

WHERE DO WE GO FROM HERE?

**URGENT! WE HAVE LESS THAN 30 DAYS!
PLEASE FAX PROXY BY 5:00 PM JUNE 24**

AMENDMENT 2 HAS BEEN DEFEATED

Within recent memory no bylaws proposal recommended by the EASA Board has ever been rejected by the membership, but with the defeat of Amendment 2, this association's members banded together and turned back a campaign to eliminate all governing structures in EASA except for the International Board. This is one victory, but the battle is far from over. Even though Amendment 2 has been soundly defeated, by revising EASA's Governing Policies, the Board of Directors has already taken major steps to "accomplish the objectives" of the Alternate Proposal, drastically curtailing the influence of the local structures of Chapter and Region, and multiplying the power of the International Chairman and Board. **So what do we do now?**

"REPAIR OR REPLACE"

Your customer has called you out to look at a motor with bad bearings. Your recommendation is simple: shut the machine down now and repair the motor, or in a few weeks you may have to replace it. This is where we are with our association. We must repair it now, or eventually we will be talking about replacing it.

As this battle over EASA's governance progressed, I spoke with several members (some very involved and highly placed in the organization) who seriously proposed that the active 20% being alienated should simply abandon EASA and start a new organization to serve the same purposes. I reminded them that EASA has a building, staff, equipment, \$1.7 million in cash reserves, and many other resources that we helped to purchase. Before we secede and undertake the labor and expense of replacing EASA, *let's try to repair it.*

But how do we go about doing this when the International Board has already snatched so much of the power to control EASA from our grasp?

We must first repair the Governing Policies and Standing Rules that were revised by the Board at its February meeting.

Governing Policy 20 was revised to strip the U.S. Chapters of their 10% dues rebate while leaving the 15% rebate of the non-U.S. Chapters intact. In most cases, the Chapters that serve 80% of this association's members will find their resources cut by approximately half, and will force them to either raise dues (just as International has raised *its* dues again) or severely cut back their services and activities. Remember, it is primarily the Chapters that have fought the battle to secure local influence in EASA. The higher rebate foreign Chapters receive may be reasonable considering the higher expenses they face, but nothing justifies the gross disparity in treatment created by the Board's revision.

Governing Policy 31(a) was revised to allow the International Chairman to appoint *four new members* to each Regional Director Nominating Committee: two from the Board of Directors and two appointed at large from the Region. This vastly multiplies the International Chairman's influence in the nomination process. Formerly, the Chairman only appointed enough members to bring each committee's numbers to three. In *only two* U.S. Chapters did he appoint *any members at all*. But now the Chairman appoints enough

members to outnumber the Chapter Presidents in *all but two* U.S. Chapters. Unless this is reversed, the Chairman will effectively control the entire director nomination process.

Governing Policy 31(c) was revised to remove the requirement that nominees be past-Chapter Presidents. This gives the Chairman-dominated committee the power to select "cherry-picked" candidates from anywhere within a Region who are known to support the Board's policies, while avoiding others who might not be so amenable. The requirement that Regional Director nominees be past-Chapter Presidents is the first step in the local democratic process. It assures that Regional Director nominees were (at some point) chosen and approved by individual members of the Region. Without it, in most regions the Chairman-dominated committee will choose all of your candidates for you, some of whom *may have never served EASA at all on the local or (possibly) any other level.*

Although Amendment 2 has been defeated, these actions taken by the Board are in effect *right now!* Unless we act, the funds available to the U.S. Chapters (but not those representing France, Germany or China) will be cut drastically, severely limiting their ability to serve you and defend your ownership of EASA. Unless we act, the candidates on your next Regional Director ballot will be *hand-picked for you* by a committee overwhelmingly influenced by the International Chairman. Unless we act, other unforeseen changes could place control forever beyond your reach, changes that you will never know about until *after* they are accomplished thanks to a "Confidentiality Policy" that only a lawyer could love.

With the defeat of Amendment 2, the members have rejected the Board's plan, *but the Governing Policy changes designed to "accomplish the objectives" of that plan must now be rejected as well.* EASA's members must rescind them before these powers are used to completely dominate the Regional Director nomination process.

WE NEED YOU IN NASHVILLE!

At the EASA Annual Meeting in Nashville, a coalition of members will present a motion to rescind these actions taken by the Board in February. In accordance with EASA's bylaws, we have forwarded notification to the International Board. It will be a difficult task, because any motion to rescind an action by the Board must garner a two-thirds majority in order to be adopted.

If you are coming to Nashville, and if you will vote with us in these efforts, please let me know. We will be counting on you! **If you are *not* coming to Nashville** please let me (or some other trusted person) have your **proxy vote!** A proxy form is included with this document. Simply complete it, print it out, and mail or fax it to me or your designated proxy holder. If you give your proxy to another person, please ask them to let me know so that I can tally your vote.

Obviously, the first step in regaining control of our association is to reverse the changes that hamstringing the Chapters and multiply the powers of the Chairman, but what comes after this?

Next, we must repair the Board of Directors. At our companies, the authority to run things starts at the owner and flows downward through managers and supervisors to

the employees. Ownership gives us the authority to govern our businesses. **We members are the owners of EASA.** Just like the stockholders of any other corporation, we elect the Directors, approve the bylaws amendments, and hold the power to dissolve the corporation and have its assets distributed to us in proportion. If that doesn't prove that we own EASA, what possibly could? Many members of our International Board of Directors do not accept this idea of the members as owners, and they need a radical shift of mental gears. The authority to govern EASA does not originate in the Board. It originates in the membership, and we delegate that authority "upwards" through the Chapters and Regions, to the Board, to the Officers, and then to the staff. The failure of our Board to recognize the "ownership" of EASA by its members has led directly to this painful battle for the future of our association.

This attitude must be repaired or else the Board must be replaced. Candidates for Regional Director must be closely questioned on this issue and must clearly state their positions: will they work to return the authority to govern EASA back down toward the grassroots of Chapter and Region, or will they continue to work to isolate, gut and destroy these local governing structures? Will they openly communicate with and listen to the wishes of those who elected them, or will they adhere to the code of silence that allows things like Chapter Dissolution and the Alternate Proposal to be cooked up in secrecy?

We should also repair the EASA bylaws. There are at least two changes that we need in order to make our bylaws more responsive to the membership. Even if Governing Policy 31(a) and 31(c) are properly repaired, our organization would be well served by allowing the membership to bypass committee nomination when they deem it appropriate. Therefore, we should establish a process whereby Regional Director candidates can be nominated by petition of the members. Likewise, we need the ability to bypass the Board of Directors with bylaws amendments when necessary, and should also create a process for proposing bylaws amendments by petition. Currently, anyone can "suggest" an amendment, but it must first be "approved by the Board of Directors" [Article XVII, Section 1] before it can be considered.

Most important of all, we must repair Member Apathy. None of the changes I have called for above will be easy, but this is the most difficult one of all, and we need to get started on it right away. (I only placed it last because it is a good one with which to finish.) We can't replace our membership, so we must find a way to repair the problems of apathy and disinterest that plague EASA or else it is just a matter of time until the next plan for "Chapter Dissolution" comes down the pipe.

But I am optimistic. This struggle over EASA's governance has revived the interest of many members who have sat on the sidelines for years, and the coming effort to repair our organization can have the same effect. Participation in EASA's functions, activities and governance has fallen dramatically in the last few years, but there are a host of factors responsible for this and the burden should not be laid at the Chapters' feet. An improving economy and a renewed dedication to the original goals of this organization can do much to help, but it cannot be denied that EASA will have to change and adjust to today's new business climate.

The strength and the resources for this task are found in our organization's grassroots ... the Chapters.

Also, it is only natural for people to lose interest in a process in which they are allowed no control, but I believe that as the members reassert themselves into the process, we will see an awakening among our membership. One thing is for sure – moving the control and resources of EASA away from the local level will *never* boost participation!

We've talked a lot about the 20-80 divide: the 20% who are interested in Chapter activities and participate in them, and the 80% who are not and don't. The fact is, the 20% who actively participate at the Chapter level are pretty much the same 20% who participate at International, and EASA is not alone. A 20-80 divide (more or less) is common in virtually every trade, social or volunteer association in existence today, and it is unlikely to change to any great extent no matter what we do. We have to understand that there will always be some who do not have the time or inclination to get involved, but with a renewed dedication to the interests of the minority who *are* involved, I firmly believe that we will see that minority grow in numbers, interest and influence.

EASA can be repaired, but to accomplish that we must be willing to dedicate a portion of our time, resources and attention to its needs. **After all, this is our organization!** If we do these things, I am confident that the best days of the Electrical Apparatus Service Association are still ahead.

IF YOU ARE NOT COMING TO NASHVILLE, PLEASE COMPLETE AND FORWARD A PROXY FORM TODAY. WE NEED YOUR HELP TO WIN!

A Few Quick Notes About Your Proxy Votes

It's possible someone might be a little nervous about granting someone else their proxy, but don't worry. Nothing can be considered unless the Board has been properly notified and the matter publicized. Only the motions to rescind the Board's actions are at issue, but there could also be amendments or procedural votes so the proxy must be worded as broadly as possible. If you are reading this on your computer, you can use Adobe Acrobat Reader to fill in the proxy form before printing it. If you would like to specify that your proxy be only "used for this" or "not used for that" please write or type your instructions on the form where it says "This proxy is granted without restriction, except as noted here." Also, please fill in the name of the person to whom you are granting your proxy. If that's me, enter:

Raymond K. Paden
EASA Southeastern Chapter
Fax to (404) 622-0461

The proxy must be signed by the "official representative" of an EASA member firm in good standing.

This document was written by Raymond K. Paden of the Southeastern Chapter, but is supported by a broad coalition of Chapters and concerned EASA members from across the U.S.A. and Canada. Permission to reprint is granted provided the entire text is reproduced and proper credit given.

You can contact Mr. Paden at (404) 622-1441 or at rkpaden@industrialelec.com



Electrical Apparatus Service Association

ANNUAL MEETING June 2005 PROXY

By affixing my signature to this document, I the undersigned, being the official representative of an EASA member firm in good standing, do hereby grant the right to cast my vote on any and all business that may properly come before the Annual Meeting of the Electrical Apparatus Service Association, held on or about June 29, 2005 in Nashville, Tennessee, and at any adjournments thereto.

This proxy is granted without restriction, except as noted here:

I may withdraw this proxy at any time by written notification delivered to the holder, or I may withdraw it in person at the meeting.

PROXY GRANTED TO:

Please deliver to proxy holder in person, by mail, or **FAX to: 404-622-0461**

Proxy must be signed by the "official representative" of a member of EASA in good standing.

PROXY GRANTED BY (Please print or type):

Name of Voting Member ("Official Member Representative"):	Phone:
Company Name (Name of Member Firm):	FAX:
City / State or Province / Country	

A copy of this document transmitted by telephone facsimile shall be considered as valid as the original.

Signature

Date



**EASA Southeastern Chapter and the
Coalition for Geographical Representation**

Raymond K. Paden
1397 Blashfield Street, SE
Atlanta, GA 30315
(404) 622-1441

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The following has been forwarded to the EASA Board of Directors in accordance with the requirements of EASA's bylaws, and will be presented as a motion at the annual EASA business meeting in Nashville, Tennessee.

WHEREAS at its meeting in February 2005 the Board of Directors of the Electrical Apparatus Service Association took certain actions that were designed to accomplish the objectives of the Alternate Proposal, and

WHEREAS the members have rejected the final step in implementing those objectives with their disapproval of the bylaws amendment recommended by the International Board, and

WHEREAS those actions of the Board were intended to accomplish objectives now repudiated by the membership, therefore be it

RESOLVED, that the revision of Governing Policy 20 adopted by the Board February 2005 be and the same is hereby rescinded. And be it further

RESOLVED, that the revision of Governing Policy 31(a) adopted by the Board February 2005 be and the same is hereby rescinded. And be it further

RESOLVED, that the revision of Governing Policy 31(c) adopted by the Board February 2005 be and the same is hereby rescinded.