



NRCA Conflict of Interest Policy

Members of the board of directors (the “board”), officers and members of committees of the National Roofing Contractors Association (“NRCA”) must act at all times in the best interests of NRCA. The purpose of this policy is to help inform directors, officers and committee members about what constitutes a conflict of interest, assist the board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual board and committee members as described below:

1. Board members, officers and committee members have a fiduciary duty to conduct themselves without conflict to the interests of NRCA. In their capacity as NRCA representatives, they must subordinate personal, individual business, third-party and other interests to the welfare and best interests of NRCA.
2. A conflict of interest is a transaction or relationship that presents or may present a conflict between the obligations of a board member, officer or committee member to NRCA and such person’s personal, business or other interests. Conflicts of interest may arise because of the involvement in a transaction or relationship by the board member, officer, committee member, or a member of his or her immediate family or household.
3. All conflicts of interest are not necessarily prohibited or harmful to NRCA. However, full disclosure of all actual and potential conflicts and a determination by the disinterested board or the applicable NRCA committee members—with the interested board member, officer or committee member(s) recused from participating in debates and voting on the matter—are required. The interested board member, officer or committee member agrees to participate and cooperate with any inquiries from the board or the applicable committee to make their respective determination.
4. All actual and potential conflicts of interests shall be disclosed by all board members, officers and committee members to the NRCA Executive Committee through the annual disclosure form and/or whenever a conflict arises. The disinterested members of the board or the applicable NRCA committee shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The NRCA Executive Committee shall inform the board of such determination and action. The board shall retain the right to modify or reverse such determination and action and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
5. On an annual basis, all board members, officers and committee members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the NRCA Executive Committee, as well as all other conflict information provided by board members, officers and committee members.

NRCA Conflict of Interest Acknowledgment and Disclosure Form

I have read the NRCA Conflict of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a board member, officer or committee member for NRCA. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest or if the information provided below becomes inaccurate or incomplete, I will promptly notify NRCA's chairman of the board and chief executive officer in writing.

Disclosure of Actual or Potential Conflicts of Interest:

Member Signature: _____

Member Printed Name: _____

Date: _____