

**BYLAWS  
OF THE  
NATIONAL ELECTRICAL  
MANUFACTURERS  
ASSOCIATION**

*June 2024*

As amended by the Board of Directors, June 12, 2024.



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**C O R P O R A T E B Y L A W S**  
**O F T H E**  
**N a t i o n a l E l e c t r i c a l M a n u f a c t u r e r s A s s o c i a t i o n**

**Article I**

**I n t r o d u c t i o n**

**Section 1 Objectives**

The objectives of the National Electrical Manufacturers Association (“the Association” or “NEMA”) are to promote and further the interests of manufacturers of electrical products and advocate for public safety as it relates to electrical products, and to this end, among other things:

1. To increase the amount and improve the quality of electrical service to the public;
2. To promote the standardization of electrical products;
3. To collect information relating to the industry and to disseminate such information to the members of the Association and to the public;
4. To appear for the members of the Association before, and to cooperate with, governmental departments and agencies in regard to matters affecting the industry;
5. To promote a spirit of cooperation among the members of the Association in the attainment of improved production, enlarged distribution, and increased efficiency and effectiveness of the use of electrical products.

**Section 2 Definitions**

**Electrical Products**

The term “electrical products” includes equipment, products, devices, services, digital solutions and materials that generate, transmit, control, store, or enclose electricity, and products and technologies that interface with such products.

**Enterprise**

The term “enterprise” means a business organization, however legally organized to conduct business.

**Fiscal Year**

The fiscal year of the Association shall be from January 1 to December 31, inclusive.

## **Member Group**

The term “Member Group” shall mean any collection of members of the Association with common interests. “Member Group” embraces but is not limited to Sectors, Divisions, Sections, Committees and Working Groups, organized within the Association to advance common member interests. Member Groups within the Association can be aligned by products and technologies, or by virtue of other aligned interests.

## **Member Section**

As a specific subcategory of Member Group, Sections are comprised of members that manufacture products included within a Board-approved Section scope.

## **Manufacture**

The word “manufacture” shall mean to engineer substantially, produce in whole or in part, or to affect some substantial physical or functional change in an Electrical Product, including any substantial processing and/or substantial assembling operation or writing software. Manufacture includes original design manufacturing in which a unique Electrical Product is substantially designed and/or engineered by the manufacturer, outsourced for physical production, but labeled and sold solely under the manufacturer’s own name.

## **Written or “In Writing”**

The terms “written” and “in writing” refer to information inscribed by any tangible means of expression and include information stored or transmitted in a digital or electronic or other medium that is retrievable in perceivable form.

## **Article II**

### **Membership**

#### **Section 1 Eligibility for Membership in the Association**

##### **Subsection A Classes of Membership**

There are two classes of membership: (1) Electrical Product manufacturer members; and (2) associate members.

##### **Subsection B Electrical Product Manufacturer Members**

Paragraph 1—Enterprises actively engaged in the manufacture in the United States, Canada, or Mexico of any Electrical Product that is (1) developed and designed for sale and use in the United States, and (2) commercially available and sold in the United States.

Paragraph 2—Whenever the Board of Directors shall declare that it is in the interest of the Association to admit to membership in the Association an enterprise actively engaged in the development for manufacture in the United States, Canada, or Mexico of any Electrical Product that is intended to be commercially available and sold for use in the United States, notwithstanding the provisions of Paragraph 1 of this Subsection B.

Paragraph 3—In cases where the enterprise parent company is a multinational company, the North American or US subsidiary may be considered an Electrical Product manufacturer within the meaning of this Article II, subject to applicable dues.

Paragraph 4—Whenever the Board of Directors shall declare that it is in the interest of NEMA to admit to membership in the Association a subsidiary entity of a non-member enterprise parent company, then such subsidiary shall be considered as an Electrical Product manufacturer member within the meaning of this Article II, subject to applicable dues requirements. In reaching its decision, the Board shall consider, among other things, whether the parent company operates or does not operate as an integrated unit engaged in the design, manufacture, and sale of Electrical Products.

Paragraph 5—Whenever the Board of Directors shall declare that it is in the interest of the Association to admit to membership in the Association an enterprise that manufactures any Electrical Product, but the enterprise is not actively engaged in the manufacture of an Electrical Product in the United States, Canada or Mexico, such enterprise shall be eligible for Electrical Product manufacturer membership in the Association. In considering whether it is in the interest of the Association to admit such enterprise to membership, the Board of Directors shall consider the mutuality of interests that such enterprise shares with the NEMA members who are actively engaged in the manufacture of Electrical Products.

### **Subsection C Associate Members**

Enterprises involved with the electrical industry that are not eligible for membership under Subsection B of this Section may be admitted as associate members under such rules and regulations as the Board may, from time to time, determine.

### **Section 2 Application for Membership in the Association**

Application for membership in the Association shall be made in writing and signed by the applicant and shall state that it meets the criteria for membership eligibility set forth in this Article, and it shall contain an acceptance of, and agreement to abide by, the bylaws and other rules and policies of the Association. The Association shall require of an applicant documentation demonstrating that it meets eligibility criteria, including eligibility in Member Sections in the Association.

### **Section 3 Approval of Application for Membership in the Association**

The applicant shall identify to the Association all Electrical Products that it manufactures for sale in the United States. Admission to membership is based upon a determination that an applicant has met the Association's criteria for membership as set forth in Section 1 of this Article II in a specified category and has provided other required information as set forth in Article VIII. After Association staff determines that an applicant has met those criteria, the Board of Directors shall consider the applicant for membership, and upon that approval, the applicant shall become a member of the Association.

### **Section 4 Rights and Privileges**

All members may receive information and access resources from the Association and participate in Association activities. Only Electrical Product manufacturer members shall have the right to vote.

### **Section 5 Resignation, Termination and Reinstatement of Membership**

#### **Subsection A Resignation**

Any member may resign from membership at any time by giving at least six months advance written notice thereof to the Association President or the Secretary. Any such member that gives such notice shall remain liable for the payment to the Association of: (1) its unpaid obligations to the Association as of the date of the notice; and (2) the portion of its annual membership dues and any other financial obligations to the Association that will accrue through the end of the six-month period following the date of the notice.

#### **Subsection B Termination**

Membership in the Association may be terminated for cause, which shall include but not be limited to failure to timely pay dues, fees or other assessments; a violation of the Bylaws or any rule or policy of the Association; any other conduct prejudicial to the best interests of the Association; or a failure to otherwise meet the criteria for membership. Failure to timely pay dues, fees or other assessments when due, and after reasonable notice of past due amounts has been given, shall result in termination of membership without requiring deliberation by the Board. Any member proposed for termination for a reason other than failure to pay dues, fees or other assessments shall be given at least fifteen (15) days' advance written notice, including the reason for the proposed termination, an opportunity to contest the proposed termination in writing or in person before the Board, and final written notice of the Board's decision. Other than for failure to pay dues, fees or other assessments, termination shall be by a two-thirds vote of the full Board of Directors. The member shall remain liable for the full amount of membership dues as well as any assessments which may be levied against members through the effective date of the member's termination.

### **Subsection C Reinstatement of Membership**

Any member in good standing that resigns from membership can reapply for reinstatement of membership at any time. However, if reinstated, that member may not participate as a member or otherwise in any NEMA standards development for a period of five years from the effective date of the original resignation unless dues are paid for the intervening period of non-membership. This prohibition is for NEMA-only standards development and does not apply to standards affiliated in whole or in part with the American National Standards Institute.

Any former member whose membership has been terminated for cause is eligible for reinstatement only upon the payment of all Association charges unpaid by it at the time of termination of membership and/or other settlement or resolution of cause satisfactory to the Association, and upon approval by the vote of two-thirds of the entire Board of Directors.

## **Article III**

### **Management**

#### **Section 1 Board of Directors**

##### **Subsection A Board of Directors**

The management of the Association shall be vested in a Board of Directors to be composed of individuals who shall be Representatives of members. The membership of the Board shall be as provided in these bylaws.

##### **Subsection B Number and Qualifications**

###### *Paragraph 1—Number*

The Board of Directors of the Association shall consist of: (1) 30 individuals, who shall be Representatives of the members, elected in the manner and for the term stated below; and (2) the President of the Association shall be an ex-officio member.

###### *Paragraph 2—Rotation of Membership*

It shall be the duty of the Nominating Committee to make its choice that, in the event that its nominees are elected, the membership of the Board will not then include more than eight elected members who have continuously served for more than three terms. The first term of an elected member shall be counted regardless of its duration. A one-year interval between terms shall be considered to have broken continuity of service.

##### **Subsection C Nominations**

###### *Paragraph 1—Nominating Committee*

At least four months before each Annual Meeting of the Association, the Chair of the Board of Directors shall appoint a Nominating Committee to nominate individuals for membership on the Board of Directors to be elected at such meeting, and shall designate one of the members of the Nominating Committee as Chair. The Nominating Committee shall consist of at least three members of the Board of Directors.

###### *Paragraph 2—Recommendations by Member Groups*

The Nominating Committee will consider recommendations by Member Groups that have been submitted at least sixty days before each Annual Meeting of the Association.

###### *Paragraph 3—Notice of Nominations*

At least ten days before each Annual Meeting of the Association, the Nominating Committee shall cause to be communicated to each member of the Association a list of the

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nominees proposed by such Committee, each of whom shall have agreed to serve as a member of the Board of Directors, if elected.

**Subsection D Election and Term**

At each Annual Meeting of the Association there shall be elected by the Association (a) ten Directors to serve for a term of three years each, and (b) such number of Directors as may be necessary to fill all additional elective vacancies existing on the Board at the time of such Annual Meeting, each of whom shall serve for the remainder of the term of office of his or her predecessor. If there are more nominees than vacancies, the nominees receiving the largest number of votes for the respective offices to be filled shall be elected. Newly elected Directors shall assume office immediately upon election.

**Subsection E Vacancies**

Whenever a vacancy shall occur among the 30 elected members of the Board of Directors, the remaining Directors, may, by the affirmative vote of a majority of them, elect a Director to fill such vacancy. Any Director so elected shall serve for the unexpired term of his or her predecessor.

**Subsection F Meetings**

The Board of Directors shall hold at least three regular meetings each year. At least two weeks' notice of the time and place of all regular meetings shall be sent to the members of the Board. Special meetings may be called at any time by the Chair of the Board of Directors or by any two Officers upon at least one day's notice. Members of the Board of Directors or any committee designated by the Board, may participate in a meeting of the Board or committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at the meeting.

**Subsection G Quorum and Voting**

At each meeting of the Board of Directors, eleven members shall constitute a quorum provided that in determining the presence of such quorum not more than one Representative of any member of the Association shall be counted. A majority vote carries an action at a meeting where a quorum is present. The Board may take action without a meeting where all Board members unanimously consent to the action in writing, including via electronic transmission.

**Section 2 Board Committees**

The Board of Directors shall appoint such Board Committees as it deems necessary. All such Board Committees shall act under the direction of the Board and shall have and exercise such duties and powers as may be delegated to such Board Committees by the Board.

**Subsection A Appointment of Board Committees**

The Board of Directors shall appoint such Board Committees as may be necessary, or convenient, for the proper conduct of the affairs of the Association. By resolution of the Board, the Board shall prescribe the scope of such Board Committee, its authority to act on behalf of the Board or make recommendations to the Board, the number of members of the Board Committee and the process by which they are appointed, and its term.

**Subsection B Term of Office**

The members of Board Committees shall hold office until the next Annual Meeting of the Association or until the appointment of their successors.

**Subsection C Appointment of Committee Chair and Members**

The appointment of Board Committee members and Board Committee chairs shall be made by the President and ratified by the Board.

**Subsection D Quorum**

A majority of the members of a Board Committee shall constitute a quorum of the Board Committee.

**Subsection E Voting**

No member of a Board Committee may vote by proxy. Where alternates have been appointed, an alternate may vote in the absence of the Board Committee member for whom he or she has been designated as an alternate.

**Section 3 Officers**

**Subsection A Board Officers**

The Board of Directors shall elect from among its membership the following officers at a regular meeting: Chair of the Board, one Vice-Chair of the Board, and Treasurer. These officers shall be elected by the Board of Directors for a term of one year commencing upon conclusion of the Annual Meeting of the Association held at the time of election. No person shall hold any of the foregoing offices for more than three full consecutive terms unless there shall have been a lapse of one year between the date of his or her retirement and subsequent election. Officers elected from the Board of Directors shall serve without compensation.

Paragraph 1—*Chair of the Board*

The Chair shall preside at all meetings of the Association and the Board of Directors and, subject to the direction of the Board of Directors, shall be the chief elected officer of the Association.

Paragraph 2—*Vice Chair of the Board*

During any period of absence or temporary incapacity, the Vice Chair shall perform the duties and have the powers of the Chair. In the event of vacancy or resignation of the Chair, or in any case where the Chair shall fail to make such designation, the Vice Chair, who for the balance of the term, or during such period of absence or temporary incapacity, shall perform the duties and have the powers of the Chair.

Paragraph 3—*Treasurer*

The Treasurer shall oversee the finances of the Association including but not limited to the keeping of proper books of account. At the close of each fiscal year the books shall be audited by a certified public accountant selected by the Executive Committee and overseen by the Treasurer and a report of such audit shall be made to the Board of Directors, which shall make it available to each member of the Association upon request. The Treasurer or designee authorized by the Board of Directors, shall direct the keeping of funds in a bank or banks and investment accounts, and disburse the funds of the Association under the direction of the Board of Directors.

Paragraph 4—*Vacancies of Vice Chair or Treasurer*

In the event of a vacancy of the Vice Chair or Treasurer, the Chair may appoint a replacement.

**Subsection B   Staff Officers**

The Board of Directors shall appoint a President and Secretary who will serve at the discretion of the Board of Directors on such terms and for such time as the Board of Directors shall determine. In addition, the Board of Directors may establish such other officers and assistant officers as they from time to time decide. The President shall have the authority to appoint such other staff officers and assistant staff officers for positions established by the Board, on such terms and for such time as the President shall determine. Resignation of a staff officer will become effective immediately or on the date specified in any notice to the Board of Directors or the President, and a vacancy will be deemed to exist as of such effective date. Any vacancy occurring, whether by resignation, removal, death or otherwise, shall be filled by the President. In the event the President is unable to perform the duties of the office of President for any reason, the Board of Directors shall appoint an acting President until the President is able to resume his or her duties or a successor is chosen.

Paragraph 1—*President*

The President shall be an ex officio, voting member of the Board of Directors and attend meetings of the Board of Directors and the membership and make such reports on the operations, programs, and services of the Association as requested by the Board of Directors.

The President, subject to the control of the Board of Directors, shall supervise the affairs of the Association and shall be responsible for executing the policies established by the Board of Directors. The President will perform all duties prescribed by the Board of Directors or these Bylaws, and those duties incident to such office. Subject to such policies and procedures as the Board shall determine, the President shall appoint and employ such other executive, administrative, and technical staff, or other specialists, as necessary to carry out the work of the Association.

Paragraph 2—*Secretary*

The Secretary, or a designee under the direction of the Secretary, shall attend all meetings of the Board of Directors and all meetings of the members, and shall record all the proceedings of the meetings of the members and of the Board of Directors . The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law or as directed by the Board of Directors or the President, and shall perform such other duties as may be prescribed by the Board of Directors or by the President, under whose supervision the Secretary shall function. The Secretary or an Assistant Secretary may also attest all instruments signed on behalf of the Association. The Secretary shall in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the Board of Directors, or, if authorized by the Board of Directors to do so, by the President.

**Article IV**  
**Indemnification**

**Section 1 Indemnification**

The Association shall indemnify each of its directors and officers to the full extent permitted by law and shall advance the costs of defense to such indemnified persons to the full extent permitted by law. The Association shall also have power to make any other indemnification and advancement of defense costs that is permissible under the law and authorized by resolution of the Board.

**Section 2 Insurance**

The Association shall maintain liability insurance and insurance to cover the handling of funds by officers, directors, and employees of the Association. The Association shall also procure additional insurance in amounts and types as determined by the Board.

## Article V

### **Membership Voting**

#### **Section 1 One Vote on All Questions**

Each Electrical Product manufacturer member shall be entitled to one vote through its designated Voting Representative upon matters presented to the entire membership of the Association.

#### **Section 2 Proxies and Alternates**

At the Annual Meeting of the Association, the Voting Representative of any member may be represented by another employee of such member, or by a proxy granted to the President of the Association.

#### **Section 3 Required Vote at a Meeting**

Except as provided in these bylaws, or as may be otherwise provided by law or by the Certificate of Incorporation of the Association, the vote of a majority of the members of the Association at any meeting duly called at which there is a quorum present shall be the act of the members. A quorum shall be ten percent of all members entitled to vote.

#### **Section 4 Written Ballots**

##### **Subsection A Proper Subjects and Standard Voting Period**

Except with respect to the election of members of the Board of Directors (when not elected pursuant to Article III, Section 1, Subsection D) and of officers of the Association, any vote of the Association may be taken by ballot without a meeting. Unless otherwise specifically provided in these bylaws, or unless otherwise provided in specific cases by the Board of Directors, the voting period shall be no shorter than ten (10) business days and no longer than forty-five (45) calendar days. In the absence of a specific determination, the standard voting period for ballots shall be ten (10) business days.

##### **Subsection B Votes—How Recorded**

All ballots shall provide for recording the votes of members in the affirmative or negative. Ballots require a simple majority of affirmative votes where a quorum participates for passage. A member who shall expressly decline to vote shall be recorded as not voting on the specific question involved, except as otherwise provided in these bylaws. The recorded votes of a ballot shall be reported in writing to the Membership or announced at the next meeting of the Membership, except where disclosure of a vote reveals confidential information.

## Article VI

### **Meetings of the Association**

#### **Section 1 Annual Meetings**

The Annual Meeting of the Association shall be held during the fourth quarter of the year, at such time and place as may be fixed by the Board of Directors, and other meetings of the Association shall be called and held as provided in the bylaws. The term “Annual Meeting of the Association,” when used in these bylaws, refers to that meeting of the membership at which the general business of the Association is conducted. Membership may participate in the Annual Meeting of the Association by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at the meeting.

#### **Section 2 Substitute for Annual Meeting**

Whenever the Board of Directors shall declare that for any cause it is not in the interest of the Association to hold the Annual Meeting, then no such meeting shall be required to be held under the Certificate of Incorporation and these bylaws, and the Board of Directors shall fix a date in the fourth quarter of the year by which date the members of the Association shall vote by letter ballot on any matters which may be acted upon by the members of the Association constituting an Annual Meeting. The voting period for this letter ballot shall be fourteen days ending on the date fixed as above for voting by letter ballot and such date shall be deemed to be the date of the Annual Meeting within the meaning of the Certificate of Incorporation and these bylaws.

#### **Section 3 Other Meetings**

Other meetings of the Association may be called at any time by the Chair of the Board of Directors and shall be called by the Chair of the Board of Directors upon the written request of at least ten members of the Board of Directors.

#### **Section 4 Notice of Meeting**

Notice of the time and place of, and business to be conducted at, each meeting of the Association, shall be sent by the President to each member of the Association. The notice of the Annual Meeting shall be sent at least thirty days prior to the meeting. The time of notice of other meetings may be set, from time to time, by the Board of Directors. Unless otherwise provided by law, notice of any meeting of the Association shall be given not less than 10 nor more than 60 days before the date of the meeting.

**Section 5 Quorum**

Ten percent of the membership shall constitute a quorum at all meetings of the Association, but a lesser number may adjourn meetings without notice other than announcement at the meeting.

## **Article VII**

### **Operations**

#### **Section 1 Adoption of the Program**

At each Annual Meeting of the Association, the President shall inform the members of the Association of the projects, activities, and services of the Association for the current and ensuing fiscal year.

#### **Section 2 General Association Budget**

##### **Subsection A Adoption of Budget**

Operating and capital budgets for the ensuing fiscal year, which both may include an allowance for contingencies, shall be adopted by the Board of Directors.

##### **Subsection B Additions to the Budget**

The Board of Directors may, at any other time, make revisions to the budget.

#### **Section 3 Appropriations from Reserves**

In the event that it becomes necessary to expend funds, for any purpose, in excess of the total amount of the approved budget, the Board of Directors, at any meeting by a majority vote of all members present, may appropriate the necessary additional funds from any reserve funds.

#### **Section 4 Counsel to the Association**

The Board of Directors shall retain Counsel for the Association upon such terms and conditions as it shall deem advisable.

#### **Section 5 Intellectual Property Rights in Publications Prepared in the Course of the Association Projects, Activities and Programs**

The Association owns and maintains the rights in any Association standard, guideline, draft standard or guideline, and any other publication prepared by or through a Member Group, Committee, Coalition or other collaboration of the Association. The Association exclusively owns, or in appropriate cases has licenses to use portions of in all other Association works, publications and related property, in all forms. The Association has the exclusive right to register copyright in any of its print, electronic products, databases, audio/visual products, and any other subject matter or work owned pursuant to the Copyright Act, Title 17, United States Code. By participating in any Member Group, Committee, Coalition or other collaboration of the Association which prepares, edits, revises or publishes any Association standard, guideline, draft

standard or guideline, and any other publication, each member of the Association and the individual participants and committee members acknowledge and agree that the ownership of the copyright of such work product resides with the Association.

**Section 6 – Committees, Coalitions, and Other Association Collaborations**

**Subsection A Establishment**

The Association may establish such committees, coalitions, or other collaborative activities, which are consistent with the objectives of the Association, including the participation of members and/or non-members.

**Subsection B Oversight of Committees, Coalitions or Other Collaborative Activity**

Each committee, coalition or other collaborative activity of the Association, including but not limited to issues coalitions and standards committees led, organized, or governed by the Association, comprised of members and non-members, and may include other companies, associations, non-governmental organizations, academia, and/or other entities, shall ultimately report to the Board, which shall have oversight authority of the committee, coalition or other collaborative activity, including the development of the annual budget, review of programs, ownership and disposition of intellectual property, procedures, and governance.

## Article VIII

### **Dues and Assessments**

#### **Section 1 Payment of Dues and Assessments**

##### **Subsection A General Association Dues**

Members shall pay dues apportioned to them in the manner prescribed by these bylaws. Members may also engage in agreements for the activities where fees are assessed and charged to both members and non-members, if applicable.

##### **Subsection B Aggregate Dues Amount**

The aggregate amount of general Association Dues to be paid by the members of the Association for any one fiscal year shall be the amount of the net operating and capital budgets for such year, approved as provided in Article VII, and such budget shall take into consideration the estimated forecast results of operations in the preceding fiscal year as well as any investment earnings in excess of the reserve balance stipulated by policy.

###### *Paragraph 1—Dues Calculation*

The aggregate dues amount for Electrical Product manufacturer members is apportioned among the members in proportion to each member's net US-based sales as a percentage of all members net US-based sales, submitted to the Association via an annual sales reporting process. If the calculated dues fall below the Board of Directors approved minimum dues amount, the member will be assessed the minimum dues amount. Under limited circumstances, and with approval by the Board of Directors, the President has the authority to utilize a different dues methodology. Associate member dues levels will be set by the Association President.

###### *Paragraph 2—In Case of Inadequate Reports*

In the case of a member who has not provided the requested financial sales information to the Association or has provided an incomplete report of net US-based sales, the President shall assign such sales to such member as, in the opinion of the President, seems proper.

###### *Paragraph 3—In Case of Election of New Members*

The election of a member after the beginning of each fiscal year shall not affect the apportionment of dues theretofore made for such year. Each such member so elected shall pay dues for that part of the fiscal year during which it is a member of the Association. The amount of dues of such member shall be computed in the same manner and using the same rate(s) that are used in computing the dues of other members for the current fiscal year, as provided herein.

**Article IX**

**Assets and Liabilities**

**Section 1 Disposition of Association Assets on Dissolution**

Upon dissolution of the Association, and after payment of all indebtedness of the Association, the funds, investments, and other assets of the Association shall be distributed to another organization, or organizations, exempt from taxation under the provisions of the United States Internal Revenue Code, and no part of the funds, investments, and other assets shall inure to the benefit of any individual enterprise, partnership, or individual firm.

**Article X**

**A m e n d m e n t s**

Any amendment of these bylaws may be taken at any meeting of the board of directors or may be taken without a meeting if all members of the board consent thereto in writing, or by electronic transmission. At least 30 days written notice of any proposed change or changes must be given.