

Drafted 5/3/94
Revised 5/5/94
Revised 8/31/94
Revised 11/24/94
Revised 11/22/95
Revised 11/26/96
Revised 5/14/98
Revised 11/11/00
Updated 4/7/06

BYLAWS

of the

ELECTRICAL SAFETY FOUNDATION INTERNATIONAL, INC.

(A Delaware corporation not-for-profit and without capital stock)

Article I

Name, Purposes, Officers, and Members

Section 1. Name. The name of this corporation (hereinafter referred to as the "Corporation") is: ELECTRICAL SAFETY FOUNDATION INTERNATIONAL, INC.

Section 2. Purposes. The purposes of the Corporation shall be: (i) to promote electrical safety in the home, school and workplace; and (ii) to engage in any other lawful act permitted under its Articles of Incorporation and permitted for not-for-profit corporations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on: (i) by a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code; or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 3. Offices. The Corporation shall maintain in the State of Delaware a registered office and a registered agent at such office, and may have other offices within or without the State of Delaware as shall be determined by the Board of Directors.

Section 4. Members. The Corporation shall have no members.

Article II

Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. It shall be the duty of the Board of Directors to carry out the objectives and purposes of the Corporation, and to this end the Board of Directors may exercise all powers of the Corporation. The Board of Directors shall be subject to the restrictions and obligations set forth by statute and in the Corporation's Articles of Incorporation and these Bylaws.

Section 2. Composition, Election, Tenure, and Qualifications. The number of directors of the Corporation shall be unlimited, but shall be no less than seven (7), such number to be fixed by resolution adopted by a majority of the Directors then in office. Directors shall be elected at any regular or special meeting of the Board of Directors by the affirmative vote of a majority of the Directors present at such meeting. Each Director shall hold office for a three (3)-year term, such term, which shall be renewable for one or more terms; provided, however, that each Director shall hold office until his successor is elected and qualified. Effective November 22, 1995, the Board of Directors shall consist of three (3) groups, designated as "classes," each class comprising approximately one third (1/3) of the total number of Directors. Within each class, Directors shall be elected for concurrent three (3)-year terms, and the classes shall be staggered so as to expire at successive intervals of one (1) year. Directors

must be natural persons at least eighteen (18) years of age, but need not be residents of the State of Delaware.

Section 3. Removal and Resignation. Any Director may be removed from office at any time for or without cause by the affirmative vote of a majority of the Directors then in office. Any Director may resign at any time by giving written notice to the Chairman, Secretary or Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors, or any Directorship to be filled by reason of an increase in the number of Directors, may be filled by the Board of Directors at any meeting of the Board of Directors. Such vacancy(ies) shall be filled by the affirmative vote of a majority of the Directors present at such meeting. A Director selected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 5. Compensation. The members of the Board of Directors shall receive no compensation for their services as Directors of the Corporation.

Article III Meetings of Directors

Section 1. Regular Meetings. A regular Annual Meeting of the Board of Directors, either within or without the State of Delaware, shall be held at such time and place designated by resolution of the Board of Directors, for the purpose of electing Directors and Officers of the Corporation and for the transaction of such other business as may be properly brought before such meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Delaware, for the holding of additional regular meetings of the Board of Directors.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any three (3) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Delaware, as the place for holding any special meeting of the Board

Section 3. Executive Committee. The Executive Committee shall be composed of the Chairman, Vice Chairman, Secretary, Treasurer, Immediate Chairman, Program Chairman, and the NEMA President (voting). Its function is to conduct foundation business between Board meetings. Actions taken by the Executive Committee shall be concurred to at the next Board meeting.

Section 4. Notice. Notice of any regular meeting, including the Annual Meeting, of the Board of Directors shall be received by each Director by mail, overnight courier, telecopier, or other mode of written transmittal, not less than twenty (20) days before the time set for such a meeting, and must include the time, date, place, and purpose of such meeting. Notice of any special meeting of the Board of Directors shall be received by each Director by mail, overnight courier, telecopier, or other mode of written transmittal, not less than ten (10) days before the time set for such a meeting, and must include the time, date, place, and purpose of such meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any meeting of the Board of Directors. Any Director may waive notice of any meeting before, at or after such meeting. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called.

Section 5. Quorum. A majority of the Board of Directors then in office shall constitute a quorum for transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of the Directors are present at said meeting, then a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting. Except as otherwise provided by law, the Corporation's Articles of Incorporation, or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Teleconferencing. To the extent permitted by the laws of the State of Delaware, any person participating in a meeting of the Board of Directors may participate by teleconference, conference call, or other electronic means, provided that all persons can communicate with one another, and all persons are otherwise able to fully participate in the meeting. Votes of the members of the Board of Directors received in such manner shall have the same force and effect as votes at a meeting at which the members of the Board of Directors are physically congregated.

Section 8. Action by Unanimous Written Consent. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof

Section 9. Proxy Voting. No proxy voting shall be permitted for any voting by the Board of Directors.

Section 10. Minutes and Parliamentary Procedure. Full minutes of each meeting of the Board of Directors shall be recorded by the Secretary of the Corporation, containing results of the deliberations of the Board of Directors. The minutes shall be submitted to the Board of Directors for approval at the subsequent meeting of the Board of Directors. All meetings shall be conducted in accordance with the latest edition of *Robert's Rules of Order*.

Article IV Officers

Section 1. Officers. The Officers of the Corporation shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer, and such other Officers as may be determined by the Board of Directors. The Board of Directors may elect such other Officers as it shall deem necessary and proper, such Officers to be vested with such authority and to be obligated to perform such duties as shall be prescribed by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of Chairman and Secretary may not be held by the same person. Directors must be natural persons at least eighteen (18) years of age, but need not be residents of the State of Delaware. All Officers must be members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors for a term of two (2) years. Such election shall be by the affirmative vote of a majority of the Directors then in office. The Officers shall be elected at the Annual Meeting of the Board of Directors in each even-numbered year, and shall serve until their successors have been duly elected and qualified.

Section 3. Removal and Resignation. Any Officer may be removed from office at any time for or without cause by the affirmative vote of a majority of the Directors then in office. Any Officer may

resign at any time by giving written notice to the Chairman, Secretary or Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Vacancies. Any vacancy occurring in any office, or any Officership to be filled by reason of a newly-created office, may be filled by the Board of Directors at any meeting of the Board of Directors. Such vacancy(ies) shall be filled by the affirmative vote of a majority of the Directors present at such meeting. An Officer selected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 5. Compensation. The Officers of the Corporation shall receive no compensation for their services as Officers of the Corporation.

Section 6. Chairman. The Chairman shall be the principal executive officer of the Corporation and shall in general supervise and have charge of all of the affairs of the Corporation, pursuant to the direction of the Board of Directors and in accordance with these Bylaws. The Chairman shall preside at all meetings of the Board of Directors. The Chairman may sign any contracts, deeds, mortgages, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer, employee or agent of the Corporation. The Chairman in general shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Vice-Chairman. The Vice-Chairman shall assist the Chairman in his duties and shall exercise the powers of the Chairman during the Chairman's absence or the Chairman's inability to exercise his duties as Chairman. Any action taken by the Vice-Chairman while exercising the duties of the Chairman shall be presumptive evidence of the Chairman's absence or the Chairman's inability to exercise his duties at the time such action was taken.

Section 8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any sources whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairman or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties, as the Board of Directors shall determine.

Section 9. Secretary. The Secretary shall record and keep the minutes of the meetings of the Board of Directors in one or more books provided for such purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate books and records, including but not limited to all correspondence of the Corporation; be the custodian of the seal of the Corporation and see that such seal is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of the Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chairman or the Board of Directors.

Section 10. Delegation of Duties. One or more duties of any Officer of the Corporation may be expressly delegated by the Board of Directors to one or more other Officers, employees or agents of the

Corporation, provided that if such delegation is not to another Officer, then the Officer shall supervise and approve the actions of such employees or agents. Actions taken by Officers, employees or agents of the Corporation shall in all instances be subject to Article VI, Section 4 (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Corporation and in matters of policy.

Section 11. Executive Committee. The Executive Committee shall conduct foundation business between Board meeting actions taken by the Executive Committee shall be concurred to at the next Board meeting.

Article V **Committees**

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors then in office, may designate one or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be Directors of the Corporation, and the Chairman of the Corporation shall appoint the members thereof.

Section 3. Term of Office. Each member of a committee shall continue as such until the next Annual Meeting of the Board of Directors of the Corporation and until his successor has been duly appointed and qualified, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof

Section 4. Chairman. One member of each committee shall be appointed chairman by the Board of Directors.

Section 5. 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 6 Removal and Resignation. Any member of any committee may be removed at any time for or without cause by the affirmative vote of the members of the Board of Directors present at any meeting at which a quorum is present. Any committee member may resign at any time by giving written notice to the Chairman of the committee or to the Chairman, Secretary or Board of Directors of the Corporation. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 7. Quorum and Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating 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.

Section 8. Meeting Procedures. The committee's chairman shall notify members of a committee of its meeting or meetings. If the Secretary is not available to serve as Secretary of the committee, the committee's chairman shall designate a Secretary. Full minutes of each meeting shall be recorded by the Secretary, containing results of the deliberations of any committee with recommendations, if any, and submitted within thirty (30) days of each committee meeting to the Board of Directors. To the extent permitted by the laws of the State of Delaware, any person participating in a meeting of any committee may participate by teleconference, conference call, or other electronic means, provided that all persons can communicate with one another, and all persons are otherwise able to fully participate in the meeting. Any action required to be taken at a meeting of any committee or any action which may be taken at a meeting of any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the committee members entitled to vote with respect to the subject matter thereof. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 9. Proxy Voting. No proxy voting shall be permitted for any voting by any committee.

Section 10. Limitation on Delegated Authority. Actions taken by committees shall in all instances be subject to Article VI, Section 4 (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Corporation and in matters of policy.

Article VI

Miscellaneous Provisions

Section 1. Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the laws of the State of Delaware or under the provisions of the Corporation'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 equivalent to the giving of such notice.

Section 2. Confidentiality. Officers, Directors and committee members of the Corporation shall keep confidential any activities, discussions or initiatives of or arising out of the Corporation which the Board of Directors or management of the Corporation has designated as confidential or which the Officer, Director or committee member should reasonably believe is intended to be confidential.

Section 3. Conflicts of Interest. Officers, Directors and committee members shall fulfill at all times their fiduciary duties to the Corporation, including but not limited to the duty of loyalty, and shall make all decisions related to the Corporation based on the best interests of the Corporation, and not based in whole or in part on any other conflicting business, professional or personal interest. Officers, Directors and committee members shall promptly and fully disclose to the Board of Directors any matter, which constitutes an actual or potential conflict of interest. The Board may determine that such interest is sufficiently adverse to the Corporation as to require further action. Further action may include, but shall not be limited to, recusal of the interested Officer, Director, or committee member from any discussion of, voting on, or participation in any matters to which the conflict of interest pertains; resignation; and involuntary termination.

Section 4. Declaration of Policy. Responsibility and authority for any declaration of Corporation policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board of Directors of the Corporation. Committee's

members of the Corporation are not authorized directly or indirectly to commit the Corporation in any way or in any manner, financially or otherwise, without prior approval by the Board of Directors, except as specified in the approved budget or in specific resolutions of the Board of Directors. The Board of Directors, except as herein otherwise provided, shall have control of the affairs of the Corporation, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Corporation.

Section 5. Limitation of Liability. To the fullest extent permitted by the laws of the State of Delaware, as the same may be amended or supplemented, the personal liability of the Corporation's Officers, Directors and employees to the Corporation for monetary damages is hereby eliminated, notwithstanding any provision of law imposing such liability.

Section 6 Indemnification. To the fullest extent permitted by the laws of the State of Delaware, as the same may be amended or supplemented, the Corporation shall indemnify and hold harmless each Officer, Director and employee of the Corporation against any and all liabilities, costs and expenses (including legal counsel fees) reasonably incurred by him or on his behalf in connection with any civil action or proceeding to which he may be a party by reason of his being or having been an Officer, Director or employee of the Corporation, or by reason of any action alleged to have been taken or omitted by him in such capacity, not with standing any provision of law prohibiting such indemnification. Such indemnity shall be effective only in the event that the interested Officer, Director or employee provides the Board of Directors, within a reasonable time after the institution of such action or proceeding, written notice thereof Such indemnity shall not be exclusive of any other right of any Officer, Director or employee. Such indemnity shall inure to the benefit of the heirs, executor or administrators of each Officer, Director or employee. The Corporation shall be entitled to purchase insurance for the indemnity specified above to the fullest extent, as well as for the indemnity of committee members, volunteers and other agents of the Corporation, as determined from time to time by the Board of Directors.

Section 7. Employees. One or more employees, if such employees are deemed necessary by the Board of Directors, may be hired on a full or part-time, and on a temporary or permanent, basis by the Board of Directors. The chief staff officer shall report to and be supervised by the Chairman of the Corporation. If, in lieu of such employees, staffing for the Corporation is obtained on a contract basis, the Chairman shall be responsible for the supervision and management of such staff persons.

Section 8. Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, committee members, employees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Section 9. Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period established by the Board of Directors.

Section 10. Operating Budget. An annual operating budget of the Corporation shall be prepared by the Treasurer and approved by the Board of Directors each year prior to the beginning of the Corporation's fiscal year.

Section 11. Contracts. The Board of Directors may authorize any Officer(s), employee(s), or agent(s) of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 12. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer(s), employee(s) or agent(s) of the Corporation and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed in the following manner: (i) instruments equal to or less than five thousand dollars (\$5,000.00) may be signed by the chief staff officer, Chairman or Treasurer individually; (ii) instruments between five thousand dollars and one cent (\$5,000.01) and ten thousand dollars (\$10,000.00) shall be cosigned by the chief staff officer and either the Chairman or Treasurer; and (iii) instruments greater than ten thousand dollars (\$10,000.00) shall be signed by the chief staff officer and either the Chairman or Treasurer and must receive the prior approval of the Board of Directors.

Section 13. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 14. Internal Controls. The Board of Directors shall establish policies and procedures to ensure that proper and adequate controls of the Corporation's financial affairs exist.

Section 15. Bi-annual Financial Audit. Unless otherwise required by applicable law or by vote of the Board of Directors, there shall be an audit of the Corporation's financial books and records by a properly-accredited independent certified public accounting firm, to be designated by the Board of Directors every other year beginning in the year 2008 for the fiscal year ending December 31, 2007. For those fiscal years for which no audit is required by this Section, there shall be a review of the Corporation's financial books and records by a properly-accredited independent certified public accounting firm or NEMA financial staff, to be designated by the Board of Directors.

Section 16 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Section 17. Governing Law. All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of Delaware.

Section 18. Headings. The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify or place any construction upon any of the provisions of these Bylaws.

Section 19. Severability. All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full effect.

Section 20. Gender. As used in these Bylaws, the masculine pronoun shall include the feminine.

Section 21. Amendments. The power to adopt, amend or repeal these Bylaws shall rest with, and may be executed by, the Board of Directors of the Corporation. These Bylaws may be altered, amended or repealed, and one or more new Bylaws may be adopted, by the affirmative vote of a majority of the members of the Board of Directors then in office at any regular or special meeting of the Board of Directors, provided that the notice of proposed action shall have been included with the required meeting notice or shall have been waived as provided in these Bylaws.

Adopted 5/14/98

I HEREBY CERTIFY that the foregoing is a full true and correct copy of the Bylaws of the ELECTRICAL SAFETY FOUNDATION INTERNATIONAL, Inc., a Delaware not-for-profit corporation, as in effect on the date hereof.