

NATIONAL ROOFING CONTRACTORS ASSOCIATION

VOLUNTEER

H A N D B O O K

2020-2021



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Message From the Chairman of the Board



Dear NRCA Leadership, Committee Members and Affiliate Executives—

On behalf of NRCA, thank you for agreeing to serve your association during the 2020-21 year. I am proud to be a part of NRCA, which has established itself as the premier organization of roofing professionals with a longstanding tradition of excellence, and I am grateful for the opportunity to serve as your chairman of the board. The members of NRCA's Executive Committee and board of directors represent many facets of the roofing industry and strive to meet the needs of all our members. Through their leadership, NRCA is continuously identifying areas to improve member services, raising awareness of important contributions the roofing industry makes and raising the level of the roofing profession.

We also are proud of our many volunteers whose service on NRCA committees helps shape and strengthen the organization's mission and overall roofing industry. NRCA is strong because of the active participation of its members. I implore you to be engaged, make the most of what your association has to offer and help us position our industry for the future. This is your organization, and its success is your success.

I also encourage you to take some time to review the NRCA Volunteer Handbook and website (www.nrca.net) to familiarize yourself with NRCA and how being connected with this dynamic network of peers can make a difference in not only the roofing industry but also in your business.

As your chairman of the board this year, my goals are to increase membership and attendance at Roofing Day in D.C.; expand participation in NRCA ProCertification,[®] as well as increase usage of our TRAC programs, all of which are a critical components of improving employee quality, performance and productivity. I also will work toward further aligning NRCA's strategic goals, policies, programs and priorities by collaborating with all volunteers to ensure roofing remains essential today and in the future.

Building on our past accomplishments and rich history, together we can continue to make a difference. And though our volunteer experience may be a little different this year, I look forward to working with you virtually and at future meetings throughout the year. I also encourage you to contact me if you have questions or ideas to share. I can be reached at rod@ridgeworthroofing.com.

Respectfully,



Rod Petrick
NRCA Chairman of the Board
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NRCA Statement of Purpose

The National Roofing Contractors Association (NRCA) was formed in 1886 to preserve and promote the art of roof system application. NRCA members recognize that after more than a century of innovation in roofing technology, the following goals are as meaningful and relevant today as they were yesterday and will be tomorrow.

NRCA remains a strong supporter of open competition and the free enterprise system; this competitive environment has led to its member firms' success. NRCA members recognize the perpetuation of a healthy business environment is influenced greatly by their professional conduct. NRCA supports the following practices and encourages members to support them, as well.

Professional roofing contractors:

- Are honest and straightforward with customers, submitting reasonable proposals and answering all questions pertaining to those proposals
- Offer evidence that their companies are insured, as well as bonded and/or licensed where it is appropriate or required
- Encourage their employees to be courteous and law-abiding
- Stand behind their work, offering warranties and/or guaranties where appropriate
- Enter into contracts that are fair and equitable and clearly assign and delineate responsibilities
- Enter into contracts for work they know they are qualified to perform and honor such contracts to the best of their abilities
- Are thoughtful and caring in their relationships with their employees
- Recognize employee health and safety are of paramount concern to the company and its employees
- Support education and training for their employees
- Welcome opportunities to share information about their industry with others in their communities

Details About NRCA

What is NRCA?

NRCA is a nonprofit, tax-exempt 501(c)(6) association of roofing, roof deck, sheet-metal and water-proofing contractors and industry-related associate members. The association's close and frequent contact with members and its many programs and services are vital to the successful operation of member companies.

NRCA is an active and progressive organization of members with a common interest and similar purpose. There is constant development of new ideas, programs and services through scores of committees, task forces and specialist teams. Because of its active leaders and interested members, NRCA enjoys healthy and continuous growth.

NRCA's headquarters is in suburban Chicago near O'Hare International Airport.

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What is NRCA's purpose?

NRCA's purpose is to help enable its members to operate successfully. This assistance takes many forms. In broad terms, it includes technical support, testing and research, education, marketing, government relations, and consultation. Specifically, there are numerous programs, products and services available to members. You should be familiar with the NRCA catalog, which lists NRCA's publications, programs and services.

How does NRCA function organizationally?

NRCA operates with a board of 35-40 directors and nine Executive Committee officers. Each director serves a three- or two-year term, and up to 16 directors are elected each year. All elections are held during NRCA's annual convention.

NRCA's Executive Committee is composed of the chairman of the board, chairman of the board-elect, immediate former chairman of the board and six vice chairmen. The chairman of the board, chairman of the board-elect and immediate former chairman of the board serve one-year terms, and all vice chairmen serve two-year terms. The chairman of the board-elect automatically succeeds to the chairman of the board. Terms of office begin each year on June 1 to coincide with NRCA's fiscal year.

Nominations for NRCA officers and directors are received from individual members and NRCA's affiliated state, local and regional roofing contractor associations. NRCA's Nominating Committee presents its slate of new officers and directors at the member meeting during NRCA's annual convention.

NRCA policy is developed by the board of directors or, in its absence, the Executive Committee. NRCA's various programs and services are derived from its committees, which are appointed each year by the NRCA chairman of the board. Committees are established to recommend programs and services for the association. These committee recommendations are subject to approval by the board or Executive Committee, and from these recommendations new programs and services are initiated. Task forces are assigned specific tasks within a given subject area. Generally, a task force disbands when the assigned tasks are completed.

How is the NRCA staff organized?

The chief paid executive is the CEO. He or she is responsible for the function and effectiveness of NRCA personnel. Each staff person has specific assigned areas of responsibility and may work with several committees. Through the nature of their project-related activities, staff members tend to become experts in certain areas of roofing industry matters. You should call upon staff members often and develop a working knowledge of their individual areas of expertise. We encourage you to visit NRCA's headquarters and Washington, D.C., office. This is an excellent way to meet staff members and gain insight into their activities.

What are additional professional functions within NRCA?

NRCA employs outside professional help in areas where required. NRCA is represented by well-established law firms in Chicago, Washington, D.C., and Florida. In addition, NRCA employs the services of an official insurance adviser. NRCA's general counsel is Trent Cotney, CEO, Cotney Construction Law.

How does NRCA interact with its affiliated associations?

There are 80 state, local, regional and international roofing contractor associations that maintain affiliate status with NRCA. Each of these organizations is independently operated; the only requirements for affiliation are that the organization have at least five members who are NRCA active members and that NRCA receive a copy of the association's bylaws and membership roster.

In return, the executive director of the affiliate group is afforded a full voting membership, and there is regular communication to and among the affiliate executives including sessions at NRCA's Midyear Meetings and annual convention.

NRCA's policy is to encourage the development of state, local, regional and international associations for the good of the industry. NRCA officers, directors and staff members regularly visit affiliates and often are asked to speak at their board and general membership meetings.

Where does NRCA fit with other construction associations?

NRCA is a member of The Associated Specialty Contractors (ASC) and has a staff member who serves on the Association Advisory Council of the American Subcontractors Association. A staff member and contractor member serve as trustees for ASC.

NRCA works in cooperation with The American Institute of Architects, Asphalt Roofing Manufacturers Association; Associated General Contractors of America; Construction Specifications Institute; EPDM Roofing Association; Metal Construction Association; Polyisocyanurate Insulation Manufacturers Association; Roof Coatings Manufacturers Association; International Institute of Building Envelope Consultants; Spray Polyurethane Foam Alliance; SPRI; United Union of Roofers, Waterproofers and Allied Workers; and many other construction industry trade associations.

Where do associate members fit in NRCA?

NRCA's associate members include architects; consultants; engineers; manufacturers; distributors; and suppliers of materials, equipment and services to roofing contractor members. To ensure more industry sectors are given an opportunity to participate fully, NRCA's board of directors amended the association's bylaws at its Feb. 27, 2017, meeting in Las Vegas to grant a minority position on NRCA's board of directors for manufacturers, distributors, architects, engineers and consultants who desire greater partnerships with the organization. NRCA also is committed to involving more people from the supplier and design communities in NRCA committee and task force work.

Who speaks publicly for NRCA?

All final decisions concerning your association are made by the board of directors and/or Executive Committee. These actions are transmitted to the membership by the chairman of the board, committee chairs or headquarters office. The decision regarding who will release information internally will be determined by the nature of the information and circumstances of the decision.

Board and committee members are not authorized to obligate the association. All contracts and obligations are executed by staff. In releasing information concerning NRCA, extreme discretion should be used in making certain the release of such information serves the best interests of NRCA and its members.

What is the role of the committee chairperson?

Committees are the backbone of NRCA programs, and committee chairs carry a great deal of responsibility. Committee chairs should be sure they understand the goals and objectives of their committees and communicate with staff and their vice president liaisons to avoid duplicating the work of other committees.

Committee chairs have the responsibility for calling committee meetings, preparing agendas, and ensuring minutes are taken and distributed. Committee chairs should tap into the talents of their committee members to carry out specific assignments. Chairs may not appoint new members to a committee or authorize travel expenses for noncommittee members to attend a meeting without approval of the NRCA chairman of the board. Committee chairs may not exceed budgets allocated for committee projects without approval of the board or Executive Committee.

Who represents NRCA at meetings?

If you are an officer, director or committee chairman or chairwoman, you probably will receive requests from other organizations to attend meetings on behalf of NRCA.

If you attend as an official NRCA representative as authorized by NRCA's chairman of the board or CEO, your expenses will be reimbursed. Without specific approval, the assumption is that you are personally meeting the request and, therefore, expenses are not reimbursed. Elected officers and specifically appointed representatives to joint committees or construction industry organizations normally are official NRCA representatives and receive expense reimbursement.

How are you informed?

You have an open line into the inner workings of your association and access to all information available about any matter relating to NRCA. You will be kept informed of important NRCA business in various ways:

- A special quarterly newsletter is emailed to officers, directors, former chairmen of the board, committee members and affiliate executives.
- Correspondence for individual matters will be sent to you, and staff members generally will see that you are sent copies when the subject matter directly affects your committee activity.

- Each committee has an assigned staff liaison who will keep the committee informed of association activity.
- Staff and committee reports are presented at each meeting. An annual audit is prepared by a separate public accounting firm and sent to each officer and director.
- News about NRCA is posted regularly on NRCA's website, www.nrca.net, in E-news and on social media.

How often are meetings held, and how are they conducted?

The board of directors holds a minimum of two meetings per year. One is held immediately before the official opening of the annual convention; the other is held during Midyear Meetings in July in Chicago. Committees also meet during Midyear Meetings. In the fall, a specified time is set aside for committees to meet in Chicago. Most committees will meet in the fall unless there is no need for them to meet. The Executive Committee meets a minimum of five times per year.

Because of the multiplicity and complexity of subjects, most board and many committee meetings involve the submission of agendas and, if necessary, supporting materials before the meetings. It is imperative that board and committee members be prepared before meetings. Discussions and decisions are improved when background materials have been studied in advance.

How can you best do your job?

The more active, interested and informed you are, the better director, officer, committee member or affiliate executive you will be.

Here are several suggestions that can help you:

- During each meeting, constructively assess the program(s), and freely express your opinions, thoughts and comments concerning the association activity.
- Try to deal with facts. Rumors, offhand statements and representations not based on fact are a disservice to the association and industry.
- Learn both sides of an issue. In fairness to the association and members you represent, get both sides of a story before forming your opinion.

- Be an interested representative. At times, you will receive reports and requests for your time when you are buried in your own company's work. Try, if possible, to read and respond to NRCA communications.
- Report to members in your area. Share your enthusiasm for NRCA, and let the roofing industry in your area know about the association.
- Defend NRCA decisions. All decisions rendered by your board or committee will not necessarily meet with your approval or the approval of some of the members in your area. NRCA must, however, function by the will of the majority—it is the only way for an association to operate successfully. After a decision is made, it should be accepted by all members. It is, therefore, incumbent upon you in a leadership position to communicate the decision and give the reasoning behind it.
- Work with NRCA in a constructive manner. Automatic agreement is not expected, but confidence and respect are due every member. Each is giving his or her time and effort voluntarily and has a prime responsibility to honestly and forcefully express his individual opinion.
- Finally, enjoy your association service. It is a rare and unique opportunity.

Your Role as an NRCA Leader

NRCA officers, directors and committee members serve NRCA in a fiduciary capacity. As such, you are charged with the duty of adopting sound, ethical, and legal governance, management, and operational policies, as applicable, and promoting consensus and cooperation among all board and committee members.

You will serve in a solely individual capacity and not as representatives of any outside organization, including your employer or any industry affiliated or trade organizations. The appointments are not interchangeable with other individuals from the same organizations or employer, and substitutions at board or committee meetings will be allowed only with the consent of the board or the applicable committee.

You also are expected to make decisions and vote positions based on the best interests of NRCA. In the event that a board or committee member becomes aware of any conflict of interest or perceived benefit or detriment to the interests of that member's home organization or employer, then you must abide by NRCA's Conflict of Interest Policy, which requires disclosure of the conflict and may require your recusal from further consideration of the particular issue.

NRCA officers, directors and committee members also serve important roles in the roofing industry. As such, you are asked to carry out some specific duties designed to communicate NRCA activities and provide a line of communication to NRCA.

Specifically, you are asked to:

1. Become familiar with NRCA's bylaws, antitrust guidelines and financial policies.
2. Serve as liaison for each NRCA member from your area. Encourage prospective members to join. Brief new members about NRCA activities, and explain how to make the best use of their memberships.
3. Communicate NRCA programs, services and activities to your affiliate associations. Try to establish a regular reporting session at the meetings of these important organizations.
4. Respond to NRCA surveys and questionnaires promptly and thoroughly.
5. Establish communications with local chapters of AIA and CSI and others. Make these groups aware of NRCA services and publications, especially *Professional Roofing* magazine, NRCA ProCertification® and The NRCA Roofing Manual, and make yourself available to meet with their leaders to discuss areas of mutual concern.
6. Attend and participate in NRCA board, committee and affiliate meetings when possible. Attend NRCA-sponsored meetings and conferences, especially those in your area, including Roofing Day in D.C..
7. Establish contact with your representatives in Congress. Become involved in the political process, and be prepared to act when asked by NRCA government relations staff. It also is vital you support ROOF PAC, NRCA's political action committee, which helps advance NRCA's mission.
8. Become familiar with legislation and regulations of interest to the roofing industry in your area, and keep NRCA informed of developments.
9. Keep NRCA apprised of roofing- and construction-related collective bargaining agreements negotiated in your area.
10. Reach out to small-business groups and service clubs, and take part in their activities. There are a surprising number of areas where these groups can be of help to NRCA and you.

2020-21 NRCA Officers and Directors

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NRCA Meeting Dates

Dates

Meetings/Events

2020

June 22-July 23

NRCA's Midyear Meetings
Virtual

Oct. 1-4

NRCA Executive Committee Meeting
21c Museum Hotel
Chicago

Oct. 14-17

NRCA Legal Resource Center Annual Conference
JW Marriott
Austin, Texas

Nov. 12-15

NRCA Fall Committee Meetings /Roofing Alliance Meeting
Trump International Hotel & Tower
Chicago

2021

Show: Feb. 24-26
NRCA events: Feb. 21-26

NRCA's 134th Annual Convention and International Roofing Expo 2021
Mandalay Bay Convention Center/Mandalay Bay Resort
Las Vegas

March 23

NRCA Diversity + Inclusion Forum
Marriott Wardman Park
Washington, D.C.

March 23-24

Roofing Day in D.C. 2021
Marriott Wardman Park
Washington, D.C.

April 22-24

Roofing Alliance Member Meeting
Ritz-Carlton
Sarasota, Fla.

July 6-10

NRCA Midyear Meetings
Four Seasons Hotel
Chicago

2022

Show: Feb. 21-23
NRCA events: Feb. 19-23

NRCA's 135th Annual Convention and International Roofing Expo 2022
Ernest N. Morial Convention Center
New Orleans, La.

2020-21 Committee Procedures and Rules

All committee and task force appointments are made by the NRCA chairman of the board. Committees and task forces are at the heart of NRCA activity, and we hope you will accept your assignments and the responsibilities that go with them.

Before a meeting is established, the committee chairman or chairwoman should consider the following important questions to ensure maximum productivity:

1. Is the meeting necessary?
2. Can it be held by conference call?
3. Is it advantageous to hold the meeting at the NRCA headquarters?
4. What is the meeting's purpose?
5. What are the meeting's priorities?

Once the decision has been made to hold a meeting, the staff contact liaison(s) should be notified and included in all meetings and correspondence. Professional assistance will be provided, through staff contact, for the development of surveys and questionnaires.

NRCA's committees and task forces generally are expected to meet at NRCA's offices in Rosemont or Washington, D.C., according to the committee's needs.

Exceptions may be allowed according to these general guidelines: Any committee or task force that wishes to meet at a location other than an NRCA office must have the approval of the committee chairman, NRCA chairman of the board and NRCA CEO. Exceptions will be made only after financial implications have been considered. Any questions about committee meeting sites should be directed to NRCA's chairman of the board or CEO.

Agenda items should be developed in advance of the meeting, with priorities and major decisions receiving added emphasis.

The chairman and staff liaison jointly should determine their roles in the meeting in accordance with the meeting's purpose and priorities. After the meeting, it may be helpful to compare results with regard to purpose. Meeting reports are sent by the staff liaison to all committee members within 10 days.

2020-21 NRCA Committee Appointments

COMMUNICATIONS SECTION

Vice Chairman Liaison: Bryan Karel

Industry Image and Outreach Committee
Membership Steering Committee
Residential Contractors Committee
Social Media Committee

ENTERPRISE RISK MANAGEMENT SECTION

Vice Chairman Liaison: Brad Sutter

Health and Safety Committee
Insurance Board of Governors

INDUSTRY SECTION

Vice Chairman Liaison: Lisa Sprick

Diversity + Inclusion Committee
Global Strategy Committee
International Relations Committee
NRCA CTE/Workforce Development Committee
NRCA Legal Resource Center Committee
Roofing Alliance Board of Trustees

GOVERNMENT RELATIONS SECTION

Vice Chairman Liaison: Sherri Miles

Government Relations Committee
PAC Advisory Committee
Roofing Day Advisory Committee

NRCA UNIVERSITY SECTION

Vice Chairman Liaison: Doug Duncan

Certification Exams Committee
Future Executives Institute (FEI) Committee
NRCA University Operations Committee
ProCertification Clay and Concrete Tile Task Force
ProCertification Metal Panel Systems Task Force
ProCertification Oversight Committee
ProCertification Sheet Metal Flashing Task Force

TECHNICAL SERVICES SECTION

Vice Chairman Liaison: Tupac de la Cruz

Manual Update Committee
Metal Wall Panel Task Force
Steep-slope Repair Manual Task Force
Technical Operations Committee

COMMITTEES REPORTING DIRECTLY TO THE CHAIRMAN OF THE BOARD

Awards Committee
Budget and Finance Committee
Industry Executives Committee
National Roofing Service Corp.
NRCA Investment/Retirement Committee
Nominating Committee
Strategic Plan Review Committee

COMMUNICATIONS SECTION

Vice Chairman Liaison: Bryan Karel

Industry Image and Outreach Committee

Alison LaValley and Ambika Reid, Staff Liaisons

1. Bob Morgan, Chairman
2. Charles Antis
3. Scott Baxter
4. Cheryl Chapman
5. Rick Damato
6. Collin DeBuysere
7. Brenna Driver
8. Jennifer Ford-Smith
9. Paige Harvill
10. Josh Kelly
11. Daniel Kennedy
12. Kyle King
13. Steve Little
14. Lisa Pate
15. David Sanders
16. Brian Schaut
17. Curtis Sutton
18. Elizabeth Walters

Objective: Develop and implement strategies to address the roofing industries' challenges and opportunities associated with its image within and outside the roofing profession and related trades. Increase the influence and visibility of NRCA and the industry by providing support and ideas for National Roofing Week, workforce development efforts, as well as public relations and outreach initiatives as they relate to the strategic plan.

Membership Steering Committee

Jorge Rivera, Staff Liaison

1. Scott Kawulok, Chairman
2. Troy Baker
3. Greg Bloom
4. Manny de Santiago

5. Rudy Gutierrez
6. Steve Harvey
7. Peter Horch
8. Michael Johannes
9. Daniel Kennedy
10. Kyle King
11. Michelle Lane
12. Geoff Mitchell
13. Jim Patterson
14. J.J. Smithey
15. Michael Schneider

Objective: Provide strategic guidance for membership target markets, preferred membership programs, dues structure and programs that affect NRCA's membership recruitment and retention efforts.

Residential Contractors Committee

Chris Casey, Staff Liaison

1. Ken Kelly, Chairman
2. Charles Antis
3. John Arellano
4. Troy Baker
5. Piers Dormeyer
6. Peter Horch
7. Gary Howes
8. Daniel Kennedy
9. Mark MacDonald
10. Michael Schneider
11. Derric Stull
12. Clint Vaughn

Objective: Identify and consider issues affecting residential roofing contractors. Develop recommendations for the Executive Committee for new programs, as appropriate, to be of assistance to those contractors. Develop strategies for recruiting new residential contractors as NRCA members.

Social Media Committee

Krista Berns, Alyssa DeSantis, Staff Liaisons

1. J.J. Smithey, Chairman
2. Charles Antis
3. Brunno Batista
4. Chad Collins
5. Kara Kelley
6. Anita Lum
7. Monica Murphy
8. Farasha Polk
9. Curtis Sutton
10. Elizabeth Walters

Objective: To serve as a sounding board for NRCA's social media staff regarding possible posts, social

media campaigns and outreach efforts. In addition, the committee will be instrumental in helping devise ways in which to explore different audiences and further increase the reach of NRCA's social media efforts.

ENTERPRISE RISK MANAGEMENT SECTION

Vice Chairman Liaison: Brad Sutter

Health and Safety Committee

Harry Dietz, Tom Shanahan, Staff Liaisons

1. Dave Hesse, Chairman
2. Refugio Alvarez
3. Scott Baxter
4. Jim Bigham/Manuel de Santiago
5. Monica Cameron
6. Tom Davies
7. Collin DeBuysere
8. Scott Donnelly
9. John Embow
10. Richard Lawson
11. John Miller
12. Daniel Nowak
13. Diana Petersen
14. Mike Pierce
15. David Ramos
16. Brian Schaut

Objective: To assist the industry in the development of a culture of safety fostered by management leadership and embraced by workers with the goal of keeping roofing workers safe from the moment they leave home until they return from work. The committee focus is to provide members with tools to proactively resolve safety issues and engrain in company workers the principle that the safe approach to work must always be the only approach.

Insurance Board of Governors

Tom Shanahan, Rich Trewyn, Staff Liaisons

- | | |
|-----------------------------|-----------|
| 1. Alex Hernandez, Chairman | (1 year) |
| 2. Rod Petrick | (2 years) |
| 3. Erica Jackson | (3 years) |
| 4. Kyle Thomas | (4 years) |
| 5. Dave Hesse | (5 years) |
| 6. Monica Cameron | (6 years) |

Objective: Provide oversight and direction to all NRCA-sponsored insurance programs. Continually evaluate these and other potential programs, products, and services to meet the insurance-related needs of

roofing contractor members. Ensure the NRCA/CNA general business insurance program is the program of choice for roofing contractors, following the strategic plan as developed by the program's steering committee, and ensure the National General national health care program and the relationship with Construction Insurance Solutions continually develop to meet member and association needs.

INDUSTRY SECTION

Vice Chairman Liaison: Lisa Sprick

Diversity + Inclusion Committee

Alison LaValley and Reid Ribble, Staff Liaisons

1. Elizabeth Walters, Chairwoman
2. Refugio Alvarez
3. John Arellano
4. Cheryl Chapman
5. Mark DeFreitas
6. Brenna Driver
7. Jennifer Ford-Smith
8. Rudy Gutierrez
9. Paige Harvill
10. Erica Jackson
11. Kyle King
12. CJ Martin
13. Kent Schwickert
14. Derric Stull
15. Curtis Sutton

Objective: Promote a greater understanding of supporting diversity and fostering a culture of inclusion within NRCA and throughout the roofing industry. Create a community within NRCA's membership around diversity + inclusion topics; help identify ways to engage and gather underrepresented groups in these initiatives; work to increase NRCA membership and engagement; and develop resources to increase the cultural competency of all roofing professionals and staff.

Global Strategy Committee

Anne Schroeder, Staff Liaison

1. Josh Kelly, Chairman
2. Randy Adams
3. Dane Bradford
4. Dick Bus
5. Piers Dormeyer
6. John Embow
7. Hap Esbenshade
8. Scott Gipson

9. Tim Kersey
10. Dave Lawlor
11. J.K. Milliken
12. Kent Schwickert
13. Stephen Teal
14. James Thomas
15. Brian Whelan/Stan Graveline

Objective: Engage globally to gain access to knowledge, innovation and diversity that enriches NRCA and its membership, while making it more relevant and competitive in the future. Develop informed strategies to successfully navigate the opportunities and challenges of emerging global markets and identify objectives and tactics to manage and achieve the association's global growth initiatives.

International Relations Committee

Anne Schroeder, Staff Liaison

1. John Embow, Chairman
2. Dane Bradford
3. Pascal Civati
4. Zhu Dongqing
5. Piers Dormeyer
6. Rudy Gutierrez
7. Josh Kelly
8. Frank Louwers
9. Bill Mansell
10. Graham Moor
11. James Talman
12. Stephen Teal
13. Dirk Van Kerckhove
14. Guido Vandervelt
15. Hajime Yamazaki

Objective: Increase NRCA's visibility and name recognition abroad by improving communication and relationships with international counterparts and international affiliate organizations. Work and meet with NRCA international members to develop contacts and identify areas where an NRCA presence could benefit the region and association. Participate in international roofing-related conventions and exhibitions and explore opportunities for information exchange with international delegations that attend NRCA's annual convention.

NRCA CTE/Workforce Development Committee

Alison LaValley, Staff Liaison

1. Nick Sabino, Chairman
2. Rick Damato
3. Michael Johannes

4. Rob Kornahrens
5. Michelle Lane
6. Steve Little
7. CJ Martin
8. Jack Moore
9. Bob Morgan
10. Tim Stephens
11. Lance Van Winkle

Objective: Engage and collaborate with national workforce development partners to expand the roofing industry’s footprint in the career and technical education (CTE) community by establishing roofing as a core curriculum. Assist members in addressing workforce shortages by developing industry-specific worker recruitment tools and grow the roofing industry’s future workforce by promoting roofing as a desirable career path to young adults, parents, educators, and other key influencers.

NRCA Legal Resource Center Committee
Alison LaValley and Anne Schroeder, Staff Liaisons

1. George Patterson, Chairman
2. Cheryl Chapman
3. Luke Duffy
4. Kevin Gwaltney
5. Matt Leonard
6. CJ Martin
7. Monica Murphy
8. Rob Therrien Jr.
9. Lance Van Winkle
10. Bob Willis

Objective: Advocate for and oversee the development and delivery of unique legal products and services to educate and foster relationships that enable roofing contractor members to successfully manage and respond effectively to legal, risk management and business issues, including contract language, employment law, regulatory compliance, insurance, safety, and codes and standards.

Roofing Alliance Board of Trustees
Bennett Judson, Staff Liaison

- | | |
|------------------------------------|-----------|
| 1. Kyle Thomas, President | (2017-21) |
| 2. Dave Lawlor, Vice President | (2017-21) |
| 3. Jason Dark, Secretary/Treasurer | (2019-23) |
| 4. Charles Antis | (2019-23) |
| 5. Greg Bloom | (2017-21) |
| 6. Piers Dormeyer | (2019-23) |
| 7. Rudy Gutierrez | (2018-22) |
| 8. Steve Kubicka | (2018-22) |

- | | |
|----------------------|-----------|
| 9. Michelle Lane | (2020-24) |
| 10. Steve Little | (2020-24) |
| 11. George Patterson | (2018-22) |
| 12. Stephen Phillips | (2020-24) |
| 13. Jonathan Reader | (2018-22) |
| 14. Dan Tinker | (2017-21) |
| 15. Dave Tilsen | (2020-24) |
| 16. Kelly Van Winkle | (2019-23) |

Objective: Ensure the Roofing Alliance undertakes educational and research projects that support the highest quality programs for the roofing industry. Ensure timely and forward-thinking industry responses to major economic and technological issues. Enhance the long-term viability and attractiveness of the roofing industry. Administer and enhance the Roofing Alliance scholarship program and construction management schools’ initiative.

GOVERNMENT RELATIONS SECTION
Vice Chairman Liaison: Sherri Miles

Government Relations Committee
Duane Musser, Staff Liaison

1. Tim Stephens, Chairman
2. Randy Adams
3. Bill Baley
4. Hap Esbenshade
5. Sandy Farrell
6. Scott Gipson
7. Tammy Hall
8. Gary Howes
9. Michael Johannes
10. John Kalkreuth
11. Rob Kornahrens
12. Michelle Lane
13. Richard Lawson
14. Matt Leonard
15. Will Lorenz
16. Eddie Marquez
17. Joseph Mellott
18. Hunter Merrill
19. Monica Murphy
20. Jonathan Reader
21. Wade Shepherd
22. Tim Stephens
23. James Thomas
24. Lance Van Winkle
25. Jayne Williams

Objective: Monitor the activities of the federal government, particularly proposed and enacted legislation and regulations. Assess the resulting effect on the

roofing industry and regularly communicate with NRCA members and affiliates about issues of importance. Adopt positions regarding government activities having a national effect on the roofing industry and, with final approval of the NRCA chairman of the board, present the positions to the appropriate governmental bodies. Investigate and implement methods to increase member awareness and interest in the legislative process and assist in the activities of regulatory task forces.

PAC Advisory Committee

Duane Musser, Staff Liaison

1. Kelly Van Winkle, Chairwoman
2. Charles Antis
3. Bill Baley
4. Greg Bloom
5. Chad Collins
6. Sandy Farrell
7. Jennifer Ford-Smith
8. Don Fry
9. Tammy Hall
10. Dave Hesse
11. Hunter Merrill
12. Jonathan Reader
13. Brian Schaut
14. Tom Walker
15. Jayne Williams

Objective: Raise funds, establish fundraising goals and oversee fundraising programs for NRCA's political action committee, ROOFPAC. Also, assist in raising "soft dollar" contributions from corporate members to help support ROOFPAC's fundraising activities. Adjust fundraising goals and programs each election cycle (every two years) to account for current NRCA membership and the profitability of NRCA member companies. Provide oversight of ROOFPAC's contributions to members of Congress and other candidates for federal office. Fundamentally, ROOFPAC was created to build relationships with and sustain the attention of Congress on behalf of the roofing industry.

Roofing Day Advisory Committee

Duane Musser, Staff Liaison

1. Tim Blue, Chairman
2. Troy Baker
3. Bill Baley
4. Greg Bloom
5. Don Fry

6. Brian Gardiner
7. Scott Gipson
8. Tammy Hall
9. Helene Hardy Pierce
10. Ken Kelly
11. Rob Kornahrens
12. Justin Koscher
13. Bob Kulp
14. Bill McHugh
15. Tom Papas
16. Chad Paris
17. Lisa Pate
18. Bob Pope
19. Patsy Sweeney
20. Lance Van Winkle
21. Tom Walker

Objective: Oversee the activities for Roofing Day in D.C. Work to develop position papers with affiliates and other industry groups for the members to take to the appropriate governmental bodies during Roofing Day.

NRCA UNIVERSITY SECTION

Vice Chairman Liaison: Doug Duncan

Certification Exams Committee

Frank Perna, Staff Liaison

1. Nelson Braddy, Chairman
2. Tyler Allwood
3. Bill Baley
4. Scott Baxter
5. Dick Bus
6. Jim Hanson
7. Scott Kawulok
8. Robert Reale
9. Chris Rhoades
10. Tim Stephens
11. Rob Therrien Jr.

Objective: To develop and maintain the industry's certification exams supports NRCA's focus on training and/or certifying all aspects of the roofing industry. The objective also supports the vision to recognize our members as professionals and raise the professionalism of the entire industry.

Future Executives Institute (FEI) Committee

Tom Shanahan and Janice Davis, Staff Liaisons

1. Luke Duffy, Chairman
2. Mark DeFreitas
3. Richard Lawson

4. Matt Leonard
5. Shawn Morgan
6. Diana Petersen
7. Lynn Price
8. Jonathan Reader
9. J.J. Smithey
10. Tim Stephens

Objective: Oversee the continued development of the Future Executives Institute ensuring support of NRCA's vision to recognize its contractor members as professionals.

NRCA University Operations Committee

Amy Staska, Staff Liaison

1. Randy Adams, Chairman
2. Tom Biller
3. Chad Collins
4. Marc Connerly
5. John Embow
6. Jon Gardner
7. Peter Horch
8. Ken Kelly
Geoff Mitchell
9. Monica Murphy
10. Rich Nugent
11. Chad Paris
12. Tim Stephens
13. Kelly Van Winkle

Objective: Provide oversight and direction to NRCA University, its vision, mission and brand. Monitor the progress of existing NRCA University program offerings and explore opportunities for new programs. Provide guidance, input and feedback on Training for Roof Application Careers (TRAC) program development.

ProCertification Clay and Concrete Tile Task Force

Frank Perna and John Schehl, Staff Liaisons

1. Scott Kawulok, Chairman
2. Tyler Allwood
3. Scott Donnelly
4. Don Fry
5. Chris Rakos
6. Wade Shepherd

Objective: Research, develop, author and validate a consensus-based body of knowledge and exam(s) for the Clay and Concrete Tile Certification in conformance with the ISO 17024 certification standard. Ensure that the development process upholds high

levels of validity and defensibility as set forth by the ProCertification Oversight Committee and creates value for all industry stakeholders.

ProCertification Metal Panel Systems Task Force

Frank Perna and John Schehl, Staff Liaisons

1. Dick Bus, Chairman
2. Allen Lancaster
3. Matt Leonard
4. Brian Partyka

Objective: Research, develop, author and validate a consensus-based body of knowledge and exam(s) for the Metal Panel Systems Certification in conformance with the ISO 17024 certification standard. Ensure that the development process upholds high levels of validity and defensibility as set forth by the ProCertification Oversight Committee and creates value for all industry stakeholders.

ProCertification Oversight Committee

John Schehl and Denise Malcolm, Staff Liaisons

1. Rich Nugent, Chairman
2. Randy Adams
3. Kent Anderson
4. Troy Baker
5. Trent Cotney
6. Paige Harvill
7. Alex Hernandez
8. Josh Kelly
9. Bob Morgan
10. David Sanders
11. Michael Schneider
12. J.J. Smithey
13. Curtis Sutton
14. Kelly Van Winkle
15. Mark Zehnal

Objective: Develop policies and procedures that ensure industry certifications maintain high value to all industry stakeholders. Maintain highly valid and defensible industry certifications.

ProCertification Sheet Metal Flashing Task Force

Frank Perna and John Schehl, Staff Liaisons

1. Rob Therrien Jr., Chairman
2. Kevin Gwaltney
3. Allen Lancaster
4. Lance Van Winkle

Objective: Research, develop, author and validate a consensus-based body of knowledge and exam(s) for the Sheet Metal Flashing Certification in conformance

with the ISO 17024 certification standard. Ensure that the development process upholds high levels of validity and defensibility as set forth by the ProCertification Oversight Committee and creates value for all industry stakeholders..

TECHNICAL SERVICES SECTION

Vice Chairman Liaison: Tupac de la Cruz

Manual Update Committee

Glen Clapper, Nick Gallagher, Staff Liaisons

1. Jim Patterson, Chairman
2. Collin DeBuysere, Vice chairman
3. Jean-Paul Grivas
4. Kevin Gwaltney
5. Steve Harvey
6. Allen Hughes
7. Bob Kulp
8. Joseph Mellott
9. Jack Moore
10. Mike Pierce
11. Lynn Price

Objective: In conjunction with NRCA's Technical Operations Committee, carry out a plan for revising and updating The NRCA Roofing Manual, maintaining its position as an up-to-date, authoritative technical resource for the roofing industry. Revise and update as necessary *The NRCA Roofing Manual: Architectural Metal Flashing and Condensation and Air Leakage Control—2018* for publication as a new edition in January 2022. Develop interim updates to the 2019, 2020 and 2021 editions as needed as new technical information and guidelines become available.

Metal Wall Panel Task Force

Maciek Rupar, Staff Liaison

1. Rob Therrien Jr., Chairman
2. Dick Bus
3. Kevin Gwaltney
4. Mark MacDonald
5. Joseph Mellott
6. Stephen Teal

Objective: In conjunction with NRCA's Technical Operations Committee, continue to carry out the plan for a new technical best-practices manual for the design, manufacture, and installation of metal panel wall systems.

Steep-slope Repair Manual Task Force

Glen Clapper, Maciek Rupar, Staff Liaisons

1. Helene Hardy Pierce, Chairwoman
2. Peter Horch
3. Ken Kelly
4. Bob Kulp
5. Chris Rhoades
6. Nick Sabino
7. Derric Stull

Objective: In conjunction with NRCA's Technical Operations Committee, develop and begin to carry out a plan for a new technical best-practices manual for the maintenance and repair of steep-slope roof systems for publication in early-2022.

Technical Operations Committee

Mark Graham, Staff Liaison

1. George Patterson, Chairman
2. Dennis Runyan, Vice chairman
3. Jim Barr
4. Tim Blue
5. Jean-Paul Grivas
6. Helene Hardy Pierce
7. Tim Kersey
8. Jack Moore
9. Stephen Teal
10. David Tilsen
11. Bob Willis

Objective: Direct and manage NRCA's technical activities, including NRCA technical committees and task forces. Direct and manage the CERTA program in conjunction with the MRCA Technical and Research Committee consistent with the NRCA/MRCA CERTA agreement. Determine contractor members' technical needs and establish technical priorities. Recommend to NRCA's chairman of the board the establishment of appropriate committees and task forces to meet those needs. Recommend to NRCA's Executive Committee actions necessary to carry out NRCA's technical programs. Oversee NRCA's technical research projects and, where appropriate, provide reports about these projects to NRCA members. Report about significant technical developments using special reports and technical bulletins.

COMMITTEES REPORTING DIRECTLY TO THE CHAIRMAN OF THE BOARD

Awards Committee

Reid Ribble, Staff Liaison

1. Mark Gaulin, Chairman
2. Helene Hardy Pierce
3. John Gooding
4. Bruce McCrory
5. Rob McNamara

Objective: Select an individual who has given distinguished service to the association and/or industry for NRCA's J.A. Piper Award. A suitably inscribed plaque will be presented to the individual during NRCA's annual convention.

Budget and Finance Committee

Reid Ribble, Harry Ryder, Staff Liaisons

1. Nick Sabino, Chairman
2. Nelson Braddy Jr.
3. Rod Petrick
4. Lindy Ryan
5. Kent Schwickert
6. Kyle Thomas

Objective: See that NRCA's financial records are properly maintained and an annual audit of the records is performed. Develop and maintain a sound fiscal position for the association. Work with staff to develop an operational budget for the fiscal year. Meet at least twice annually to ensure budget objectives are being met.

Industry Executives Committee

Reid Ribble, Staff Liaison

1. Kyle Thomas (NRCA), Chairman
2. Rod Petrick (NRCA)
3. Nick Sabino (NRCA)
4. Tyler Allwood (Eagle Roofing Products)
5. Scott Baker (National Nail Corp.)
6. Greg Bloom (Beacon Building Products)
7. Dick Bus (ATAS International Inc.)
8. John Campbell (Eagle Roofing Products)
9. John Corbett (PABCO)
10. Jason Dark (Duro-Last Roofing Inc.)
11. Anthony Diodati (CertainTeed Corp.)
12. Piers Dormeyer (EagleView)
13. John Doyle (Flex Membrane International)
14. Ken Farrish (Atlas Roofing Corp.)
15. Scott Gipson (Fibertite Roofing Systems)
16. Paul Hantz (Wausau Tile Inc.)

17. Helene Hardy Pierce (GAF)
18. Peter Hicks (Siplast Inc.)
19. Greg Hudson (Georgia-Pacific Gypsum)
20. Creighton James (TESLA)
21. Josh Kelly (OMG Inc.)
22. Tim Kersey (SOPREMA)
23. Michelle Lane (Firestone Building Products)
24. Dave Lawlor (ROCKWOOL)
25. Scott Lelling (Polyglass U.S.A. Inc.)
26. Will Lorenz (General Coatings Manufacturing Corp.)
27. Curtis Maas (Reichel & Drews Inc.)
28. Mark MacDonald (Sherwin-Williams Coil Coatings)
29. Greg Malarkey (Malarkey Roofing Products)
30. Pat McCoy (BASF Corp.)
31. Joseph Mellott (The Garland Company)
32. Max Miller (ICP Building Solutions Group)
33. J.K. Milliken (Tremco Inc.)
34. Dan Murphy
35. Michael Polizzi (A.C.T. Metal Deck Supply)
36. Chris Salazar (Karnak Corp.)
37. Chris Schmidt (USG Corp.)
38. Michael Schneider (Owens Corning Inc.)
39. Nick Shears (Carlisle Construction Materials LLC)
40. Wade Shepherd (Boral Roofing)
41. Joe Smith (Johns Manville Corp.)
42. James Thomas (Topps Products Inc.)
43. Dan Tinker (SRS Distribution Inc.)
44. Tom Walker (ABC Supply Co. Inc.)
45. Elizabeth Walters (Derbigum Americas Inc.)
46. Brian Whelan (Sika/Sarnafil)
47. Richard Zegelbone (Tropical Roofing Products)

Objective: Provide a vehicle for input to the NRCA leadership from representatives from the roofing manufacturing and distributing communities and provide NRCA leaders the opportunity to report about NRCA's current programs and priorities. Make recommendations about pertinent and appropriate issues as may be requested by NRCA's chairman of the board and Executive Committee.

National Roofing Service Corp.

Reid Ribble, Secretary; Carl Good, Assistant Secretary; Harry Ryder, Staff Liaison

1. Nick Sabino, Chairman
2. Tupac De La Cruz, Director
3. Doug Duncan, Director
4. Brad Sutter, Director
5. Kyle Thomas, Director

Objective: As determined by the organization's board of directors.

NRCA Investment/Retirement Committee

Harry Ryder, Staff Liaison

1. Lindy Ryan, Chairwoman
2. Tim Blue
3. Hap Esbenshade
4. Dave Hesse
5. Rob McNamara
6. Geoff Mitchell
7. Rod Petrick
8. Nick Sabino
9. Kyle Thomas

Objective: Working with NRCA's investment advisors, ensure that the investment policy for NRCA's long-term investment fund is appropriate and recommend changes as necessary. Also, monitor and evaluate the performance of the NRCA-sponsored retirement program for member companies, and recommend ways to improve the program's growth. At least annually, assess the performance of NRCA's financial advisors and report that assessment to the NRCA Executive Committee.

Nominating Committee

Reid Ribble, Staff Liaison

1. Nick Sabino, Chairman
2. Jim Barr
3. Dennis Conway
4. Lindy Ryan
5. Kent Schwickert

Objective: In accordance with the bylaws, recommend to the membership a list of individuals to serve the association as its officers and directors.

Strategic Plan Review Committee

McKay Daniels, Tom Shanahan, Staff Liaisons

1. Nick Sabino, Chairman (1 year)
2. Tim Kersey (2 years)
3. Kyle Thomas (3 years)
4. Erica Jackson (4 years)
5. Bob Morgan (5 years)
6. Scott Kawulok (6 years)

Objective: Provide year-over-year continuity of NRCA's strategic plan. Monitor progress of the strategic plan toward its vision. Consider and provide directional recommendations to the Executive Committee ensuring the strategic plan's continued progress. These recommendations may include but are

not limited to short- and long-term objectives and mission revisions that consider, for example, committee- and association-wide-related activities and accomplishments.

NRCA Strategic Plan

The Approach

As it approached the challenge of developing a new strategic plan to guide the organization, NRCA wanted to ensure the plan was dynamic and adaptable. In many organizations, strategic plans rarely are referenced after they are written, and NRCA wanted to create one that inspires succeeding boards to continually develop and change work activities aimed toward its new vision.

The development of a vision, which is aspirational in nature, necessitates the development of a mission statement. A mission statement provides the parameters that begin to shape the activities needed to move the association strategically ahead.

However, even the best plan cannot move forward without measurable objectives. NRCA will set long- and short-term objectives that will be established by committees with the vision in mind. Committee deliberation leads to specific tactics that will be executed by association staff and committee members working together.

These five components (vision, mission, long- and short-term objectives, and tactics) support each other. Its adaptable design precludes this plan becoming a printed five-color, bound document; rather, it becomes one that can be continually updated.



The Vision

Establishing a vision is challenging enough for an organization owned by one person yet ever so much more for an organization where there are thousands of member “owners” represented by any number of stakeholder groups.

The initial focus of the effort was to develop a vision statement with words that reflect members’

feelings and stories about NRCA while answering three questions: Who is NRCA? What does it do? Who should it be?

The vision statement construction is important. In this case, it comprises two sentences: The first describing who the organization is (reflecting members’ stories) and what it does. This provides context to the second sentence, which states the future aspirational and inspirational vision.

To gather the necessary information to develop the vision statement, hundreds of members participated via online surveys, group sessions and one-on-one interviews. Armed with a 34-page detailed summary, NRCA’s Executive Committee deliberated the findings via multiple meetings, calls and email drafts to establish the association’s new 10-year vision.

The National Roofing Contractors Association Vision Statement

Since 1886, the National Roofing Contractors Association has been the home for generations of entrepreneurial craftsmen and enterprises who shelter and protect America’s families and businesses and each other. Our vision is the recognition of our members as professionals and to unite the industry to that purpose.

The vision statement includes NRCA’s legacy (***since 1886, the National Roofing Contractors Association***), who NRCA represents (***generations of entrepreneurial craftsman and enterprises***), what those members do (***shelter and protect America’s families, businesses and each other***), and finally NRCA’s long-term vision (the recognition of our members as professionals and to unite the industry to that purpose). The 10-year time frame signals the commitment of the association to this vision.

Second, armed with the vision, NRCA went again to the membership for its input about the next phase: the development of the mission statement. NRCA received nearly 200 responses from five groups: NRCA’s Executive Committee, board of directors, committee members, members at large and staff.

From those responses, a mission statement emerged. If the vision sets the aspirational and inspirational goals, the mission answers how are we going

to get there. To that end it, too, is broad in nature but sets the stage for tangible, actionable activities represented in the long- and short-term objectives and ultimate tactics.

The National Roofing Contractors Association Mission Statement

NRCA values its members and staff, safety, integrity, hard work and quality. It will advance toward its vision by ensuring consensus decisions are determined through active deliberation inside the committee process.

NRCA sets the following areas of focus (listed alphabetically):

Advocacy

NRCA is the roofing industry's premier advocate. NRCA provides active advocacy for its members with:

- The government—federal and state, where necessary
- Code bodies
- Insurers
- Regulatory agencies
- Others as needed Communication

Through various communication vehicles, NRCA promotes its members':

- Benevolence
- Successes
- Professionalism

Education and/or Certification

NRCA will train and/or certify all aspects of the roofing industry, including:

- Field workers
- Foremen
- Future leaders
- Executives
- Others (architects, consultants, etc.)

Membership growth

- NRCA seeks to grow its membership in an inclusive manner that reflects the diverse nature of the entire industry.
- NRCA will examine its dues structure to best serve the industry.

Safety

NRCA regards worker safety as a primary goal. NRCA:

- Believes safety begins the moment an industry employee leaves his or her home for work until the time he or she returns home safely each day.
- Seeks to provide the most comprehensive safety training available in the roofing industry to provide the safest work environment possible.
- Believes safety includes property. The roofing industry by its nature is designed to protect buildings and their contents. Water damage during or after construction, fires and/or other physical damage are mitigated by our efforts.

Technical

To promote high-quality roof system designs and installations, NRCA provides technical support to the entire roofing industry. Technical support is provided through:

- Advocacy
- Training
- Research

The mission statement and areas of focus will change, either together or independently, over time, reflecting the adaptable nature of this plan. The areas of focus do not supplant the importance of the many other ongoing association activities not listed here that are vital for vision attainment, such as *Professional Roofing* magazine. The staff support section, which follows, provides those details.

NRCA Staff Support

NRCA has the tools to deliver on the idea of unifying the industry to improve its members' recognition as professionals. In fact, NRCA is uniquely qualified to take on this challenge because it already has in place the human capital and structure to move the industry forward.

NRCA has professionals on staff in the following disciplines:

- Advocacy
- Communications
- Education and Certification
- Enterprise Risk Management
- Finance
- Legal
- Marketing
- Membership
- Publications
- Technical

In addition to staff, NRCA members represent the finest the industry offers. From raw material suppliers all the way to delivery of complete roof systems, NRCA members provide contributions to the association in many disciplines via the committee process.

Advocacy

One of the most significant ways to have a positive effect on the industry image is to tell the roofing industry's story to policymakers in Washington, D.C., and state capitals. NRCA is uniquely positioned to assist in uniting the industry to speak with one voice. With a team of highly skilled professionals working in the NRCA Washington, D.C., office, NRCA already is effective. But more can be done.

NRCA will expand the reach of its grassroots activities, facilitate national fly-in advocacy days, strengthen ROOFPAC, provide best practices for our affiliates to deploy in state governments and continue its engagement with members of Congress from both political parties.

Communications

The roofing industry is replete with good stories. NRCA members provide the highest-quality installations in the world and do so on many of the nation's most prominent buildings. NRCA members also are extraordinarily charitable. In hundreds of communities throughout the U.S., NRCA members contribute scholarships, new roofs and financial support that make the communities they live in better.

NRCA will unite the industry in effort to engage the media with press releases about our members

projects and charitable work focusing on making our members good work noticeable in their hometowns. When NRCA members do something of national note, the association will communicate those with national media. NRCA will expand its footprint in social media and maximize the use of *Professional Roofing* as well as other communication pieces NRCA routinely distributes.

Education and Certification

NRCA seeks to unite the industry around the cause of uniform, nationally recognized worker training in all roofing disciplines. This long-term project includes the development and delivery of training for roofing workers and the employees who supervise them. The training system is being developed using strict adherence to ANSI standards governing the policies of certifications with the goal of certifying the U.S. roofing workforce.

A fully trained and certified workforce offers an additional layer of consumer protection that simply does not currently exist in the roofing industry. Most but not all training is provided by a varied, ad hoc system of manufacturer and/or distributor training as well as on-the-job training for roofing workers provided by roofing companies. A uniform system of training and certifying workers can be transformational for roofing companies as it can provide immediate and tangible results that could include:

- A clearly defined career path for new workers interested in learning a trade and the recruitment of these individuals into a roofing career
- Mobility for roofing crews working for companies that work in multiple states/jurisdictions
- An improvement in installed roof system quality and a higher level of quality for building owners
- A recognition of the professional services roofing workers provide
- An improvement of worker performance that manifests itself in higher productivity

Enterprise Risk Management

The roofing industry has no shortage of risk whether it is to workers or the companies that employ them. Reducing risk for members includes creating programs to reduce employee injuries, reduce the likelihood of building fires and water damage, reduce

driving-related accidents and reduce theft. Any one of these items (and others) can damage a company's reputation.

In addition, risk to members' businesses is significant whether its contractually, regulatory- or employment-related. Each requires supporting members' professional standing through the availability of insurance program offerings, reaching out to government agencies and offering legal support.

NRCA seeks to unify the industry to mitigate risks at all levels by working with external partners, developing educational program and products, and providing specific risk management training for roofing companies. As catastrophic losses are reduced so are the negative images and press coverage that naturally come as a result.

Finance

Any discussion about NRCA's mission must include the area of finance. NRCA seeks to manage the financial resources provided by its members, products, programs and services in the most cost-efficient manner possible. NRCA will deploy the financial resources it has in a manner that unites and improves the industry for all stakeholders.

Legal

NRCA believes all contractor members should take advantage of the resources and legal assistance available through the National Roofing Legal Resource Center, whose legal experts will help address some of the toughest legal, business and employment issues, including:

- Contract language
- Employee relations
- Regulatory compliance
- Payment provisions

Marketing

Using NRCA's team of marketing professionals, NRCA will develop marketing programs its members can deploy in their companies. By unifying the industry around specific messaging, NRCA members can begin to drive a unified message nationally. Because NRCA has members in every state and major metropolitan area, it can facilitate communication around key concepts that can nationalize what its members

do. NRCA has experience with in the past with its "Insist on a Roofing Professional" initiative as well as other marketing programs.

Membership

For NRCA to truly be effective, it has been determined membership growth is critical. NRCA will seek to unify the entire roofing industry by using growth models that are inclusive and allow all roofing stakeholders to join its efforts to improve the professional reputation of the entire roofing industry.

NRCA's ability to drive any message will be directly related to its membership footprint. Growth is critical for driving a message that penetrates.

Publications

Professional Roofing in its print, digital and online editions is the most widely read and respected magazine in the roofing industry. As such, its influence can be an effective vehicle for driving a consistent, unified message.

Yet NRCA produces many other communication vehicles. Technical documents, For Members Only newsletter, Industry Issue Updates, electronic communications along with many others can all be used in this effort.

Technical

NRCA's technical department can unify the industry to improve the quality experience for building owners by working to identify potential problems and quickly disseminate information to solve them.

Minimizing risk and improving the quality experience for customers requires engagement with virtually every stakeholder involved in a roofing project. NRCA regularly works with designers, consultants, manufacturers, government and independent agencies such as ASTM International, building code bodies, FM Global, etc., to ensure its members are equipped with the most current information available.

Risks such as roof system failures, roof leaks, poor workmanship, manufacturing and/or design errors can sully a reputation faster than anything. NRCA's technical department exists to support NRCA members by thoroughly understanding the technical issues they face and along with committed volunteers serving on various technical committees, continually update an array of technical manuals and reports.

Keeping lines of communication open and transparent with industry partners improves quality and reduces job-site mistakes. For example, translating technical documents into more languages can serve to improve on-site quality. Working together brings excellent results.

NRCA Financial Policies

With continued vigorous committee activity and increased volunteer efforts by NRCA officers and directors, it is important there is a clear statement of NRCA expense reimbursement policies.

This section is intended to provide you with specific information. If a situation is not addressed, please call NRCA at (847) 493-7570 and speak with CEO Reid Ribble.

General

A large portion of NRCA's budget is dedicated to committee, officer and director reimbursement. NRCA accounts for hundreds of thousands of dollars of reimbursements, and it is in our mutual best interest to know, understand and follow carefully the following policies and procedures.

All expense reimbursements require submission of an expense statement with supporting documents, such as original receipts.

In every instance where expense forms are to be submitted, they are due within 60 days of the event.

All contracts, official documents and purchase orders, including any order of printing, etc., must be executed through NRCA's headquarters office.

Except in unusual circumstances, NRCA will not reimburse the cost of wireless/Internet fees, photocopies or other miscellaneous expenses.

Board of directors, Midyear Meetings and Annual Convention

There is no expense reimbursement in connection with a regular NRCA board of directors meeting. There are two regularly scheduled board meetings each year: one during NRCA's annual convention and one during NRCA's Midyear Meetings. Further, there is no expense reimbursement for committee meetings held during the annual convention and Midyear Meetings.

In addition, attendees of NRCA's Fall Committee Meetings are responsible for airfare, ground transportation and meals.

There also is no expense reimbursement for associate members attending committee meetings held in conjunction with NRCA's annual convention, Midyear Meetings or NRCA's Fall Committee Meetings.

Committee expenses

Committee members are reimbursed for coach-class airfare and single-rate hotel rooms while involved in official NRCA activity (see official representation of NRCA below).

If possible, airline tickets should be booked through NRCA's travel agency, Cary Travel, Kristie Michonski, kristie@carytravelexpress.com, or (847) 767-4614.

The agency has been instructed to book tickets for the lowest available airfare that does not cause an inconvenience. For example, you will not be asked to take a red-eye flight or have layovers if other options are available. Actual costs in excess of the lowest available rates will be charged back to the committee member.

Expense statements are received at NRCA and checked for receipts and accuracy. They are approved by the appropriate staff section vice president, processed for payment and simultaneously sent to the chairman of the board-elect for approval. The chairman of the board-elect will note any discrepancies or inconsistencies and will contact you if there are questions. The vice chairman liaison is considered a part of the committee for reimbursement purposes.

Bills are paid weekly at NRCA headquarters, so checks for reimbursement should generally be received within 10 days to 15 business days.

Official representation of NRCA

The following are examples of official NRCA representation:

- A presentation to a local, state or regional organization as an official representative of NRCA
- Service with construction industry bodies, such as Associated Specialty Contractors
- Service with government boards
- Presentations to meetings of architects, engineers, etc., where you are officially representing NRCA

You are entitled to reimbursement within the guidelines presented on the official expense form. In each instance where you are officially representing NRCA, prior authorization must be given by NRCA's chairman of the board or chief executive officer.

Executive Committee

NRCA Executive Committee members are reimbursed for their expenses in connection with any meetings of the Executive Committee, except NRCA's annual convention. Expense reimbursement is based on coach-class airfare and single-rate hotel rooms. When spouses attend, each spouse's expenses are the responsibility of the individual Executive Committee member. Spouse expenses for individually ticketed group activities will be charged back to Executive Committee members.

International travel reimbursement is limited to the NRCA chairman of the board and when the chairman of the board approves the chairman of the board - elect on those occasions that they are invited to represent NRCA abroad. Air travel reimbursement is based on business class airfare for trips in excess of six hours. Former chairpersons are invited to attend, at the discretion of the chairman of the board but will cover their own travel expenses.

If possible, NRCA prefers that international airline tickets be booked through NRCA's travel agency, Cary Travel, Kristie Michonski, kristie@carytravelexpress.com, or (847) 767-4614.

When spouses attend, each spouse's travel expenses are the responsibility of the chairman of the board and the chairman of the board-elect. Other Executive Committee members may attend at the invitation of the chairman of the board and at their own expense.

NRCA Bylaws

Article I. Name and Location

Section 1. **Name.** The name of the corporation shall be National Roofing Contractors Association (“NRCA”).

Section 2. **Location.** The location of the principal office shall be as established by the Board of Directors.

Article II. Objectives

Section 1. The objectives of the Association shall be as follows:

- a. To develop the roofing, waterproofing, roof deck and roof system contracting businesses and to improve the interests and welfare of its members.
- b. To establish and secure the use of superior quality of materials and workmanship and, by better public service, contribute to the advancement of the industry in all its branches.
- c. To enable its members to improve their services to their customers.
- d. To obtain and make available pertinent data and information relative to the industry.
- e. Generally to secure to its members the benefits of cooperation in the furtherance of their legitimate pursuits.
- f. To help its members educate and train their employees.

Article III. Membership

Section 1. **Membership Qualifications.** Membership may be granted to any individual, corporation or other entity that (i) meets the criteria set forth for a category of membership in NRCA; (ii) shares interest in and supports the purposes of NRCA; (iii) abides by these bylaws, the NRCA Pledge of Professionalism, and such other policies, rules, and regulations as NRCA may adopt; and (iv) meets such additional criteria for each category of membership in NRCA as the Board of Directors may establish.

Section 2. **Application.** The NRCA Board of Directors, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants for membership in NRCA. All applicants shall complete and submit the application, along with the designated fee, if any, to NRCA’s administrative office. Applications shall be referred to the Executive Committee for approval, or the Executive Committee may delegate approval authority as deemed appropriate. Qualified applicants shall become members upon notice from NRCA.

Section 3. **Membership Categories.** NRCA shall have the following categories of membership:

- a. **Active Members.** Any established roofing, roof deck or roof system contractor in the United States or its possessions actively engaged in the application of roofing materials, roof systems, waterproofing, roof decks and related sheet metal may be granted Active membership in NRCA. Each corporation or other entity granted Active membership in NRCA shall file with the Chief Executive Officer the name of the individual selected to be its representative in NRCA with the authority to vote on its behalf and hold office. Upon the acceptance of any Affiliated Group (see Article V), the chief staff executive of such group shall have the privilege of one vote, and he or she shall be considered as an Active Member providing that he or she is not otherwise eligible to hold an active membership in the Association.
- b. **Honorary Members.** Honorary membership may be voted by a majority vote of the Executive Committee for such time and with such privileges as the Executive Committee may determine.

- c. **Associate Members.** Any individual, corporation or other entity engaged in the (i) manufacturing and/or supplying of materials, equipment or services used by the Active membership of the Association; or (ii) design, specification or inspection of roofs, roof decks and roof systems may be granted Associate membership in NRCA. The Board of Directors or its designee(s) may, from time to time, establish various categories of Associate membership as well as the dues, benefits, privileges and obligations of such categories. Each corporation or other entity granted Associate membership in NRCA shall file with the Chief Executive Officer the name of the individual selected to be its representative in NRCA with the authority to vote on its behalf and hold office.
- d. **Industrial/Institutional Members.** Firms or institutions that employ the services of Active Members of NRCA and are desirous of being associated with NRCA as Industrial/Institutional Members may do so upon approval of application to the Executive Committee stating their purposes in seeking membership. Dues, benefits, privileges and obligations of Industrial/Institutional Members shall be determined by the Board of Directors or the Executive Committee.
- e. **International Members.** Corporations or other entities engaged in the roofing industry outside of the United States and its possessions that would otherwise qualify for Active membership in NRCA may be granted International membership by the Board of Directors or Executive Committee upon application to NRCA. Dues, benefits, privileges and obligations of International Members shall be determined by the Board of Directors or Executive Committee.

Section 4. **Rights and Duties.** All members shall be entitled to attend the member meetings and social functions of NRCA and serve on its committees, but only Active, International and certain categories of Associate members (as determined by the Board) may vote for the election of Directors (in accordance with Article IX), hold office in NRCA, and serve on the Board of Directors (collectively referred to herein as the “voting members”). Each eligible voting member (or its representative, as applicable) shall have one (1) vote on all matters submitted to the voting members. Notwithstanding the foregoing or anything set forth herein to the contrary, no member of NRCA shall have the right to vote, without limitation, on the amendment of NRCA’s Articles of Incorporation or bylaws or the merger or dissolution of NRCA.

Section 5. **Termination of Membership.** Membership in NRCA shall cease upon lapse of annual dues or withdrawal of the member from active participation in the industry.

Article IV. Revenue

Section 1. NRCA’s revenue shall be derived from dues of members and such other sources as designated by the Board of Directors or Executive Committee.

Section 2. The dues for all classes of membership shall be established by the Board of Directors or Executive Committee.

Section 3. NRCA’s fiscal year shall be from June 1 through May 31.

Article V. Affiliated Organizations

Section 1. **Purpose.** Affiliated Organizations may be recognized by the Board of Directors with the objective of furthering the purposes of this Organization, as set forth in Article II, through meetings and conferences, acquaintanceship and discussion, and study by Affiliated Organizations, thus increasing the value of its organization to its members and helping maintain and increase its membership.

Section 2. Membership

- a. The membership of a U.S. Affiliated Organization shall generally consist of, or include, contractors as defined in Article III, Section 3(a), operating as such within the area of the group. For the purpose of affiliation with NRCA, such group shall have within its membership five (5) or more Active Members of NRCA.

- b. The membership of an International Affiliated Organization may consist of roofing contractors, manufacturers or other roofing-related associations.

Section 3. **Application for and Conditions of Affiliation**

- a. A U.S. Organization including contractors as defined in Article III, Section 3(a), which has within its membership five (5) or more Active Members of NRCA, may apply to the Executive Committee of NRCA for affiliation with NRCA. Such application shall indicate the name of the group.
- b. An International Organization that is roofing-related may apply to the Executive Committee of NRCA for affiliation with NRCA. Such application shall indicate the name of the group.
- c. A copy of the Constitution and Bylaws, or other instruments of organization amendments thereto, of such group shall accompany its application for affiliation, together with an up-to-date list of members in good standing.
- d. NRCA shall not be held liable for any obligations or action of any Affiliated Organization.
- e. The Board of Directors or Executive Committee of NRCA may withdraw or modify its recognition of the affiliation of any group that, in their consideration:
 - 1. Ceases to be an active, organized group of roofing contractors
 - 2. Has less than five (5) Active Members of NRCA (U.S. associations only)
 - 3. Becomes otherwise ineligible, as determined by the Board of Directors or Executive Committee in their sole and absolute discretion

Article VI. Officers

Section 1. **Officers.** The officers shall be a Chairman of the Board, Chairman of the Board-Elect, six (6) Vice Chairmen of the Board and the Immediate Former Chairman of the Board (collectively, the “Officers”). The Chairman of the Board, Chairman of the Board-Elect and Vice Chairmen shall be elected by the voting members in accordance with Article IX.

Section 2. **Terms.** The term of the Chairman of the Board shall be for one year. The Chairman of the Board-Elect shall serve a one-year term and shall automatically succeed to the Chairman of the Board. The terms of the Vice Chairmen of the Board shall be for two (2) years, and they shall serve without seniority and without automatic succession to the office of Chairman of the Board. A Vice Chairman of the Board shall not be eligible for re-election to the same office until after an interval of one year after the conclusion of his or her previous term of office. The terms of the Vice Chairman shall be staggered such that three (3) Vice Chairmen of the Board shall be elected annually.

Section 3. **Qualifications.** Every officer nominated shall have served a minimum of one year as a member of the Board of Directors prior to his or her nomination.

Section 4. **Singularity of Office.** A person serving as a director when elected to serve as an Officer surrenders such Directorship upon the date of the assumption of the person’s duties as an Officer and shall continue to serve on the Board by virtue of his or her office for the duration of the term set forth above in Article VI, Section 2.

Section 5. **Duties.** It shall be the duty of the Chairman of the Board to preside at all meetings of the membership, Executive Committee and Board of Directors; to appoint committees not otherwise provided for; and to perform such duties as pertain to the office. He or she may select Vice Chairmen of the Board to serve liaisons in relevant NRCA activities.

Section 6. **Immediate Former Chairman of the Board.** The Immediate Former Chairman of the Board shall serve as an officer of NRCA for a term of one year and shall serve as a member of the Executive Committee.

Section 7. **Resignation and Removal of Officers.** Any Officer may resign at any time by giving written notice to the Chairman of the Board. In addition, any officer may be removed by a majority vote of the persons entitled to elect such officer, whenever, in their judgment, the best interests of NRCA would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer or agent shall not of itself create any contract rights.

Section 8. **Officer Vacancies.** In the event of the death, resignation, removal or inability of the Chairman of the Board to serve, the Immediate Former Chairman of the Board shall assume and fulfill the duties of the Chairman of the Board. Vacancies occurring in the office of Vice Chairman of the Board or Chairman of the Board-Elect shall be filled by a majority vote of the Board of Directors upon a recommendation of the Nominating Committee. Officers appointed pursuant to this Section shall hold their position for the remainder of the original term for which they were elected to fill.

Article VII. Board of Directors

Section 1. **Composition, Term and Qualifications.** The Board of Directors shall consist of between thirty-five (35) and forty (40) directors (excluding the Officers), as determined by the Board of Directors on an annual basis. The directors shall be elected by the voting members in accordance with Article IX to serve a three (3) year term in office or until such time as their successors are duly qualified and elected. Officers shall serve on the Board for the duration of their term in office. No director shall be eligible for re-election until after an interval of one (1) year after the completion of his or her previous term of office. To be eligible for election to the Board of Directors, an individual must be an Active Member, International Member (or the representative of such member) or eligible Associate Member (as determined by the Board of Directors) actively engaged in the roofing industry that has been a member of NRCA in good standing for at least one full year prior to nomination. At least eighty percent (80%) of the members of the Board of Directors shall be comprised of Active and International members (or their representatives) at all times.

Section 2. **Powers.** The Officers and Directors shall constitute the full Board of Directors, performing such duties and exercising such powers as are delegated to them in these bylaws. NRCA's affairs shall be managed by the Board of Directors, which shall have supervision, control, and direction of NRCA, shall determine its policies or changes therein within the limits of these bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The NRCA Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 3. **Director Vacancies.** Vacancies in the Board of Directors shall remain vacant until the following election.

Section 4. **Resignation and Removal.** Any director not attending two consecutive meetings of the Board of Directors without good cause automatically shall be deemed to have resigned from the Board unless the Board of Directors takes action to grant such director a stay. Any Director may resign at any time by giving written notice to the Chairman of the Board. In addition, any member of the Board of Directors may be removed in accordance with the Illinois General Not For Profit Corporation Act of 1986, as amended (the "Act") by the persons entitled to elect such Director, whenever, in their judgment, the best interests of NRCA would be served by such removal.

Article VIII. Executive Committee

- Section 1. **Composition.** The Executive Committee shall consist of the Chairman of the Board, Chairman of the Board-Elect, six (6) Vice Chairmen of the Board and the Immediate Former Chairman of the Board.
- Section 2. **Authority.** The Executive Committee shall have the authority to perform the business and functions of NRCA in between meetings of the Board of Directors, except as otherwise set forth in these bylaws or the Act, reporting to the Board of Directors any action taken; but the delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors or any individual Officer or member of the Board of Directors of any responsibility imposed by law.
- Section 3. **Voting and Meetings.** All Executive Committee members are entitled to one vote, except the Chairman of the Board, who shall be chairman of the Executive Committee and vote only in case of a tie. A majority of the Executive Committee shall constitute a quorum for the conduct of business at any duly called meeting of the Executive Committee; provided when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee. The Executive Committee shall meet in person or by conference call upon the request of the Chairman of the Board or a majority of the Executive Committee.
- Section 4. **Action by Written Consent.** Any action requiring a vote of the Executive Committee may be taken without a meeting if a consent, setting forth the action taken, is approved by all the members of the Executive Committee entitled to vote with respect to the subject matter thereof.

Article IX. Nominating Committee and Elections

- Section 1. **Nominating Committee.** The Nominating Committee shall consist of the previous five (5) Former Chairmen of the Board of NRCA who remain Active Members and consent to such service. It shall be the duty of the Nominating Committee to study the qualifications of members in good standing to serve as officers and directors for the ensuing year. Considering qualifications and geographic location, the Nominating Committee shall submit to the membership at the Annual Convention a slate of qualified Officers and Directors. The Chairman shall be the Immediate Former Chairman of the Board.
- Section 2. **Election.** The election of Officers and directors shall take place at the Annual Convention. Nominations, in addition to the Nominating Committee slate, may be made by written petition. Such written petition is to be submitted to the current Chairman of the Board twenty-four (24) hours in advance of the scheduled election and must be signed by at least five percent (5%) of the total number of voting members in good standing. Officers shall be elected by a majority of all votes cast and the directors by a plurality vote. Election shall be by paper or electronic ballot, except in the instance of only one nominee for office, when there may be a voice vote.

Article X. Installation of Officers and Directors

- Section 1. **Installation.** Officers and directors elected at the Annual Convention shall be installed at the close of the Annual Convention and shall assume the duties of office the following June 1.

Article XI. Member and Board Meetings

- Section 1. **Annual.** NRCA's Annual Convention shall be held each year at such places and times and of duration as may be determined by the Executive Committee. NRCA shall hold its annual meeting of voting members during the Annual Convention on such date and at such time as shall be determined by the Board (or its designee(s)).

- Section 2. **Special.** Special meetings of the voting members shall be called by the Chairman of the Board on written request of thirteen (13) members of the Board of Directors or thirty percent (30%) of the total number of voting members in good standing.
- Section 3. **Notice.** Notice of any annual or special meeting of the voting members shall state the time, date, place, and purpose of the meeting, and shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law. The notice of any special meeting shall state the object thereof. No action shall be taken at a special meeting on matters not specified in the notice.
- Section 4. **Quorum.** Fifty (50) members in good standing shall constitute a quorum for the transaction of business at any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.
- Section 5. **Manner of Acting.** The act of a majority or more of the voting members present (in person or by proxy) at a duly called meeting of the voting members at which a quorum is present shall be the act of the voting members, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.
- Section 6. **Mail/Electronic Voting.** Voting by mail or electronic means shall be permitted for any item of business before the voting members to the full extent permitted by the Act. A mail or electronic vote of the voting members may be called by the Board of Directors.
- Section 7. **Regular Meetings of the Board of Directors.** The directors shall hold (i) an annual meeting in advance of the Annual Convention to receive reports by the Chairman of the Board and Chief Executive Officer and conduct the business of NRCA; and (ii) a Midyear meeting after the close of the fiscal year. Written notice, stating the date, time, place and general nature of the business to be conducted shall be sent to all members of the Board of Directors at least ten (10) days prior to the scheduled date of such meeting. Minutes of all Board of Directors meetings shall be furnished to each member of the Board of Directors by the Chief Executive Officer.
- Section 8. **Special Meetings.** Special meetings of the Board of Directors may be called by, or at the request of, the Chairman of the Board, or upon a written request to the Chairman of the Board of ten (10) members of the Board of Directors.
- Section 9. **Quorum.** A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that when less than a quorum is present at said meeting, a majority of the voting members of the Board of Directors present may adjourn the meeting to another time without further notice.
- Section 10. **Manner of Acting.** The act of a majority of the voting members of the Board of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.
- Section 11. **Action Without a Meeting.** Any action requiring a vote of the Board of Directors may be taken without a meeting if a written consent, setting forth the action taken, is approved by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.
- Section 12. **Meeting by Conference Call.** Any action to be taken at a meeting of the Board of Directors, or any committee thereof, may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these

bylaws, any meeting to be held by conference call (whether regular or special) may be held upon a minimum of twenty-four (24) hours prior notice.

Section 13. **Executive Committee.** The Chairman of the Board shall call such meetings of the Executive Committee as the business of NRCA may require, or a meeting shall be called by the Chief Executive Officer on request of three (3) members of the Executive Committee.

Section 14. **Notice.** It shall be the duty of all members to keep on file with the Chief Executive Officer of NRCA an email and physical address to which all notices required by the minutes, bylaws, the Act and rules and regulations of NRCA may be sent. The mailing of any such notices of any regular or special meeting to such last known email or physical address shall be sufficient and conclusive notice upon such member.

Section 15. **Waiver of Notice.** Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened. Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these bylaws, 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.

Article XII. Committees

Section 1. **Budget and Finance Committee.** There shall be a Budget and Finance Committee, composed of the Chairman of the Board, Immediate Former Chairman of the Board and Chief Executive Officer and such others as may be appointed by the Chairman of the Board and whose terms of service will be at the discretion of the Chairman of the Board. The chairman shall be the Immediate Former Chairman of the Board. The Budget and Finance Committee may cause an audit to be made of all accounts, books, securities, funds and other property in the hands of the Chief Executive Officer and of other officers and committees charged with the receipt and expenditures of monies, and provide a written report to the Board of Directors before the Midyear Meeting. The Budget and Finance Committee shall employ a Certified Public Accountant, not a member of NRCA, who shall make a complete audit of NRCA's books and records at the end of the fiscal year and shall make a written report to the Board of Directors at the Midyear Meeting. The Budget and Finance Committee shall have the responsibility to review the current financial statement and establish a budget to cover the operation of the NRCA during its next fiscal year and submit a report to the Board of Directors at its Midyear Board Meeting.

Section 2. **J.A. Piper Award Committee.** A committee, composed of the five (5) most recent recipients of the J.A. Piper Award who are able to serve and consent to such service, select the name of an individual who has provided distinguished service to NRCA and/or industry. The committee chairman shall be the most recent J.A. Piper Award recipient who is willing to serve. A suitable inscribed plaque will be presented to the individual receiving the J.A. Piper Award at the Annual Convention.

Section 3. **Industry Executives Committee.** The Chairman of the Board shall appoint a committee each year composed of representatives from Associate Member firms whose duties shall include making recommendations to the Executive Committee concerning NRCA programs and policies, as it deems appropriate. The committee also shall review and make recommendations to the Executive Committee concerning the role of Associate Members in NRCA.

Article XIII. Executive and Staff

Section 1. **Appointment.** The Executive Committee shall employ a salaried staff head who shall have the title of Chief Executive Officer and whose terms and conditions of employment shall be specified by the Executive Committee.

Section 2. **Authority and Responsibility.** The Chief Executive Officer shall be the chief executive of NRCA responsible for all management functions. He or she shall manage and direct all of NRCA's activities as prescribed by the Executive Committee. He or she shall employ and may terminate the employment of members of the staff necessary to carry on NRCA's work and fix their compensation within the approved budget. As Chief Executive Officer, he or she shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall, in his or her judgment, be in the best interest of NRCA.

Article XIV. Indemnification

Section 1. **Indemnification Obligation.** To the extent that a director, officer, committee member, representative or agent of the Association has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 2. **Indemnification Standard of Conduct.**

- a. Except as provided in subsection (d) of this section, the Association may indemnify a person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, committee member, employee, representative or agent of the Association or who was serving at the request of the Association as a director, officer, committee member, employee, representative or agent of another association, corporation or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.
- b. With respect to a retirement plan or employee benefit plan, an officer, director, committee member, employee, representative or agent of the Association who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of the plan, shall be deemed to have acted in a manner "not opposed to the best interests of the Association" as referred to in subsection (a) of this section.
- c. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent does not, of itself, create a presumption that the officer, director, committee member, employee, representative or agent of the Association did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Association or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.
- d. The Association may not indemnify a person under this Section:
 1. In connection with a proceeding by or in the right of the Association in which the director was adjudged liable to the Association
 2. In connection with any other proceeding in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 3. **Determination of Indemnification.** Any indemnification under Section 2 (unless ordered by a court) shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the director, officer, committee member, employee, representative or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 2. Such determination shall be made by the Board of Directors by a majority vote of a quorum

consisting of directors who were not parties to such action, suit or proceeding, or, if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 4. **Advancement of Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, committee member, employee, representative or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

Section 5. **Insurance.** The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee, representative or agent of the Association, or who is or was serving at the request of the Association as a director, officer, committee member, employee, representative or agent of another association, corporation or other enterprise against any liability asserted against such person in any such capacity or arising out of his or her status as such whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

Section 6. **Definitions.** As used in this Article, the term:

- a. "Association" means the National Roofing Contractors Association ("NRCA") and all corporations managed or organized by NRCA, including the National Roofing Legal Resource Center, the National Roofing Foundation and the National Roofing Services Corporation.
- b. "Officer," "director," "committee member," "employee," "representative" and "agent" shall include, unless the context requires otherwise, the estate or personal representatives of an officer, director, committee member, employee, representative or agent of the Association.
- c. "Expenses" shall mean all reasonable expenses, including attorneys' fees, reasonably incurred in connection with a threatened, pending or completed action, suit or proceeding and shall cover the costs of establishing and maintaining an effective legal defense for the officer, director, committee member, employee, representative or agent of the Association, including investigatory costs and costs associated with appeals.
- d. "Liability" means the obligation to pay a judgment, settlement, penalty or fine (including an excise tax assessed with respect to an employee benefit plan).
- e. "Party" includes an individual who was, or is, threatened to be made a named defendant or respondent in a proceeding.
- f. "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

Section 7. **Incorporation of Statute.** Notwithstanding anything herein to the contrary, the provisions of 80 ILCS 105/108.75 are hereby incorporated herein by this reference and are controlling.

ARTICLE XV. Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular or special meeting of the Board of Directors provided that at least ten (10) days written notice is given to the full Board of Directors of the intention to alter, amend, or repeal and to adopt new bylaws at such meeting.

ARTICLE XVI. Electronic Communication

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by e-mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by e-mail or other electronic means.

ARTICLE XVII. Dissolution

NRCA shall use its funds only to accomplish the objectives and purposes specified in the bylaws and no part of said funds shall inure or be distributed to NRCA's members.

In the event of the dissolution of NRCA, the Board of Directors shall, after paying or making provision for the payment of all of NRCA's liabilities, dispose of all of the remaining assets of NRCA (except any assets held by NRCA upon condition requiring return, transfer, or other conveyance in the event of dissolution, which assets shall be returned, transferred, or conveyed in accordance with such requirements) exclusively for the purposes of NRCA in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of NRCA is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

NRCA Antitrust Policy

In order to minimize the possibility of antitrust problems, the National Roofing Contractors Association (“NRCA”) requires its officers, directors, employees, volunteers, and members of all of its councils, committees, working groups, task forces and participants in its roundtables, panels and other meetings and discussions (collectively, “NRCA Participants”) to abide by the terms of this antitrust policy (“NRCA Antitrust Policy”).

1. NRCA Participants are not authorized to speak or act on behalf of NRCA unless specifically granted such authorization by NRCA in writing.
2. NRCA is the only party authorized to issue statements or adopt positions (public or otherwise) on behalf of NRCA. Responses to questions or complaints from the public or from private parties must be handled in accordance with NRCA’s policies.
3. NRCA Participants are not authorized to use NRCA letterhead or NRCA’s name or logo without the prior written consent of the NRCA’s Board of Directors, or its designee(s).
4. Agendas for all NRCA meetings, including, without limitation, council, committee, working group, task force, roundtable, panel and other meetings (collectively, “committees”), shall be prepared in advance, with prior review by an appropriate NRCA staff member, and followed at the meeting. Topics not included on the agenda shall not be discussed.
5. Only meetings scheduled by NRCA shall be considered NRCA meetings. NRCA Participants shall not participate in “rump” sessions (e.g., private group meetings, impromptu or informal group gatherings) outside of regularly scheduled meetings to discuss items not on the agenda. No NRCA meeting may be held unless a member of the NRCA professional staff participates in person or by conference call.
6. A secretary shall be appointed to take minutes of all meetings. Minutes shall be submitted to the NRCA office and reviewed by an appropriate NRCA employee prior to distribution. Upon approval, such minutes shall become the “official minutes” retained by NRCA. NRCA Participants should not keep their own minutes.

7. Committees can act only within the scope of their authority. Recommendations shall be made to NRCA for other actions to be taken. All committee correspondence must be sent out through the NRCA office.
8. All NRCA Participants shall adhere to the NRCA Antitrust Guidelines, a copy which are attached hereto as Exhibit A.
9. A copy of the NRCA Antitrust Policy (and attached NRCA Antitrust Guidelines) shall be made available to all NRCA Participants, and the need to comply with its terms shall be communicated regularly.

EXHIBIT A

ANTITRUST GUIDELINES

National Roofing Contractors Association

Industry organizations and associations, although well recognized as valuable tools of American society, are subject to strict scrutiny by both federal and state governments. While such scrutiny should not prevent participation in, and support for, an industry association, members should be aware of, and comply with, certain relevant legal principles. Compliance with these laws does not prevent NRCA Participants (as defined in the NRCA Antitrust Policy) from lawfully engaging in a wide variety of group activities, as long as the purpose or intended effect of the activities is not to promote anticompetitive activities or to act in restraint of trade or commerce.

The single most significant law affecting organizations like NRCA is the Sherman Antitrust Act, which makes unlawful every contract, combination or conspiracy in restraint of trade or commerce. The Federal Trade Commission Act, the Clayton Antitrust Act and the Robinson-Patman Act also are applicable to societies, for they also forbid anticompetitive activities. Furthermore, virtually every state has enacted antitrust laws similar to the Sherman Act.

Between the state and federal laws, there is no organization too small or too localized to escape the possibility of a civil or criminal antitrust suit. It is thus imperative that every NRCA Participant refrain from indulging in any activity which may be the basis for a federal or state antitrust action.

There are four main areas of antitrust concern:

price fixing, membership, self-regulation, and standardization and certification. The area of greatest concern historically has been price fixing. The government may infer a violation of the Sherman Act by the mere fact that all or most of the participants in an industry organization or association are doing the same thing with respect to prices or other terms and conditions of trade. It is not required that there be an actual agreement, written or unwritten, to set prices. Rather, price fixing is a very broad term which includes any concerted effort or action which has an effect on prices, terms or conditions of trade, or on competition. Moreover, such concerted actions (affecting prices) cannot be justified by showing that they will benefit customers, or that the prices set are otherwise reasonable.

Accordingly, NRCA Participants should refrain from any discussion which may provide the basis for an inference that NRCA Participants agreed to take any action relating to prices, services, production, allocation of markets or any other matter having a market effect. These discussions should be avoided both at formal meetings and informal gatherings. In fact, informal gatherings of NRCA Participants would be looked upon with suspicion by the government.

The following topics are some examples of the subjects which should not be discussed at regular meetings or at so-called “rump sessions:”

1. Do not discuss current or future prices (be very careful of discussions of past prices).
2. Do not discuss what a fair profit level is or should be.
3. Do not discuss standardizing or stabilizing prices or pricing procedures.
4. Do not discuss cash discounts or credit terms.
5. Do not discuss controlling sales or production or allocating markets or customers. (This applies to services as well as products.)
6. Do not complain to a competitor that his or her prices constitute unfair trade practices and do not refuse to deal with a company or individual because of pricing or distribution practices.
7. Do not discuss anticipated wage rates.

Inasmuch as an industry organization’s antitrust violations can subject all participants to criminal and civil liability, NRCA Participants should be aware of the legal risks in regard to participation policies

and industry self-regulation. Because participating in an organization can be of substantial benefit, participants must ensure that they do not in any way restrict or prejudice competitors from participating or illegally discriminate against non-participants. Participation policies should avoid:

1. Restrictions on dealing with non-participants.
2. Excluding from participation any qualified participant.
3. Limitations on access to information created by the organization.

There is a substantial risk that standardization programs will be used to restrict competition or discriminate against certain competitors. Thus, the following guidelines should be followed:

1. NRCA Participants or committees may agree to a product, safety or other standard. In some cases, NRCA may participate in standard setting activities of government regulatory bodies and private voluntary standard-setting organizations by providing comments and suggestions.
2. When standardization activities are under consideration, the discussion must be confined to technical, engineering, safety, and regulatory factors. Competitive and marketplace issues are not proper factors to be considered. NRCA legal counsel should be consulted before participation in standard-setting activities and should be present for at least initial discussions regarding NRCA’s role in such activities.

An organization may be held strictly liable for the illegal conduct of its participants and agents acting under its name even if the organization has not authorized the activity. Thus, NRCA must ensure that the NRCA Participants and NRCA’s agents are not using NRCA’s legitimate activities for anticompetitive purposes.

The penalties for violating federal and state anti-trust laws are severe. The Sherman Act is a criminal conspiracy statute. Therefore, active participants, as well as individuals who silently acquiesce in illegal activity, can be held criminally responsible. Each individual and each corporation which is found guilty of a criminal violation of the Sherman Act may be faced with substantial fines. Individuals and corporate officers may be imprisoned for up to ten years.

The greater likelihood of occurrence, and possibly

the more severe penalty, may be civil suits brought by competitors or even consumers. Civil antitrust actions result in treble damage awards.

The government's attitude towards industry organizations requires such organizations and their participants to at all times conduct their business openly and avoid any semblance of activity which might lead to the belief that participants had agreed, even informally, to something that could have an effect on prices or competition. Strict compliance with the antitrust laws by NRCA Participants is critical.

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 Unlawful Harassment Policy

NRCA is committed to providing a work environment free of unlawful harassment. NRCA prohibits all unlawful harassment, including sexual harassment and harassment because of an individual's race, color, national origin, ancestry, religion, marital status, physical or mental disability, or any other status protected by local law. This policy applies to NRCA's employees, members, volunteers, customers and anyone else with whom NRCA does business.

Harassment Defined

Harassment is defined as any verbal, physical or visual conduct that belittles or provokes someone and includes jokes, gestures and derogatory remarks. In particular, sexual harassment includes any unwelcome sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature, including dirty jokes, sexual innuendoes, obscenities, and the display of sexually suggestive photographs and photographs of nude or partially nude men or women, if:

1. Submission to the conduct is made either an express or implied condition of employment.
2. Submission to or rejection of the conduct is used as the basis for an employment decision.
3. The conduct has the purpose or effect of interfering with an employee's work performance or creates an intimidating, hostile or offensive work environment.

It is essential that all suspected instances of unlawful harassment, including sexual harassment, be reported immediately. Any employee, regardless of gender, who feels that he or she has been or is being unlawfully harassed or who believes that another individual has been or is being unlawfully harassed must immediately report such harassment to his or her immediate supervisor or another manager, director or vice president. This applies to harassment that occurs off-site, as well. NRCA staff members are not required to endure insulting, degrading or exploitive treatment for any reason while on the job regardless of where they are working.

NRCA promptly will investigate all allegations of harassment. NRCA will conduct the investigation in as confidential a manner as possible; however, it must reserve the right to disclose the nature of the complaint to the extent necessary to conduct a meaningful and accurate investigation.

NRCA will not tolerate retaliation against any employee who makes a report of harassment and will take immediate disciplinary action against any individual who engages in such retaliation.

Disciplinary Action

Any individual found to have violated this unlawful harassment policy, including its nonretaliation provisions, will be subject to disciplinary action up to and including immediate discharge for NRCA employees.

As demonstrated by this policy, NRCA's desire is to maintain a productive work environment free of any unlawful harassment. NRCA employees should feel free to discuss any related matter with their supervisors, vice presidents or NRCA's CEO. Members, volunteers, customers and others should contact NRCA's CEO or NRCA's counsel with questions.



National Roofing Contractors Association