



The Electrical Association of Philadelphia, Inc. Bylaws

Approved June 27, 2022

ARTICLE I | Association Name

The full legal name of the association shall be "The Electrical Association of Philadelphia, Incorporated."

ARTICLE II | Commitment to Ethical Purpose

The Electrical Association of Philadelphia commits to collaborating with electrical, HVAC, lighting, and renewable energy industry stakeholders to build a safe and sustainable energy future for customers.

ARTICLE III | Membership

Section 1: Membership Qualifications

Subsection A: Any individual, firm, corporation, or institution engaged in any business or activity involved in, connected to, or allied with the electrical, HVAC, lighting, and renewable energy industries shall be eligible to apply for EAP membership.

Subsection B: The specific qualifications for EAP membership shall be determined by the EAP Governing Board according to its [EAP Membership Policy Statement](#).

Section 2: Membership Applications and Dues

Subsection A: EAP membership applications must be made in accordance with the EAP Governing Board's [EAP Membership Policy Statement](#).

Subsection B: Dues categories and amounts shall be set by the EAP Governing Board and established in the [EAP Membership Policy Statement](#).

Subsection C: Dues subscriptions shall be for the period defined by EAP's fiscal year and shall be paid in full within 30 days following the start of the fiscal year.

Subsection D: Each Corporate Member shall appoint one individual from the organization to serve as its official voting representative during EAP Membership Meetings. This appointment shall be made in writing annually and delivered to EAP's Secretary/Treasurer. Other membership categories do not include voting rights.

Section 3: Membership Withdrawal and Revocation

Subsection A: Any member in good standing may withdraw from EAP membership at any time in a manner consistent with the [EAP Membership Policy Statement](#).

Subsection B: Any member who fails to pay dues consistent with the EAP Membership Policy Statement, shall have membership terminated. The specific process for membership termination is established in the [EAP Membership Policy Statement](#).

Subsection C: Any member who violates the EAP Bylaws, the EAP Membership Policy Statement, or the EAP Code of Conduct may be subject to membership revocation following the process set forth in the [EAP Membership Policy Statement](#).

Section 4: Membership Meetings

Subsection A: At its discretion, the EAP Governing Board may call for an EAP Membership Meeting with a two-thirds majority vote.

Subsection B: EAP Membership Meetings will require an in-person quorum of five (5) percent of EAP Corporate Members at the time of the meeting to transact business. The acts of a majority of the members present and voting at a meeting at which a quorum is present shall be the acts of the members.

Subsection C: The EAP Governing Board may fix a time, not more than sixty (60) days prior to the date of any meeting of the members or its adjournment, as a record date for the determination of the members entitled to notice of, or to vote at, such meeting.

ARTICLE IV | EAP Governing Board and Association Officers

Section 1: EAP Governing Board Duties

Subsection A: The EAP Governing Board shall have full fiduciary, legal, and stewardship responsibility for the association.

Subsection B: The EAP Governing Board:

1. Shall hold regularly scheduled meetings and other sessions as required to transact EAP business. All EAP Governing Board business meetings will require a quorum of fifty (50) percent plus one of the seated directors at the time of the scheduled meeting to transact business. The acts of a majority of the directors present and voting at a meeting at which a quorum is present shall be the acts of the EAP Governing Board. In between meetings, any action required/permitted to be taken at an in-person meeting of the EAP Governing Board may be conducted electronically with the unanimous written approval of all seated directors.
2. Shall select an Executive Director/CEO who will serve as the chief executive officer of EAP.
3. Shall review and approve EAP's annual budget and financial documents with the guidance of the Secretary/Treasurer and the Finance Committee.
4. Shall adopt policy statements in support of these Bylaws and for other aspects of EAP's work on the recommendation of EAP's Executive Director and/or committees/task forces.
5. May adopt resolutions to express its position on matters affecting the association and/or the electrical, HVAC, lighting, and renewable energy industry with the agreement of two-thirds of the directors present and voting.

Section 2: EAP Governing Board Composition and Vacancies

Subsection A: The EAP Governing Board shall be composed of a maximum of twelve (12) Corporate Members and a maximum of four (4) Public Directors selected in a manner consistent with the [EAP Board Composition Policy Statement](#).

Subsection B: In the event of a vacancy on the EAP Governing Board, the EAP Governance Committee will be responsible for recommending qualified candidates to fill the unexpired term in a manner consistent with the [EAP Board Composition Policy Statement](#).

Section 3: EAP Officers

Subsection A: The EAP Governing Board officers of EAP shall include a President, a President-elect, a Vice President, and a Secretary/Treasurer.

Subsection B: The **EAP President** shall:

1. Serve as the presiding officer of the EAP Governing Board and the chair of all EAP Membership Meetings for a two (2) year term.
2. Serve on the EAP Officer Team.
3. Appoint EAP committee/task force chairs and members subject to the simple majority approval of the EAP Governing Board.
4. Serve as an ex officio non-voting member of all EAP committees/task forces.

Subsection C: The **EAP President-elect** shall:

1. Serve as the incoming presiding officer of the EAP Governing Board for a two (2) year term.
2. Serve on the EAP Officer Team.
3. Serve as chair of the EAP Governance Committee.
4. Immediately succeed the EAP President in the event of incapacitation, resignation, or removal by the EAP Governing Board as set forth in the [EAP Board Composition Policy Statement](#).

Subsection D: The **EAP Vice President** shall:

1. Serve as an officer of the EAP Governing Board for a two (2) year term.
2. Serve on the EAP Officer Team.
3. Serve as the presiding officer of the EAP Governing Board and the chair of all EAP Membership Meetings in the absence of the EAP President.
4. Serve as a member of the EAP Finance Committee.
5. Immediately succeed the EAP President-elect in the event of incapacitation, resignation, removal by the EAP Governing Board, or succession as set forth in the [EAP Board Composition Policy Statement](#).

Subsection E: The **EAP Secretary/Treasurer** shall:

1. Serve as an officer of the EAP Governing Board for a two (2) year term.
2. Serve on the EAP Officer Team.
3. Serve as the chair of the EAP Finance Committee.
4. Work with the EAP Executive Director/CEO on the preparation of minutes for all EAP Governing Board business and EAP member business meetings.
5. Work with the EAP Executive Director/CEO on the preparation of the EAP operating budget and required legal, financial, and other filings.
6. Serve as the presiding officer of the EAP Governing Board and the chair of all EAP Membership Meetings in the absence of the EAP President, EAP Vice President, and the EAP Immediate Past President.

Subsection F: The **EAP Immediate Past President** shall:

1. Serve as an officer of the EAP Governing Board for a minimum of one (1) year following the end of their term as EAP President and a maximum of two (2) years.
2. Serve on the EAP Officer Team.
3. Serve as a member of the EAP Governance Committee.
4. Serve as the presiding officer of the EAP Governing Board and the chair of all EAP Membership Meetings in the absence of the EAP President and EAP Vice President.

Subsection G: The **EAP Executive Director/CEO** shall:

1. Serve at the pleasure of the EAP Governing Board as EAP's chief executive officer in a manner consistent with the [EAP Executive Director/CEO Policy Statement](#).

2. Serve on the EAP Officer Team.
3. Work with the EAP President and the EAP Officer Team to coordinate the activities of the EAP Governing Board.
4. Serve as EAP's Assistant Secretary and work with the EAP Secretary/Treasurer on the preparation of minutes for all EAP Governing Board business and EAP member business meetings.
5. Work with the EAP Secretary/Treasurer on the preparation of the EAP operating budget and required legal, financial, and other filings.

Section 4: Removal of EAP Directors and Officers

Subsection A: The EAP Governing Board may vote to remove a director or officer for malfeasance, misfeasance, and/or nonfeasance in a manner consistent with the [EAP Board Composition Policy Statement](#).

Subsection B: The removal of a director or officer requires a two-thirds majority vote of the EAP Governing Board excluding the vote of the director or officer who is the subject of the removal motion.

ARTICLE V | EAP Committees

Section 1: EAP Governing Board Committees

Subsection A: The EAP Governing Board delegates limited authority to conduct EAP business on its behalf to the committees listed below. Committees shall not have any authority to amend EAP's Articles of Incorporation or Bylaws, create or fill vacancies in the EAP Governing Board, amend or repeal any resolution of the EAP Governing Board, or take any other action on a matter that is within the authority of another committee.

Subsection B: The **EAP Audit Committee** will provide oversight of EAP's audit process in a manner consistent with the [EAP Audit Policy Statement](#) and the [EAP Audit Committee Charter](#). The EAP President will appoint the EAP Audit Committee Chair subject to the simple majority approval of the EAP Governing Board.

Subsection C: The **EAP Code of Conduct Committee** will provide oversight of the enforcement of EAP's Code of Conduct in a manner consistent with the EAP Code of Conduct Policy Statement and the [EAP Code of Conduct Committee Charter](#). The EAP President will appoint the EAP Code of Conduct Committee Chair subject to the simple majority approval of the EAP Governing Board.

Subsection D: The **EAP Finance Committee** will provide oversight of EAP's finances and investments in a manner consistent with the [EAP Finances and Investment Policy Statement](#) and the [EAP Finance Committee Charter](#). The EAP Secretary/Treasurer will serve as the chair of the EAP Finance Committee.

Subsection E: The **EAP Governance Committee** will provide oversight of EAP Governing Board nominations and selection in a manner consistent with the [EAP Board Composition Policy Statement](#) and the [EAP Governance Committee Charter](#). The EAP President-elect will serve as the chair of the EAP Governance Committee.

Subsection F: The EAP Governing Board may create additional committees with the two-thirds majority approval of the EAP Governing Board.

Section 2: EAP Governing Board Teams

Subsection A: The EAP Governing Board shares the responsibility to facilitate EAP business with the teams listed below.

Subsection B: The EAP Officer Team will coordinate the work of the EAP Governing Board with the EAP Executive Director/CEO in a manner consistent with the EAP Bylaws, related policy statements, including the [EAP Officer Team Policy Statement](#). The EAP Officer Team will consist of the EAP President (who will serve

as Team Champion), the EAP President-elect, the EAP Vice President, the EAP Secretary/Treasurer, the EAP Immediate Past President (if the position is not vacant), and the EAP Executive Director/CEO.

Subsection C: The EAP Governing Board may create additional teams with the two-thirds majority approval of the EAP Governing Board.

Section 3: Staff Advisory Teams and Working Groups

Subsection A: The EAP Governing Board grants the EAP Executive Director/CEO the authority to convene Staff Advisory Teams and Working Groups as required to facilitate EAP business.

Subsection B: Staff Advisory Teams and Working Groups will operate in a manner consistent with the EAP Staff Advisory Teams and Working Groups Policy Statement.

ARTICLE VI | EAP Code of Conduct

The EAP Governing Board may implement and enforce a code of conduct for EAP Corporate Members in a manner consistent with the EAP Code of Conduct Policy Statement.

ARTICLE VII | Bylaws Amendments

The EAP Governing Board may amend the EAP Bylaws by a simple majority vote in a manner consistent with the [EAP Bylaws Amendment Transparency Policy Statement](#).