

**AMENDED AND RESTATED BYLAWS
OF
ELECTRI INTERNATIONAL –
THE FOUNDATION FOR ELECTRICAL
CONSTRUCTION, INC.**

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ARTICLE I

NAME AND REGISTRATION

Section 1. Name

The name of the corporation shall be ELECTRI International – The Foundation for Electrical Construction, Inc. (the “Foundation”).

Section 2. Registered Office and Agent

The Foundation shall maintain in the State of Maryland a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Maryland as the Board of Trustees may from time to time determine.

ARTICLE II

PURPOSES

Section 1. Nonprofit Corporation

The Foundation is organized and shall operate as a nonprofit corporation, and shall have such powers as are now or hereafter may be granted by the laws governing nonprofit corporations of the State of Maryland, subject to limitation by the terms of Section 2 below as may be required to preserve the organization's tax-exempt status under the Federal tax laws.

Section 2. Purposes

The purposes for which the Foundation is organized, subject to the limitations of Article XI below, are charitable, educational, and scientific research, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law (the “Code”), including but not limited to charitable and educational programs that develop and provide information about electrical construction for the benefit of the public. The Foundation shall receive funds and make grants and awards to qualified recipients; engage in research; conduct seminars and workshops; publish audio, video, and printed materials; and engage in such other and further activities as may be necessary and proper to accomplish the foregoing objectives and purposes.

ARTICLE III

MEMBERS

The Foundation shall have no members.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. General Powers

The policies of the Foundation shall be established by its Board of Trustees, which shall also promote the objectives and programs of the Foundation. In general, the Board of Trustees shall have full discretion and authority to administer the funds and programs of the Foundation. However, with regard to the administration of the ELECTRI International Investment Fund, the Board of Trustees shall be subject to the provisions of Article VI and to the advisory and supervisory functions of the ELECTRI Council as provided in Article VII.

Section 2. Composition, Tenure and Qualifications

The Board of Trustees shall be composed of the President of NECA (President of the Board of Trustees), the immediate past president of NECA, three members of the NECA Executive Committee to be named by the President of NECA, the Chair of the ELECTRI Council (Vice President of the Board of Trustees), two additional ELECTRI Council members to be named by the ELECTRI Council Chair from the ELECTRI Council members, and any Member Emeritus. The Chief Executive Officer of NECA (Treasurer of the Board of Trustees) and the Executive Director of the Foundation (Secretary of the Board of Trustees) shall be ex-officio non-voting members of the Board of Trustees.

ELECTRI Council member trustees shall serve a two-year term and may be reappointed for one additional two-year term.

The immediate past president of NECA shall serve a three-year term.

The Chief Executive Officer of NECA shall serve as Treasurer and the Executive Director of the Foundation (staff officer) shall serve as Secretary.

The members of the NECA Executive Committee shall serve as Trustees of the Foundation only as long as they are members of the NECA Executive Committee. At such time that they cease to be members of the NECA Executive Committee, they shall also cease to be Foundation Trustees. Replacement Trustees from the NECA Executive Committee shall be named by the President of NECA.

Subject to Board of Trustee approval, lifetime Member Emeritus status on the Foundation's Board of Trustees, with full trustee rights and responsibilities, may be designated for an individual ELECTRI Council member who: 1) has made a financial commitment of \$1 million or more to the Foundation, 2) exemplifies distinguished service and provides strong leadership promoting the Foundation's programs and 3) has significantly and actively participated in Foundation affairs for ten years or more.

Section 3. Meetings

Meetings of the Board of Trustees shall be held at a minimum of three times annually at a time and place as may be designated by the President of the Board of Trustees (the "President"). The Board of Trustees may also act by means of telephone conference, mail, e-mail, or facsimile communication. Such action shall be recorded in the minutes of the next meeting.

Section 4. Notice of Meetings

Meetings of the Board of Trustees may be called by the President or by petition of five or more trustees. Notice of any meeting of the Board of Trustees shall be delivered by written notice to each trustee personally at least 4 days prior thereto by United States mail in a sealed envelope so addressed with postage thereon prepaid, or electronically by facsimile or electronic mail delivery. If notice is given by regular mail, such notice shall be deemed to be delivered on the day following the day such notice is deposited in the United States mail. If notice is given by facsimile or by electronic mail, such notice shall

be deemed to be delivered when acknowledged in writing through facsimile or electronic mail reply by the recipient to whom it is addressed.

Section 5. Quorum

A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board, provided that, if less than a majority of the trustees is present at a meeting, a majority of the Trustees present may adjourn the meeting without further notice.

Section 6. Manner of Acting

Each member of the Board of Trustees shall have one vote. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law or by these Bylaws. All persons participating in any meeting of the Board of Trustees may participate in a meeting by means of a conference telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

Section 7. Informal Action by Trustees

Any action required to be taken at a meeting of the Board of Trustees, or any action which may be taken at a meeting of trustees, may be taken by posted mail or electronic vote, provided that such votes may be counted only if received within twenty (20) days of the date the request for such vote is mailed or sent electronically to the trustees. For the purposes of adoption of any action taken by informal votes, a quorum shall be votes from a majority of trustees, as in the case of regular or special meetings.

If a quorum is not achieved through informal action, the President shall have the authority to reissue the informal call to vote, call a special meeting, table the action until the next regular meeting, or abort the action.

Section 8. Vacancies

Any vacancy occurring on the Board of Trustees or any trusteeship to be filled by reason of an increase in the number of trustees may be filled in the same manner as provided in the case of the original appointments.

Section 9. Compensation

Trustees shall not receive any salaries for their services. However, by resolution of the Board of Trustees, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any trustee from serving the Foundation in any other capacity and receiving compensation therefore.

ARTICLE V

OFFICERS

Section 1. Officers

The officers of the Foundation shall be the President, Vice President, Secretary, and Treasurer.

Section 2. Election and Term of Office

The NECA President shall serve as President of the Board of Trustees. The ELECTRI Council Chair shall serve as Vice President. The Foundation Executive Director shall serve as Secretary and the NECA Chief Executive Officer shall serve as Treasurer. The President, Vice President, Secretary and Treasurer shall perform their duties on behalf of the Foundation coterminous with their election or appointment to service of NECA and/or ELECTRI International until their successors have been duly elected or appointed.

Section 3. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled temporarily by the Board of Trustees.

Section 4. President

The President shall preside at all meetings of the Board of Trustees and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 5. Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Trustees.

Section 6. Secretary

The Secretary, shall keep minutes of the meetings of the Board of Trustees in books provided for the purpose, see that all notices are duly given in accordance with these Bylaws or law, be custodian of the Foundation records and, in general, shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President, Vice President, or the Board of Trustees. The Secretary is a non-voting participant in Board of Trustees affairs.

Section 7. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation, receive and give receipts for moneys due and payable by the Foundation, and deposit all such moneys in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected in accordance with the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President, Vice President, or the Board of Trustees. The Treasurer is a non-voting participant in Board of Trustee affairs.

Section 8. Foundation Executive Director

In addition to serving as Secretary, the Foundation Executive Director shall be the chief staff officer of the Foundation, and shall be responsible for the implementation of the objectives, policies, and programs of the Foundation. For ongoing operational matters, the Foundation Executive Director reports directly to the NECA Chief Executive Officer. Hiring/firing discussions pertaining to the ELECTRI Executive Director may be initiated by the NECA Chief Executive Officer but final decisions shall only be accomplished in consultation with the President and Vice President of the Board of Trustees.

Section 9. Bond and Sureties

The officers, if requested and required by law or the Board of Trustees, shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine.

ARTICLE VI

ELECTRI INTERNATIONAL INVESTMENT FUND

Section 1. ELECTRI International Investment Fund

There is hereby created ELECTRI International Investment Funds (the "Funds"), for the purpose of providing a permanent and ongoing source of support for the programs and activities of the Foundation.

Section 2. Contributions

Contributions directed to the Funds by donors shall be used to promote the purposes of the Foundation as set forth in Article II, Section 2, of these Bylaws. Contributions not used in furtherance of the Foundation's purposes and objectives, will, at the request of any donor, be returned to that donor.

Section 3. Investment

The Board of Trustees shall maintain an investment policy that will provide guidelines for management of Fund assets in accordance with applicable Maryland law (the "Investment Policy"). Included in the Investment Policy will be a definition of the Spending Policy of the Fund. Contributions to the Fund shall be invested at the discretion of the Board of Trustees with the objective of preserving principal and the annual total return therefrom shall be available to the Foundation for any proper purpose.

Section 4. Administration

The Board of Trustees shall have full discretion and authority for the administration of the Fund, subject to the advisory and supervisory functions of the ELECTRI Council as provided in Article VII. The Board of Trustees shall have full discretion and authority to solicit, receive and acquire funds and real and personal property, to hold such funds and property in the name of the Foundation or of nominees and to direct the management, investment, reinvestment, or disposition thereof; to employ and compensate investment counsel, real estate managers, lawyers and such other persons and organizations as may be required in connection with the operation of the Fund; to enter into agreements with donors subject to such terms and conditions as may be required to carry out the charitable intentions of the parties; and to perform such other acts as may be required for the proper administration of the Fund.

Section 5. Separate Accounts

The officers of the Foundation are authorized and directed to establish such separate accounts with financial institutions as may be necessary or appropriate to carry out the intent of this Article VI.

ARTICLE VII

THE ELECTRI COUNCIL

Section 1. Composition

There is hereby created the ELECTRI Council (the "Council"), which shall be comprised of donors who have contributed or pledged a major gift as defined by the Council. Membership in the Council is perpetual and conveys the right to participate in and vote on the Council actions. Council members may appoint an alternate representative and change the primary Council member representative with written notice to the Foundation office. The affairs of the Council shall be led by an ELECTRI Council Chair who shall serve a maximum two-year term. The procedure for the election of the ELECTRI Council Chair shall be as follows: Recommendations from the current ELECTRI Council Chair and the ELECTRI Executive Director are sent to the President of the ELECTRI Board of Trustees. Based on these recommendations, the Board President nominates the ELECTRI Council Chair to the full ELECTRI Council for its vote and approval.

Section 2. Duties and Responsibilities

One third of the ELECTRI Council, present in person for the meeting, shall constitute a quorum for the transaction of business at any meeting of the Council, provided that, if less than a quorum of the members is present at a meeting, a majority of the members present may adjourn the meeting without further notice.

Each member of the Council shall have one vote. Council members may vote by proxy by giving their vote to another Council member, but proxy votes shall not count towards establishing a quorum.

The Council shall receive and evaluate proposals for research and educational program development to be undertaken by the Foundation and select the most appropriate program consistent with available funds and recommend them to the Board of Trustees. The ELECTRI Council Chair shall name a Program Review Committee to examine research and education proposals. This Committee can also make recommendations for cancellation of any funded projects. This Committee shall report its findings to the ELECTRI Council.

The Council will monitor and evaluate the progress of ongoing studies and make recommendations for implementation at the end of the study phase of a project.

The Council will serve as the fund-raising arm of the Foundation and identify and encourage other members of the industry to participate.

ARTICLE VIII

COMMITTEES

Section 1. Committees of the Foundation

The Board of Trustees, by resolution adopted by a majority of the trustees, may establish one or more committees, each of which shall include one or more trustees, and shall have and exercise the authority of the Board of Trustees in management and operations of the Foundation. The President of the Board of Trustees shall appoint the ELECTRI Council Chair and members of each committee except where otherwise provided by these Bylaws. The Secretary, or his/her designate, shall serve as the secretary of such committees. However, the designation of such committees and the delegation thereto of authority

shall not operate to relieve the Board of Trustees, or individual trustees, of any responsibility imposed upon them by law.

Section 2. Executive Committee

The Board of Trustees shall designate an Executive Committee consisting of its officers to manage the day-to-day operations of the Foundation, and which shall report from time to time to the full Board of Trustees.

Section 3. Investment Committee

The President of the Board of Trustees shall appoint an Investment Committee to oversee the management of the investment funds in accordance with the investment policy adopted by the Board of Trustees. The Investment Committee Chair shall be selected from among the ELECTRI Council members appointed to the Committee. The Board of Trustees Vice President and Treasurer are ex-officio members of the Investment Committee. The Board of Trustees Secretary shall act as a non-voting participant for this committee.

Section 4. Audit Committee

The Board of Trustees President shall name an Audit Committee that shall provide periodic reports to the Board of Trustees.

Section 5. Terms of Office

Each member of a committee shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 6. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum

Unless otherwise provided in the resolution of the Board of Trustees establishing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. If less than a majority of committee members is present at said meetings, a majority of members present may adjourn the meeting without further notice.

Section 8. Rules

Each committee may adopt rules for its own conduct that are not inconsistent with these Bylaws or with rules adopted by the Board of Trustees.

ARTICLE IX

INDEMNIFICATION

The Foundation shall indemnify and protect any trustee, officer, employee or agent of the Foundation, or any person who serves at the request of the Foundation as a trustee, director, officer, employee, member, manager or agent of another foundation, corporation, partnership, limited liability company, joint

venture, trust, employee benefit plan or other enterprise, for any threatened or pending action, suit or proceeding, by reason of the fact that the person is or was serving in that capacity, against expenses, judgments, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding, including attorney's fees, to the fullest extent permitted by the laws of the State of Maryland.

ARTICLE X

ADMINISTRATION

Section 1. Contracts

The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Purchase Orders, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by the ELECTRI Executive Director and countersigned by either the ELECTRI Treasurer or his designee.

Section 3. Deposits

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Treasurer may select.

Section 4. Gifts

The Treasurer may accept, on behalf of the Foundation, any contribution, gift, bequest, or device for the general purpose or for any designated purpose of the Foundation.

Section 5. Books and Records

The Foundation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Trustees and its committees having any of the authority of the Board of Trustees.

Section 6. Fiscal Year.

The fiscal year of the Foundation shall be identical with the fiscal year of NECA, unless otherwise specified by resolution of the Board of Trustees.

ARTICLE XI

LIMITATION ON ACTIVITIES

Section 1. Earnings

The Foundation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of the net earnings of the Foundation shall inure to the benefit of or be distributed to its trustees, officers, or other private individuals, or other organizations operating for profit; except, the Foundation is authorized to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

Section 2. Lobbying

The Foundation is organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2) and 2522(a)(2) of the Code. No substantial part of activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall be empowered to make the election authorized under Section 501(h) of the Code. The Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision herein, the Foundation shall not carry on any activities not permitted to be carried on –

(a) by an organization exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, and/or

(b) by an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

Section 3. Dissolution

The Foundation may be dissolved by a majority action of the Board of Trustees. Upon dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of the liabilities of the Foundation, dispose of all the assets of the Foundation exclusively for the purposes of the Foundation in such manner as approved by the Board of Trustees after reviewing the recommendations of the Council. Assuming sufficient assets of the Fund, all prior loans or advances made to the Foundation shall be repaid and any restrictions made under circumstances where the donor is entitled to gift proceeds shall be honored upon dissolution or the Foundation. Remaining assets may be disposed to such organization or organizations organized and operated exclusively for charitable, educational, or scientific research purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code, as the Board of Trustees shall determine.

Section 4. Discrimination

The Foundation shall not adopt any practice, policy, or procedure that would result in discrimination on the basis of race, religion, creed, or gender.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Corporations and Associations Act of the State of Maryland, the Foundation's Articles of Incorporation or these Bylaws, a

waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed to be equivalent to the giving of such notice.

ARTICLE XIII

AMENDMENTS TO BYLAWS

These Bylaws, with the exception of the contents of “Article XI, Section 3. Dissolution” and “Article VII, The ELECTRI Council,” may be altered, amended, or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds of the Trustees present at any annual meeting or at any special meeting providing written notice is given of the intention to alter, amend, or repeal and to adopt new Bylaws at such a meeting and, providing any such change is consistent with the Bylaws of NECA.

The contents of “Article XI, Section 3, Dissolution” and “Article VII, The ELECTRI Council” may be altered, amended, repealed, or superseded only after receiving the express written recommendation of the Council.

ELECTRI International Bylaws amended and approved by the Board of Trustees on January 17, 2018.