an independent manufacturer's representative firm and is not co-owned by any third party such as an electrical distributor, electrical contractor or any other third party not operating it as an independent manufacturer's representative firm;
  - (iv) Has no interest adverse to, or in conflict with the Association, its general membership or its purposes;

- (v) Agrees to voluntarily subscribe to and adhere to the code of ethics and other standards of practice established by the Association;
  - (vi) Pays the dues established by the Association; and
  - (vii) Has received a recommendation from two current Representative Members from such company's local trading area.
- b. Privileges – Representative Members shall be eligible to vote, hold elected office, and serve on committees.
  - c. Designee - Each Representative Member shall designate in writing the name and title of its designee who shall be entitled to act officially on behalf of the Representative Member in all matters presented to the Association. . Such designee shall be an owner, officer, or employee of the Representative Member. In the event that such designee ceases ownership of or to be employed by the Representative Member which designated him or her, his or her official relationship with the Association as a designee shall cease simultaneously.

### Section 3. Representative Associate Members

- a. Qualifications – Any company (such as sole proprietorships, partnerships, LLC's, Corporations or other legal business entities) engaged in the electrical industry as an independent sales representative of manufacturers but which, at the time of its application, does not yet qualify as a Representative Member may qualify as a Representative Associate Member.
- b. Privileges – Representative Associate Members shall be entitled to and inured of all rights and benefits, duties and obligations, of the aforesaid Representative Member as enumerated above, except that they may not hold any office whatsoever -- either elected or appointed -- in the Association and shall have no voting rights whatsoever in Association matters.
- c. Change in Membership Class– Representative Associate Members which have been engaged as independent sales representative for two years shall, upon meeting all other qualifications noted above and verification of same, shall be granted Representative Membership in the Association.

#### Section 4. Honorary Members -

- a. Qualifications – Any person formerly engaged in the electrical industry as an independent sales representative of manufacturers may be elected as an Honorary Member of the Association by a unanimous vote of the Board of Directors.
- b. Privileges – Honorary Members shall be entitled to all the privileges of Representative Members except for the right to vote or to hold office but shall be exempt from paying annual dues and conference registration fees.

#### Section 5. Manufacturer Members

- a. Qualifications - Manufacturers in the electrical industry which sell their products, wholly or in part, through independent sales representatives provided that such firm or corporation:
  - (i) Has no interest adverse to, or in conflict with, the Association, its general membership or its purpose;
  - (ii) Agrees to pay the dues established by the Association for such class of membership;
  - (iii) Agrees to support the purpose of the Association and the independent sales representative sales model;
  - (iv) Agrees to subscribe to and to adhere to the manufacturer code of ethics as established by the Association;
  - (v) Has received the recommendation of at least two current Representative Members for admission into the Association;
  - (vi) Maintain an independent sales force which is responsible for at least 25% of the the Manufacturer Member's company's and/or division's annual total sales revenue.
  - (vii) Has had at least five Representative Members under contract for a minimum of two years;
  - (viii) Has an established an office located in the United States and is duly registered as a corporation, LLC or other form of corporation in any state in the United States for at least two years.

- b. Privileges- Manufacturer Members shall be entitled to and inured of such rights and benefits, duties and obligations of the aforesaid Association as shall be determined from time to time by the Board of Directors, except as enumerated in this section. Manufacturer Members shall not hold any office whatsoever (either elected or appointed in the Association), shall not have any no voting rights whatsoever in Association matters, and shall not be entitled to attend the meetings of the Board of Directors except by express invitation of the Board of Directors. Manufacturer Members shall, however, be permitted to serve on Association committees as may they may be appointed by the Chair of the Association other than those committees specifically enumerated in Article VII.

Section 6. Associate Manufacturer Members

- a. Qualifications –Manufacturers in the electrical industry which sell their products, wholly or in part, through independent sales representatives and which have at least three NEMRA Representative Member firms under contract for at least two years but which, at the time of application, do not meet the other qualifications of a Manufacturer Member may qualify as an Associate Manufacturer Member.
- b. Privileges – Associate Manufacturer Members shall be entitled to and inured of all rights and benefits, duties and obligations, and limitations of the aforesaid Manufacturer Member as enumerated above.
- c. Change in Membership Class – Associate Manufacturer Members which meet the requirements outlined above including having at least five Representative Members to serve as a reference for their admission to the Association shall, upon verification of same, be granted Manufacturer Membership in the Association without further action.

Section 7. Interpretation- Questions which may arise concerning the construction or interpretation of this Article, or the application thereof to any applicant or members, shall be resolved in the sole discretion of the Board of Directors or through any committee empowered by the Board of Directors to review such matters.

Section 8. Term of Membership– Upon admission to membership in the Association, company shall be a member from the date of admission until the end of the current calendar year. Thereafter, the company shall remain in good standing as a member of the Association provided that the company’s current dues and other obligations due and owing to the Association have been paid in full and such company continues to meet the requirements for membership.

Section 9. Dues– A dues schedule shall be determined from time to time by the Board of Directors. Immediately upon notification of the company’s acceptance of membership, the new member shall render its applicable dues in full, or on a prorated basis to reflect the apportioned amount owed and due in the current dues period. The determination of dues shall be made, to the extent possible, upon the basis of an annual budget reflecting the needs of the Association to cover the costs of operations and programs.

Section 10. Termination/Suspension of Membership – Any class of membership in the Association may be terminated and/or suspended as follows:

- a. By resignation, via any means to the President of the Association. Resignation, when accepted, shall be effective as of date of the receipt of notice by the President;
- b. By action of the Board of Directors if, in its judgment, a member has ceased to meet the eligibility requirements for such membership class as outlined in this Constitution and Bylaws or in any policies adopted by the Board of Directors;
- c. By any member if such member is in default in the payment of dues and such default continues for sixty (60) days after dues become payable. If, in the judgment of the President, upon facts deemed by him to be sufficient, such default was due to inadvertence, error, or extenuating circumstances, the President may reinstate such member in good standing, provided, however, that all unpaid dues shall have been tendered prior to such action. If, after such efforts have been made, the membership is terminated without further action; or
- d. By action of the Board of Directors if, in its judgment, a member has violated this Constitution and Bylaws or policies of the Association, or for conduct prejudicial to the best interests of the Association. Suspension or termination of membership shall be by two-thirds vote of the Board of Directors provided that a statement of the charges shall have been transmitted by any method permissible under law to the member at least fifteen (15) days before final action is taken thereon and such member has the opportunity to submit a written response to the charges prior to the Board of Directors vote.

### **Article III - Divisions**

Section 1. Purpose - A Division is an internal unit of the Association (“Division”). The purpose of a Division is to provide focused attention on the services and resources necessary to advance the education, advocacy and networking of the members who work within that industry sector and to advance Association’s mission of promoting the independent manufacturer

representative. Each Division shall represent an industry sector clearly distinct from that of other Divisions.

Section 2. Formation - Any group of Association members may seek to be organized as a Division by submitting a proposed charter for such Division along with a business plan and proposed budget to the Board of Directors. The Board of Directors shall then consider the formation of such Division and, as it may determine, approve of the formation of such Division.

Section 3. Membership Any member of Association may apply for membership in one or more Divisions under the criteria for membership eligibility established by the Division.

Section 4. Division Council - There shall be a council for each Division comprised of members of such Division who are nominated by the Division Vice President and approved by the President. The Division Council shall oversee the programs and activities of the Division. The Division Council shall serve in an advisory capacity and shall provide periodic updates to the Board of Directors. Each Division shall have a Vice President and a Secretary and such other officers as it may desire. The qualifications for its officers and the method of their election shall be determined by the Division. A Division may determine what persons among its membership shall have the right to vote in matters relating to the Division. The Division Council shall appoint one member of the Division Council to serve as a member of the Board of Directors. Each Division may adopt policies and procedures, which shall not be in conflict with those of the Association and is subject to review and approval by the Board of Directors

Section 5. Activities - A Division may develop guidance and best practices, issue publications and, in general, carry-on activities along the lines of its interests which shall not be in conflict with those of the Association. A Division may be authorized to conduct meetings and conferences upon review and approval by the Board of Directors.

#### **Article IV – Meetings of Members**

Section 1. Annual Meeting – There shall be an annual meeting of the members of the Association at a time and place designated by the Board of Directors for the election of officers and members of the Board of Directors and for receiving the annual reports of officers, members of the Board of Directors, committees, and the transaction of other business. Notice of the meeting shall be, transmitted by any method permissible under law, except as herein or by statute otherwise provided, to the last recorded address of each member at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting. All notices of meetings shall set forth the place, date, time and purpose of the meeting.

Section 2. Special Meetings – Special meetings of the members may be called by the Board of Directors to consider a specific subject(s). Notice of any special meeting shall be, transmitted by any method permissible under law, except as herein or by statute otherwise provided, to the last recorded address of each member at least thirty (30) days prior to the proposed special meeting. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the members of the Association

Section 3. Waiver – Notwithstanding the provisions of any foregoing sections, a meeting of the members of the Association may be held at any time and at any place and any action may be taken at such meeting if notice is waived in writing and signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 4. Quorum –For purposes of any meeting of the members, twenty percent (20%) of the total number of Representative Members as of the date of the notice for such meeting shall constitute a quorum for the transaction of business at such meeting.

Section 5. Voting Requirement – Each Representative Member shall be entitled to one vote. The designee shall represent such Representative Member at any meeting. Except as otherwise specified in this Constitution and Bylaws, a majority vote of the Representative Members present at a duly constituted meeting shall be required for any action.

## **Article V – Board of Directors**

Section 1. Composition –There shall be a total of thirteen (13) persons on the Board of Directors consisting of six directors, the Chair of the Board, the Chair-Elect, the Secretary, the Treasurer, one (1) Director nominated and elected from the Manufacturer Member (NMG) members, a representative of the Canadian Electrical Manufacturers’ Representatives Association (CEMRA), and the immediate Past Chair. In addition, one member of each Division shall also serve on the Board of Directors as an ex-officio member, without vote. The NEMRA President shall serve on the Board of Directors as an ex officio member, without vote.

Section 2. Qualifications - No person shall be elected to the Board of Directors, or be permitted to remain in that office, unless the person is a representative of a Representative Member firm or, in the case of the Manufacturer Member, a Manufacturer Member in good standing of the Association.

Section 3. Election and Term of Office – All elected directors shall serve a term of three years. No Board member or officer shall serve more than seven (7) consecutive years on the Board. A



person who has served seven (7) consecutive years on the Board may be elected or appointed to the Board again after a period of at least **3** years following the person's Board service.

The Chair, Chair-Elect, Immediate Past Chair, and Treasurer shall serve for a term of one (1) year, or until their successors shall have been elected and installed.

Section 4. Duties - The Association shall be managed by the Board of Directors and the Board of Directors shall appoint such employees as may be necessary to conduct the business of the Association.

Section 5. Powers - The Board of Directors may:

- a. Hold meetings at such times and places as it thinks proper.
- b. Admit members, suspend or terminate members.
- c. Appoint committees on particular areas of responsibility from the members of the Board or from other members of the Association.
- d. Audit bills and disburse funds of the Association.
- e. Print and circulate documents and publish articles.
- f. Carry on correspondence and communicate with other associations.
- g. Employ outside consultants.
- h. Devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the Association and to best protect the interests and welfare of its members.

Section 6. Meetings - Regular meetings of the Board of Directors shall be held at least two (2) times per year on such dates as selected by the Board of Directors. Notice of the meeting shall be sent by any means permissible under law to each member of the Board of Directors at least ten (10) days before the time appointed for the meeting.

Section 7. Quorum – For purposes of any meeting of the Board of Directors, two thirds (2/3) of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the Chair and the Chair-Elect, the quorum may choose another member of the Board to serve as Chair for the meeting.

Section 8. Voting Requirement - The vote of a majority of the voting members of the Board of Directors present at a duly constituted meeting shall be required for any action.

Section 9. Vacancies - Whenever any vacancy occurs on the Board of Directors, or officer by death, resignation or otherwise, it shall be filled without undue delay by a candidate nominated by the Chair and confirmed by a majority vote of the remaining members of the Board at a special meeting which shall be held within sixty (60) days after the occurrence of the vacancy. The person so chosen shall hold office until the next Annual Meeting or until their successor shall have been elected at a special meeting of the members of the Association.

Section 10. Removal -Any one or more members of the Board of Directors may be removed either with or without cause, at any time, by a vote of two-thirds (2/3) of the voting members of the Board of Directors present at any duly constituted special meeting called for that purpose.

Section 11. Action without a Meeting - Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors, as may be the case, consent thereto in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of the proceedings of the Board of Directors.

Section 12. Participation - Any one or more members of the Board of Directors thereof may participate in a meeting of the Board of Directors by means of audio/video conference or similar communications equipment allowing all participants to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **Article VI – Officers**

Section 1. Positions – The Association shall have the following officers: Chair, Chair-Elect, Treasurer, and Secretary.

Section 2. Powers and Duties of Officers – The powers and duties of the Association officers shall be the following:

- a. The Chair shall be the chief elected officer of the Association. The Chair shall, by virtue of their office, be the Chair of the Board of Directors and shall have such other duties as the Board of Directors shall determine. In the event the office of the Chair shall at any time be vacant for whatever reason, the duties of the Chair shall be assumed by the Chair-Elect who shall serve as Chair pending the next election. The determination that a vacancy exists shall be made by the Board of Directors and the assumption of the duties of the Chair by the Chair-Elect shall be at the direction of the Board of Directors.

- b. The Chair-Elect shall, by virtue of his office, be a member of the Board of Directors, and have such duties as the Board of Directors shall determine. In the event of a vacancy in the office of Chair, the Chair –Elect shall assume the duties of the Chair when so directed by the Board of Directors, as provided in these Bylaws.
- c. The Treasurer shall, by virtue of his office, be a member of the Board of Directors. The Treasurer shall be the custodian of the funds of the Association, in conjunction with the desires of the Board of Directors. All checks drawn by the Association may bear the signature of the Treasurer or of the President or of the Chair. The President shall provide the Treasurer with a monthly financial report of the Association.
- d. The Secretary shall sign such contracts, documents, or instruments on behalf of the Association as have been duly authorized by the Board of Directors, as well as keep the official minutes of the Association.

The office of the Chair and Secretary may be held by the same person.

Section 3. President and Chief Executive Officer - The President and Chief Executive Officer shall be employed by the Board of Directors which shall fix his term and conditions of employment through a contract. The President and Chief Executive Officer shall have charge of the administration of the affairs of the Association, subject to control, supervision and direction of the Board of Directors. With the approval of the Board of Directors, the President and Chief Executive Officer shall be empowered to employ other such employees as shall be necessary, in their judgment, for the efficient management of the Association's affairs.

Section 4. Bond Requirement - All officers and employees charged with handling the funds of the Association shall be covered by a bond or liability insurance policy in an amount set by the Executive Committee.

Section 4. Vacancies - All vacancies in any office shall be filled by the Chair (or, in the case of a vacancy of the Chair, by the Chair-Elect, without undue delay as provided for above.

## **Article VII – Committees**

Section 1. Appointments – The Chair, upon consultation with the Board of Directors, shall appoint those committees that the Chair deems necessary to advance the work and programs of the Association.

Section 2. Nominating Committee – The Chair shall appoint members to fill vacancies on the Nominating Committee. The Nominating Committee shall be composed of the Immediate Past Chairman (ex-officio without vote), plus four (4) Representative Members which shall include

one (1) Past Chair of the Board of Directors, two (2) current Board members and one (1) current Representative Member of the Association at-large. Committee members so elected will serve two (2) year terms. The Chair shall annually appoint one of the members of the Nominating Committee to act as Nominating Committee chairman. All appointments to the Nominating Committee shall be made by the Chair in consultation with the Board of Directors. The Nominating Committee, by majority vote of those present at its meetings, shall select a slate of proposed national officers for the next election, as well as members of the Board of Directors and shall transmit this slate to the Association headquarters as to be received in sufficient time to be transmitted to the Representative Members at least fifteen (15) days prior to the next election.

Section 3. Executive Committee – The Executive Committee shall consist of the Chair, Treasurer, the Immediate Past Chair, and the Chair-Elect of the Association and shall report to the Board of Directors. The Chair shall serve as the chairman of the Executive Committee.

Section 4. Trusts and Subsidiaries – The Association may form trusts and/or subsidiaries. These trusts/subsidiaries shall be governed by a trust document or corporate charter and the trustees/officers shall be appointed and serve in accordance with the terms enumerated in the respective corporate charters or trust documents.

Section 5. Other Committees - The Chair of the Association shall appoint all new committees as he deems necessary to carry on the functions of the Association and to help the Chair in the discharge of responsibilities.

Section 6. Duties of the Committees – Each committee designated by the Chair shall perform such duties as may from time to time be prescribed by the Chair or the Board of Directors always consistent with the charter, policies and purposes of the committee. The committee shall be responsible and make regular reports to the President and/or the Board of Directors.

Section 7. Committee Meetings. Each committee shall meet on such date(s), and time(s) as specified by the Chair of the committee. Committee meetings may be held in person, via video/audio conference or other means which allow participants to hear each other at the same time.

Section 8. Committee Vacancies - The Chair shall have the power to fill vacancies in committee memberships.

#### **Article VIII – Effective date.**

These Bylaws are immediately binding upon passage.

## Article IX – Amendments

These Bylaws may be amended, repealed or altered in whole or in part from time to time as set forth in this provision.

1. Bylaws Committee - Any proposed change in the Bylaws shall be referred to the Bylaws committee, as designated by the Chair of the Association for investigation and report. The Bylaws committee shall make a written report to the Board of Directors at a regularly constituted meeting of the Board;
2. Board of Directors – The Board of Directors shall review the Bylaws Committee’s report and may by a vote of two thirds (2/3) of the voting members of the Board of Directors present at a duly constituted meeting of the Board of Directors approve the change(s) to the Bylaws. If so approved, the Board of Directors shall adopt resolutions setting forth the change(s) in the Bylaws, establishing the effective date of change(s), and issuing the date for notice to the Association membership; and
3. Representative Members - The Board of Directors shall issue notice to the Association membership by any permissible means at least ten (10) days in advance of the meeting of members to consider the Bylaws change(s). A two thirds (2/3) of the Representative Members at any duly convened meeting will be considered an affirmative vote for the proposed Bylaws change(s).