NATIONAL ROOFING CONTRACTORS ASSOCIATION

VOLUNTEER HANDBOOK

2026-27

NRCA

Message From the Chairman of the Board

Dear NRCA Leadership, Committee Members and Affiliate Executives—

Thank you for your commitment to serve NRCA during the 2026–27 year. Your leadership is essential to our success and to the strength of our association.

NRCA's Executive Committee and board of directors represent the diverse voices of our industry, working together to enhance member services, elevate the roofing profession and highlight the vital contributions our industry makes every day.

As we look ahead, I encourage you to stay engaged, collaborative and responsive to our members' needs. Their insights are critical to shaping our priorities and ensuring we continue to deliver meaningful value.

Please take time to review the NRCA Volunteer Handbook and visit nrca.net to familiarize yourself with the resources available. You also can find a list of all staff and their contact information at nrca.net/about. I encourage you to reach out to them with any questions. They are happy to assist you.

Thank you again for your leadership and dedication. I'm honored to serve as your chairman and look forward to working together in the year ahead. Please don't hesitate to reach out with questions or ideas.

Wishing you a successful year ahead,



Chad Collins
NRCA Chairman of the Board
Roofing Corp. of America
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Details About NRCA

What is NRCA?

NRCA is a nonprofit, tax-exempt 501(c)(6) association of roofing, roof deck, sheet-metal and waterproofing 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 is one of the construction industry's most respected trade associations and the voice of roofing professionals and leading authority in the roofing industry for information, education, technology and advocacy. NRCA's vision is the recognition of its members as professionals and to unite the industry to that purpose. It represents all segments of the roofing industry, including contractors; manufacturers; distributors; architects; consultants; engineers; building owners; and city, state and government agencies. For information about NRCA and its services and offerings, visit nrca.net.

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 arereceived 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 Washington, D.C.; and Florida. In addition, NRCA employs the services of an official insurance adviser. NRCA's general counsel is Trent Cotney, partner with Adams and Reese LLP, Tampa.

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 via virtual meetings and periodic in-person sessions at NRCA's annual convention and/or the NRCA Midyear Committee Meetings.

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 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 also works in cooperation with multiple construction industry trade associations, including the 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; Metal Construction Association; Spray Polyurethane Foam Alliance; SPRI; United Union of Roofers, Waterproofers and Allied Workers; and many others.

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 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.

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 prior approval, the assumption is that you are personally meeting the request and, therefore, expenses are not reimbursed.

2026-27 NRCA Officers and Directors

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The Approach

In 2017, NRCA's Executive Committee wanted a 10-year plan that was dynamic and "evergreen," inspiring succeeding boards to continually develop and change work activities aimed toward its new vision.

The overall approach has five components: a vision, mission, long- and short-term objectives, and tactics. Each succeeding component supports the previous one, and its evergreen design precludes the plan from becoming a printed and bound document, rather one that can be viewed on NRCA's website providing easy access to update progress noting what work has occurred, is occurring and yet to come along association's vision journey.

The vision, which is aspirational in nature, necessitates the development of a mission statement providing the parameters to shape activities needed to move the association strategically ahead. However, no plan moves forward without measurable action items; as such, long- and short-term objectives, which are continually set by committees with the vision in mind. Committees' objectives deliberation leads to specific tactics. These tactics comprise any number of tasks where association staff and committee members work together toward objectives' accomplishment.



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 vision statement was to find the words that reflect members' feelings and stories about NRCA while answering three questions: What is NRCA? What does it do? What it aspires to be?

To gather the necessary information to answer these questions, 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 itself via multiple meetings, calls and email drafts to establish the association's new 10-year vision. The first sentence answers what NRCA is and does and the second, what it aspires to.

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 an industry with respected professionals, attracting and empowering individuals and stakeholders unified toward this shared goal.

The Mission

Armed with the vision, NRCA went again to its membership for input about the next phase: the development of the mission statement. NRCA received nearly 200 responses from five groups: the NRCA 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 to get there. 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, professionalism, hard work, diversity and quality. It will advance toward its vision by ensuring consensus decisions are made through active deliberation inside the committee process.

Areas of Focus

Advocacy

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

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

Communications and Marketing

Through various communication vehicles, NRCA promotes its members':

- Benevolence
- Successes
- Professionalism
- Diversity

Education and Certification

NRCA provides training, education and/or certifications for the roofing industry, including:

- Field workers
- Foremen
- Future leaders
- Executives
- Others if/as needs arise

Membership

- NRCA seeks to grow its membership in a manner that reflects its commitment to diversity in the industry.
- NRCA structures dues to best serve its members and the industry.

Safety

NRCA regards worker safety as a primary goal. NRCA:

- Believes the safety, physical and mental health, and well-being of all workers is paramount.
- Seeks to provide the most comprehensive safety resources and 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 design 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, to reflect the evergreen nature of this plan. These statements describe specific areas of change or attention needed as progress occurs. It in no way supplants the importance of the many other ongoing association activities, such as *Professional Roofing* magazine, which are not listed here yet are still vital for vision attainment. 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 working in a number of disciplines some of which include:

- Advocacy
- Communications and Marketing
- Diversity and Inclusion
- Education and Certification
- Safety and Risk Management
- Finance
- Legal

- 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 and Marketing

NRCA will engage the media and public with content focused on the industry's professionalism, projects, career path and news.

Diversity and Inclusion

NRCA strives to promote a greater understanding of the importance of diversity and fostering a culture of inclusion throughout the association and the roofing industry. By creating a community within NRCA's membership around diversity and inclusion topics, NRCA will seek to:

- Create opportunities and maximize engagement across all identity groups and professional levels
- Promote membership, involvement and leadership opportunities

Education and Certification

NRCA seeks to ensure the industry has high-quality worker training in all roofing disciplines and multiple delivery mediums.

A fully trained and certified workforce offers an additional layer of consumer protection. High-quality, professional training can provide significant, immediate results that could include:

- A career path for new workers interested in learning a trade and the recruitment of these individuals into a roofing career
- Higher quality roof system installations that provide greater piece of mind for all stakeholders.
- Greater recognition of roof system installers' professionalism
- Improved worker performance and higher productivity

Safety and Risk Management

The roofing industry has no shortage of risk, whether to workers or the companies that employ them. Reducing risk for members includes creating programs to reduce employee injuries, the likelihood of building fires and water damage, driving-related accidents and theft. Additionally, NRCA seeks to provide the industry with resources and information to improve workers' mental health and well-being.

In addition, risk to members' businesses is significant whether it's contractually-, regulatory- or employment-related. Each requires supporting members' professional standing through the availability of insurance program offerings, engaging 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, too, are the negative images and press coverage that 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. To that end, 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 its legal offerings, such as articles, seminars, legal consultations or other materials, to help address legal, business and employment issues, including:

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

Membership

For NRCA to truly be effective, membership growth is critical. NRCA will seek to unify the roofing industry by using growth and engagement methods that are inclusive and allow all roofing stakeholders to join its efforts. NRCA's ability to remain a home for craftsmen into the future requires it to be welcoming, engaging and inclusive for all in the industry.

Publications

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

Yet NRCA produces many other communication vehicles. Social media, technical documents, Industry Issue Updates, electronic communications along with many others can all be used in this effort.

Technical

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 and that contractors' needs and voices are represented before these entities.

Risks such as roof system failures, roof leaks, poor workmanship, manufacturing and/or design errors can quickly sully a reputation. 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.

Member Pledge of Professionalism

As an NRCA member, I pledge to:

- Maintain a legitimate, permanent place of business and provide customers with clear proof of our business credentials, including street address, telephone number, tax identification and all required licenses.
- Conduct business with professionalism and integrity, deliver quality workmanship and provide customer references upon request.
- Maintain appropriate liability and workers' compensation insurance coverage for every roofing project.
- Commit to workforce education and job-site safety, complying with all applicable federal, state and local laws and regulations.
- Provide customers with detailed written proposals outlining the scope of work, materials, project timelines, payment terms and procedures before work begins.
- Avoid deceptive sales practices, bid rigging, insurance fraud or any actions that mislead customers or compromise ethical competition.
- Honor all contractual commitments and fulfill agreements to the best of our company's ability.
- Maintain clean, safe and properly managed job sites that respect customer property and surrounding areas.
- Stand behind our workmanship by offering warranties or guarantees when appropriate.
- Offer customers informed recommendations, when applicable, to improve energy efficiency and long-term roof system performance.

Your Role as an NRCA Leader and Volunteer

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 a representative of any outside organization, including your employer or any industry affiliated or trade organizations. 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:

- Become familiar with NRCA's bylaws, antitrust guidelines, as well as its conflict of interest, unlawful harassment, financial and other policies.
- 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.
- Communicate NRCA programs, services and activities to your affiliate associations. Try to establish a regular reporting session at the meetings of these important organizations.
- Respond to NRCA surveys and questionnaires promptly and thoroughly.
- Establish communications with local chapters of AIA and CSI and affiliate meetings. 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.
- 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.
- 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 ROOFPAC, NRCA's political action committee, which helps advance NRCA's mission.
- Become familiar with legislation and regulations of interest to the roofing industry in your area and keep NRCA informed of developments.
- Keep NRCA apprised of collective bargaining agreements negotiated in your area if they apply to roofing or construction.
- 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.

Committee Administration

All committee and task force appointments are made by NRCA's 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 and staff liaison should consider the following important questions to ensure maximum productivity:

- Is the meeting necessary?
- Can it be held virtually or via a conference call?
- Is it advantageous to hold the meeting at the NRCA headquarters?
- What is the meeting's purpose?
- What are the meeting's priorities?

NRCA's committees and task forces generally are expected to meet in-person during the regularly scheduled summer and fall committee meetings in Chicago and conduct committee business via virtual mechanisms between those two in-person meetings.

Exceptions may be allowed in rare circumstances according to these general guidelines: Any committee or task force that wishes to meet at a location other than at NRCA's summer or fall meetings must have the approval of the NRCA chairman of the board and NRCA CEO. NRCA has widely used video conferencing for meetings with excellent results and tremendous savings for both members' time and money.

Since additional in-person committee meetings have a budgetary impact and must fit within the budget, any questions about additional in-person committee meetings should be directed to NRCA's chairman of the board and the CEO. Exceptions will be made only after financial implications have been considered.

Committee meetings and communications

NRCA's committees use a combination of face-to-face meetings virtual meetings, conference calls and emails to be productive throughout the year. NRCA's board of directors holds a minimum of two meetings per year; one is held immediately before the official opening of the annual convention, and the other is held during Midyear Committee Meetings in Chicago. NRCA's committees officially meet during Midyear Meetings in July and Fall Meetings every November in various cities. NRCA's 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 officer, director or committee member 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 express his individual opinion honestly and forcefully.
- Finally, enjoy your association service. It is a rare and unique opportunity.

Roles and relationships

Chairman and staff liaison: The committee chairman and staff liaison, working in partnership, are responsible for facilitating the work of the committee, providing oversight, and ensuring timely communication within the committee, as well as between the committee and others within the association. A designated chair orientation training session is held each June, and staff liaisons and vice chairman liaisons also are asked to participate.

Vice chairman liaison: This person is a member of NRCA's Executive Committee and serves as leadership resource and liaison to multiple committees within their designated section, as well as a liaison to the Executive Committee regarding the committee's activities. A vice chairman liaison orientation is held each March prior to NRCA's Executive Committee meeting. Within a month of Midyear and Fall Committee meetings, vice chairman liaisons are asked to contact their chairs and staff liaisons to review the committee's objective and development of the meeting agenda.

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:

- Correspondence for individual matters will be sent to you. Each committee has an assigned staff liaison who will keep the committee informed of association activity, as well as a vice chairman liaison, who will keep you apprised of NRCA Executive Committee decisions affecting your committee's work.
- 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, nrca.net, in E-news and on social media.

Term limits

NRCA values its members' wide range of knowledge and experiences, and our broad practice is to infuse new ideas and perspectives into the committee process. Committee members can expect to serve at most two to three years on a committee before rotating off based on the desire of committee members to serve and the benefits of continuity and reappointment.

The Effective Committee Chairman

What is the role of the committee chairman?

Committees are the backbone of NRCA programs, and committee chairman 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 chairman also have the responsibility for calling committee meetings, preparing agendas, and ensuring minutes are taken and distributed with assistance from their designated staff liaisons. Committee chairs should tap into the talents of their committee members to carry out specific assignments.

Chairman may not appoint new members to a committee or authorize travel expenses for non-committee members to attend a meeting without approval of the NRCA chairman of the board and CEO. Committee chairs may not exceed budgets allocated for committee projects without approval of the board or Executive Committee.

Responsibilities

- Develop a plan of work in conjunction with your staff liaison and vice chairman liaison keeping the committee's objective in mind that allows the committee to execute its responsibilities effectively and efficiently.
- Develop agenda items in advance with your staff liaison in accordance with the meeting's purpose, priorities and NRCA's Strategic Plan.
- Move members toward active participation, decision making and achieve consensus.
- Follow the objectives and principles of parliamentary procedure during meetings.
- Exercise leadership within and outside the committee.
- Approve committee meeting reports before their distribution; meeting reports are sent by the staff liaison to all committee members within 10-14 days.
- Approve reports on committee activities, including financial requests to NRCA's Executive Committee for action.
- Work with your staff liaison and vice chairman liaison to ensure that the work of the committee is carried out between meetings.
- Report to the committee on decisions of the board of directors or Executive Committee that affect the committee's work or activities.
- Continually evaluate committee efforts and communicate accomplishments to the committee, association leadership and the membership.

The Effective Committee Member

What is the role of the committee member?

Committees are an effective workforce for NRCA—they ensure group participation in problem solving and provide a critical forum for the many interests within the association. As a committee member, we want you to actively participate in committee work; provide thoughtful input to committee deliberations; focus on the best interest of the association and the committee rather than on personal or constituent interests; and work toward fulfilling the committee's goals and objective.

Responsibilities

- Review all relevant material before committee meetings. Make contributions and voice objective opinions on issues.
- Attend virtual and in-person committee meetings.
- Carry out individual assignments made by the committee chair.
- Work as part of the committee and staff team to ensure that the committee proposes policies and/or develops products and services that help association members' businesses prosper.
- Represent the committee in meetings of other association groups.
- Promote clarity within the committee on the committee's role and how it supports and fits within the association and it strategic plan.

The Effective Committee Staff Liaison

What is the role of the staff liaison?

The committee chairman and staff liaison, working in partnership with their vice chair liaison, are responsible for facilitating the work of the committee. The staff liaison also provides logistical support for the committee's work and serves as an informed resource to the chairman, vice chairman liaison and members of the committee.

Staff liaisons should be thoroughly familiar with all aspects of the committee's work, including its objective, subjects under discussion, and association policies related to the committee's work. Staff liaisons should be able to answer questions as well as offer suggestions and raise questions, when appropriate, but always doing so by working through the chairman.

Responsibilities

- Provide a thorough orientation for each new committee chair and assist the chair in providing orientation for new and continuing committee members each year.
- Work with the chairman to develop a plan of work that will allow the committee to meet its objectives and responsibilities effectively and efficiently for the year.
- Work with the chairman to develop agendas and conduct effective meetings, including providing administrative support for planning and the execution of all committee meetings.
- Provide on-site support for committee meetings and assist the chair in preparing and distributing meetings minutes 10-14 days following the meeting.
- Work with the chairman, vice chairman liaison, committee members and other staff to ensure that the work of the committee is carried forth between meetings.
- Facilitate communication of committee activities, including requests for action and funding, to NRCA's CEO to determine if further action is required by NRCA's Executive Committee.
- Report to the committee chairman and the committee members decisions made at the Executive Committee and board level that impact the committee's work.

NRCA Antitrust Policy

To minimize the possibility of antitrust issues, the National Roofing Contractors Association 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 and all exhibits referenced therein ("NRCA Antitrust Policy").

Industry organizations and associations are subject to strict scrutiny by federal and state governments. This scrutiny should not prevent participation in, and support for, an industry association. However, 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 variety of group activities, so long as the purpose or intended result of the activities is not to promote anticompetitive activities or to participate in anything that could be construed as a restraint of trade or commerce.

The most significant law affecting trade associations like NRCA is the Sherman Antitrust Act. This act makes unlawful every contract, combination or conspiracy in restraint of trade or commerce. Other acts including the Federal Trade Commission Act, Robinson-Patman Act and Clayton Antitrust Act are also applicable because they forbid anticompetitive activities. Furthermore, almost every state has enacted antitrust laws similar to the Sherman Antitrust Act.

There is no group or organization too small or too geographically localized to escape the possibility of a civil or criminal antitrust suit. It is thus imperative that every NRCA participant avoid indulging in any activity, which may be considered anticompetitive.

There are four main areas of antitrust concern: price fixing, membership, standardization and self-regulation. Historically, the area of greatest concern is price fixing. A violation of the Sherman Antitrust Act may be inferred if all or most of the participants in an industry organization or association are doing the same thing with respect to prices or other aspects of trade.

It is not required that there be an agreement, written or unwritten, to fix prices. Instead, price fixing is a very broad term, which includes any concerted effort, which has an effect on prices, competition, or the terms or conditions of trade. Furthermore, such concerted actions cannot be justified by showing that they 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, allocation of markets, production or any other matter having a market effect. These communications should be avoided at formal and informal meetings.

General Guidelines for NRCA Participants

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 adopt positions or issue statements public or otherwise on behalf of NRCA. Questions or complaints 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 the appropriate NRCA staff member, and followed at the meeting. Topics that are 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 private group meetings or informal group gatherings outside of NRCA scheduled meetings to discuss issues 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 staff member prior to distribution. After 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 this NRCA Antitrust Policy. All NRCA participants shall receive a copy of the NRCA Antitrust Policy, sign and acknowledge adherence to the policy, and the need to comply with its terms shall be communicated regularly.

You should not discuss non-public, competitively sensitive information with competitors, including:

- Current or future pricing and discounts (be careful of discussions involving past pricing especially if it reveals discounts)
- Bid terms and amounts, including decisions whether to bid or not bid
- Profit margins or general discussions of what a "fair" profit margin should be
- Standardizing or stabilizing prices or pricing procedures
- Capacity or output levels
- Limits on sales or sales of certain products to certain geographic regions
- Customers
- Key sales or contract terms
- Wages and salaries or limitations on hiring a competitor's employees, including anticipated wage rates
- Strategic plans
- Business expansion or contraction plans
- Planned geographic growth
- Credit terms, cash discounts, rebates or incentives
- Controlling production or sales or allocating markets or customers (This applies to services as well as products.)
- Complaining to a competitor that his or her prices constitute unfair trade practices
- Refusing to deal with a company or individual because of business practices related to pricing or distribution

In addition, do not:

- Discuss or agree to refuse to do business with any competitor, customer or company in the industry or the supply chain.
- Discuss or agree to any limitations on your company's activities or independent decision-making.
- Exchange non-public, competitively sensitive information with competitors.

Counsel, including data exchanges, joint ventures or lobbying efforts, should first vet any type of joint effort with trade association members. Avoid the appearance of illegal collusion or that inappropriate communications or information exchanges are occurring. Any meeting with a competitor could later be interpreted as an illegal information exchange or of cartel activity, as more fully defined below. Avoid side meetings and conversations with your competitors during NRCA meetings and functions.

Stopping the Conversation

Cartel agreements are agreements between competitors to rig bids, fix prices, alter output or allocate markets or customers. This type of activity is illegal, meaning there is zero justification. If these topics come up during a NRCA meeting:

- Stop the meeting and suggest pausing the conversation until it can be vetted by NRCA general counsel.
- If, after there is a vocal objection, the conversation continues, state you are leaving the meeting and ask the minutes reflect your concern and departure.
- Promptly leave and immediately contact NRCA general counsel.

It is possible discussions will be less obvious or overt than the violations discussed above. It may not be feasible to immediately stop or leave the discussion. If that happens:

- Avoid participating in the discussion.
- Suggest the discussion stop until vetted by NRCA general counsel.
- Withdraw from the meeting and leave as soon as possible.
- Immediately contact NRCA general counsel.

If an inappropriate discussion occurs during a side conversation in which you are involved, insist that it end immediately. If it continues, announce your intent to leave because you feel it violates the law. Leave, and immediately contact NRCA general counsel.

Permissible Conduct and Information Exchanges

Trade associations and standard-setting organizations routinely promote competitively benign activities, such as:

- Gathering publicly available information about the industry, organizing it and disseminating it to industry participants.
- Setting industry standards that increase product operability, safety or compatibility.
- Using a website that informs the public about a complicated industry issue.
- Lobbying efforts on a state or federal level.
- The exchange and collection of aggregated, historical industry data.
- Disseminating nonstrategic technical or scientific information that results in consumer benefit.

Not all information exchanges with competitors are forbidden. There are safe harbors for certain information exchanges with benign or procompetitive purposes. However, guidance on these safe harbors changes. Therefore, be conservative in your approach to the sharing of information.

Benign or procompetitive information exchanges that reduce fraud or confer consumer benefits are particularly encouraged. However, all information exchanges with meeting attendees or trade association members should be cleared in advance with NRCA and/or NRCA general counsel.

If you receive any documents containing non-public, competitor or industry information at a NRCA meeting or event, make a notation on the document listing the source, date and context in which you received it, to make it clear to a reader that the document is not evidence of prohibited information exchange. Contact NRCA general counsel if you think the document could be viewed as evidence of anticompetitive activity.

In as much 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 regarding 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 prevent or prejudice competitors from participating or illegally discriminate against non-participants.

Participation policies should avoid:

9. Restrictions on dealing with non-participants
10. Excluding from participation any qualified participant
11. Limitations on access to information created by the organization

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

12. 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.
13. 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 general 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 NRCA participants and agents are not using NRCA's legitimate activities for anticompetitive purposes.

The penalties for violating antitrust laws are severe, and the Sherman Antitrust Act is a criminal conspiracy statute. Active participants and individuals who silently acquiesce in illegal activity, can be held criminally liable. Each individual and each corporation that is found guilty of a violation of the Sherman Antitrust Act may face substantial fines and imprisonment.

NRCA Code of Conduct Policy

Introduction

This code of conduct policy ("Code of Conduct") addresses NRCA's procedures, rules and terms that all members are expected to follow.

NRCA is committed to providing an environment that promotes productivity and expects a high standard of professionalism and conduct from all members. This standard extends to all behavior at all times when members engage with others, whether in structured NRCA meetings, social gatherings on NRCA property or other locations.

NRCA strives to have all members and participants enjoy its services and engage in the many virtual and in-person offerings free from implied or expressed discrimination, retaliation, harassment or bullying of any kind. All who engage with NRCA should be treated with respect and dignity; behavior to the contrary will not be tolerated.

Discrimininination defined

Discrimination is the unequal treatment of persons for a reason that has nothing to do with legal rights or ability. NRCA's intent is to provide its qualified members assignments to committees, board of directors, Executive Committee and other roles without regard to:

- Race, skin color, national origin or citizenship status
- Sex, gender identification or sexual orientation
- Religious beliefs or political affiliation
- Age
- Disability or genetic information
- Marital status or pregnancy
- Veteran's status
- Any other category protected by applicable federal, state or local law

Harassment/bullying defined

Harassment (including sexual in nature) and bullying are considered unwelcome conduct that is based on, but not limited to, any of the discrimination criteria previously listed. Harassment and bullying can be physical, emotional or mental; harassment and bullying can be direct, indirect, in-person or virtual (including on the internet and/or social media), including any overt or covert act or combination of acts directed against another person or group of people that is intended to ridicule, humiliate or intimidate.

NRCA also prohibits harassment against individuals in retaliation for reporting discrimination, filing a discrimination charge or complaint, testifying or participating in any way in an investigation, proceeding or lawsuit under these laws or otherwise engaging in legally protected activity.

Petty slights, annoyances and isolated incidents (unless extremely serious) are unlikely to rise to the level of prohibited harassment or bullying. Rather, the conduct must create an environment that would be intimidating, hostile or offensive to reasonable people.

NRCA strictly prohibits any kind of unlawful harassment or bullying in any form, such as physical, verbal or visual.

Offensive conduct may include, but is not limited, to:

- Offensive jokes, slurs, nicknames, epithets, derogatory comments or name calling
- Physical assaults, threats or intimidation
- Ridicule, mockery, insults or put-downs
- Displaying offensive or sexually suggestive objects, images, cartoons, signs, statements, pictures, videos or audio
- Unwelcome sexual flirtations, advances, propositions or touching
- Sexually implicit or explicit statements, gestures or sounds
- Lewd or off-color jokes or innuendo
- Questions/comments pertaining to another's sex life or experiences

Reporting and adjudication process

NRCA is committed to providing the best possible environment for its members. Part of this commitment is establishing a system and environment in which NRCA receives and responds to member questions, suggestions, grievances and complaints in a timely manner. This includes any matter related to discrimination, retaliation, harassment or bullying.

Members who believe they have been discriminated or retaliated against, harassed or bullied should promptly report the matter to NRCA's CEO. In the event the complaint is against the CEO, or if a member does not believe the issue has been adequately addressed following the report to the CEO, he or she must provide a written complaint, question or concern that adequately describes the issue to NRCA's chairman of the board. If a member is uncomfortable reporting the issue to NRCA's CEO or chairman, he or she may submit a report of the issue to any member of NRCA's Executive Committee.

Any member who engages with this reporting process will be treated courteously, and the matter will be handled with as much confidentiality as reasonably possible. NRCA strictly prohibits any form of retaliation against any member for making a good faith complaint or grievance.

NRCA, in its sole and exclusive discretion, may issue disciplinary action against any member found in violation of this Code of Conduct. Disciplinary action may include, but is not limited to, issuance of a verbal or written warning, required training, private or public censure, suspension and/or revocation of membership for a specified time or permanently.

Additional terms and conditions

This Code of Conduct supersedes all previous policies and management memoranda that may have been issued on subjects covered in the Code of Conduct. NRCA reserves the right to revise, add or eliminate any provision of this Code of Conduct at any time, with or without prior notice, except to the extent prohibited by law.

It is understood that NRCA membership is not offered or guaranteed for any specific length of time. Members have the right to leave NRCA at any time, and NRCA has the right to terminate membership at any time and for any reason. This Code of Conduct is not a contract but merely provides behavior-related policies that govern NRCA membership.

NRCA is headquartered in Cook County, Illinois, which is also the location of the NRCA's principal office. By accepting or continuing membership with NRCA, you agree to the terms of this Code of Conduct policy and that to the full extent permitted by law:

(a) this Code of Conduct and your membership with the NRCA shall be governed by the laws of the State of Illinois and, as applicable, the United States of America (federal law); and

(b) any action to enforce, interpret, or construe this Code of Conduct or otherwise related at all to your membership with the NRCA shall be brought in a state or federal court of competent jurisdiction within Cook County, Illinois. By accepting or continuing membership with the NRCA, to the full extent permitted by law, you agree and expressly waive all rights to bring any suit, action, or other proceeding in or before any court or tribunal other than those described in this Section, and waive any and all objections to venue including, without limitation, personal jurisdiction and/or the inconvenience of such forum.

Last modified 4/1/2024

NRCA Conflict Of Interest Policy

1. Officers, Directors and members of the National Roofing Contractors Association's Committees shall have a conflict of interest, for purposes of this Policy, and shall abstain from voting on matters before the NRCA in the following situations:

   (a) When the officer, director or committee member, or a member of the officer, director or committee member's immediate family or household, owns, has an ownership interest in, or is on the board or staff of a corporation, partnership, organization or other type of entity or business that would be directly or materially affected by the decision of the NRCA on a particular matter;

   (b) When the officer, director or committee member, or a member of the officer, director or committee member's immediate family or household, personally would be directly or materially affected by the decision of the NRCA on a particular matter; or

   (c) When the officer, director or committee member otherwise determines in good faith that he or she would be unable to act impartially on the matter for any reason.

2. In the event an officer, director of committee member determines he or she has a conflict of interest on a particular matter, he or she shall disclose the conflict to the Board of Directors of the NRCA or to the other members of the committee, as applicable. After responding to any questions, he or she shall leave the room during the discussion and vote on the matter, unless a majority of the disinterested directors (or committee members, as applicable) present determines otherwise. Resolution of the matter shall be determined by a majority of the disinterested directors of the NRCA (or committee members, as applicable) present at the meeting, in accordance with the bylaws of the NRCA.

3. To help assure full disclosure of any actual or potential conflicts of interest:

   (a) Each officer, director and committee member of the NRCA shall disclose (i) all memberships on boards, offices held, employment or consulting arrangements or other affiliations that such NRCA officer, director, or committee member, or members of his or her immediate family or household, have had within the previous 12 months or reasonably expect to have within the next 12 months with any organizations, businesses, groups, agencies or other entities that have done business with or had a relationship with the NRCA within the past three years, or that such officer, director or committee member reasonably believes may do business with or establish some form of relationship with the NRCA within the next 12 months; and (ii) his or her material ownership interests (including stock options but excluding indirect investments through mutual funds and the like) in any entity that has a commercial interest in an activity, contract or matter currently under consideration by the NRCA (just the fact of ownership shall be reported, and not the actual amount of such holdings).

   (b) Annually, each officer, director or committee member of the NRCA shall sign and give to the Executive Vice President of the NRCA a disclosure form (a copy of which is attached hereto): (i) acknowledging that he or she is aware of and has read the NRCA's Conflict of Interest Policy, and (ii) containing the information described in Section 3(a) above, if any. If, subsequent to any such annual disclosure (but prior to execution of a new annual disclosure form), an NRCA officer, director or committee member becomes aware of a relationship required to be so disclosed, that officer, director or committee member shall promptly make the required disclosure by providing the NRCA's CEO with a signed statement (or revised disclosure form) identifying the organization, business, group, entity, etc., and describing the nature of the relationship.

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 important to remember that an individual need not be propositioned, touched offensively or directly subject to sexual innuendoes to be considered harassed. Any demeaning, intimidating or hostile conduct toward an individual based on his or her gender can constitute sexual harassment.

Reporting Requirements

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 offsite, 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.

NRCA Whistleblower Policy

The National Roofing Contractors Association requires its directors, officers, employees, and volunteers (each, an "NRCA individual") to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the NRCA, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Purpose

The purpose of this whistleblower policy (the "policy") is to:

(a) Encourage and enable NRCA individuals to raise concerns regarding suspected illegal or unethical conduct or practices or violations of the NRCA's policies on a confidential and, if desired, anonymous basis.

(b) Protect NRCA Individuals from retaliation for raising such concerns.

(c) Establish policies and procedures for the NRCA to:

(i) receive and investigate reported concerns

(ii) address and correct inappropriate conduct and actions

Reporting Responsibility

Each NRCA individual has the responsibility to report in good faith any concerns about actual or suspected violations of NRCA's policies or any federal, state or municipal law or regulation governing the NRCA's operations (each, a "concern"). Appropriate subjects to report under this policy include, but are not limited to financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices, such as:

(a) Fraud

(b) Antitrust violations (violations of NRCA's Antitrust Policy)

(c) Theft

(d) Embezzlement

(e) Bribery or kickbacks

(f) Misuse of the NRCA's assets

(g) Undisclosed conflicts of interest

Acting in Good Faith

Anyone reporting a concern must act in good faith and have reasonable grounds for believing the information disclosed indicates a violation of law and/or ethical standards. Any unfounded allegation that proves to have been made maliciously, recklessly or knowingly to be false will be viewed as a serious offense and result in disciplinary action, up to and including termination of employment or volunteer status.

Other Types of Concerns

NRCA individuals should use NRCA's existing complaint procedures and mechanisms to report other issues not covered by this policy unless those channels are themselves implicated in wrongdoing. This policy is not intended to provide a means of appealing the outcomes resulting from those other mechanisms.

No Retaliation

No NRCA individual who in good faith reports a concern or participates in a review or investigation of a concern shall be subject to harassment, retaliation or, in the case of an employee, adverse employment consequences because of such report or participation.

This protection extends to NRCA individuals who report a concern in good faith even if the allegations are, after an investigation, not substantiated. No NRCA individual will be subject to liability or retaliation for disclosing a trade secret in compliance with 18 U.S.C. §1833 either:

(a) In confidence to a federal, state or local government official or to an attorney solely for the purpose of reporting or investigating a concern

(b) In a complaint or other document filed in a lawsuit or other proceeding under seal

Any NRCA individual who retaliates against someone who in good faith has reported or participated in a review or investigation of a concern will be subject to discipline up to and including removal from office, termination of membership and/or termination from employment.

Anyone who believes an NRCA individual has been subject to harassment, retaliation or adverse employment consequences because of making a good faith report or participating in a review or investigation of a concern should contact the compliance officer listed in this policy. Nothing in this policy shall limit or alter the procedures and protections in NRCA's Code of Conduct, Conflict of Interest Policy or Antitrust Policy.

Confidentiality

NRCA encourages anyone reporting a concern to identify themselves to facilitate the investigation of the concern. However, concerns may be submitted on a confidential and/or anonymous basis. NRCA shall take reasonable steps to protect the identity of the NRCA individual and shall keep reports of concerns confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Reporting Procedures

Prompt Reporting

All concerns should be reported as soon as practicable consistent with this policy.

Reporting Concerns

(a) When reporting concerns, an NRCA individual should describe in detail the facts that support the report.

(b) Unless any of the circumstances set forth in Section (c) are applicable to the NRCA individual reporting the concern, th individual should report the concern directly to the CEO (the "Compliance Officer").

(c) The NRCA individual should follow the procedures outlined in Section (d) if any of the following apply:

(i) The NRCA individual reasonably believes the compliance officer will disregard or otherwise not fairly consider the concern.

(ii) The compliance officer is a subject of the concern.

(iii) The NRCA individual does not feel comfortable discussing the concern with the compliance officer.

(d) If any of the circumstances outlined in subsection (c) apply, the NRCA individual may report the concern any of the following ways:

(i) Anonymously mail the concern to the compliance officer at the following mailing address:

NRCA CEO
10255 W Higgins Rd, Ste. 600
Rosemont, IL 60018

(ii) Report the concern to the chairman or chairman of the board-elect via phone or email.

(iii) Anonymously mail the concern to the following mailing address:

Trent Cotney
Adams and Reese LLP
100 N. Tampa Street, Suite 4000
Tampa, FL 33602

Questions

Any questions relating to the scope, interpretation or operation of this policy should be directed to the compliance officer.

Investigation of Reported Concerns

(a) Compliance Officer. The compliance officer is responsible for:

(i) Promptly investigating or overseeing the investigation of each reported concern.

(ii) Promptly advising the chairman of the coard,chairman of the board-elect and immediate pst chairman of the coard (the "chairs") of each reported concern; however, the compliance officer will not include any chairs who are the subject of a reported concern in this briefing.

(b) Acknowledgment of Receipt. The chairman of the board or chairman of the board-elect who receives a report of a concern must promptly notify the compliance officer of such report in writing. The compliance officer shall notify the reporting individual and acknowledge receipt of each reported concern within five business days unless the report was submitted anonymously or no return address is provided.

(c) Investigation. The compliance officer shall conduct a prompt, discreet and objective review or investigation based on the submitted report. A full investigation may not be possible if a report made anonymously is vague or general. If deemed necessary in his or her sole discretion or upon the recommendation of the Executive Committee, the Compliance Officer may engage legal counsel, accountants or other experts to assist in the investigation. The compliance officer may delegate the investigation responsibilities to the Executive Committee or other individual, including third parties, as long as:

(i) The delegate is not a subject of the reported concern.

(ii) The delegation does not compromise the identity of the NRCA individual who reported anonymously or confidentially.

(d) Resolution. The compliance officer shall:

(i) Recommend appropriate corrective action to the Executive Committee if warranted by the investigation.

(ii) Oversee the implementation of a resolution based on the determination of the Executive Committee.

(iii) Follow up with the reporting individual, if possible, for closure of the reported concern.

(e) Accounting and Auditing Matters. The compliane officer shall immediately notify the Executive Committee of any concerns regarding accounting practices, internal controls or auditing and shall work with the Executive Committee until the matter is resolved.

Periodic Reviews

To ensure NRCA operates in a manner consistent with its purpose and does not engage in activities that could jeopardize its reputation or tax-exempt status, the CEO shall conduct periodic reviews of this policy.

The CEO shall present any recommended changes, modifications or deletions of the provisions of this policy to the Executive Committee.

Miscellaneous

NRCA shall retain any records related to the investigation and resolution of a reported concern as required by NRCA's Records Retention and Destruction Policy. All such records are considered privileged and strictly confidential.

This policy shall be distributed to all NRCA individuals. Failure to comply with the policy may result in discipline up to and including removal from office, termination of membership, and/or termination from employment.

Last modified 4/21/24

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 havethe 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. Additionally, NRCA has the right to terminate a membership upon an affirmative vote of the Executive Committee to the extent allowed by applicable law.

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 Organi-zation 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 may be filled by a majority vote of the Board of Directors upon a recommendation of the Nominating Committee.

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 by-laws 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 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 most senior member of the Nominating Committee.

Section 2. **Election.** The election Officers amd 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.

Section 3. **Extensions for Force Majeure.** Notwithstanding Section 1 and 2 of this Article IX, Section 1 of Articles VI and VII, and the terms limits set forth in Section 2 of Article VI and Section 1 of Article VII, in the event it is impossible or impractical to have in-person Board meetings and an in-person Annual Convention in a given fiscal year, the Nominating Committee may forgo creation of a slate and may vote, at least twelve (12) days before the Annual Convention to extend the terms of the Officers and directors that are set to expire (the "Extension"). The Extension shall be for a period of one (1) year. Once the Nominating Committee unanimously votes for the Extension, the Nominating Committee shall recommend the Extension to the Executive Committee and Board. In order for the Extension to be effective and adopted, on the first day of the virtual Annual Convention the Executive Committee will unanimously approve an Extension, together with an affirmative vote by at least 75% of the Board. In the event this Section 3 contradicts any other provision in these by- laws, this Section 3 shall govern.

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 meet ing 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 senior member of the J.A. Piper Award Committee 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.

tArticle 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. xcept 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.** Notwithstand-ing 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 meetings 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 email or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by email 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 or 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 Member Reimbursement Policies

General expense reimbursement guidelines

All expense statements must be submitted within 45 days of the event's completion and include supporting documents and receipts. Statements are approved by the appropriate staff member, processed for payment and simultaneously forwarded to the chairman of the board-elect for approval. The chairman of the board-elect will review for accuracy and contact you if there are any questions. Requests typically are processed within 15 business days. If your reimbursement is not processed in a timely manner, please email Vesna Nikolic, NRCA's vice president of finance, at vnikolic@nrca.net.

Reimbursement will NOT be provided for the following expenses:

- Attendance at regular NRCA Board of Directors meetings
- Expenses related to attending the International Roofing Expo® and NRCA's Midyear Committee Meetings
- Expenses incurred by associate members attending meetings
- Expenses for spouses, guests or family members
- Internet fees, health club, photocopies, meals or other miscellaneous expenses

Reimbursement exception for NRCA's Fall Committee Meetings:

- Single-rate hotel rooms during official activities will be reimbursed up to the group room block rate.

Reimbursement for Executive Committee members:

- Transportation and lodging expenses for Executive Committee meetings will be reimbursed (except for IRE)
- Reimbursement for coach-class airfare and single-rate hotel rooms up to the group room block rate.

Airfare policies:

- Whenever possible, please book your airline tickets through NRCA's travel agency, Cary Travel Express, by contacting Kristie Michonski at (847) 767-4614 or kristie@carytravelexpress.com. The agency will secure the lowest available airfare without causing inconvenience, such as red-eye flights or unnecessary layovers. Costs above the lowest available rate will be charged back to the committee member. Please ensure your flights are booked well in advance.

International travel reimbursement:

- Reimbursement for international travel is limited to NRCA's chairman of the board. The chairman of the board-elect may be reimbursed if approved by the chairman on occasions when he or she is invited to represent NRCA abroad. Airfare reimbursement is based on business class airfare for trips exceeding six hours. Other members or spouses may attend at the chairman's discretion but must do so at their own expense.

Official representation of NRCA:

- Prior authorization from NRCA's chairman of the board or CEO is required for official representation of NRCA, including presentations to industry organizations or service on industry or government boards. Reimbursement for such activities covers coach-class airfare and single-rate hotel rooms up to the group room block rate if applicable.

NRCA Meeting Dates

Dates	Meetings/Events
2026	
June 2-4	SkillsUSA National Leadership & Skills Conference Georgia World Congress Center – Atlanta
July 14-17	NRCA's Midyear Committee Meetings LondonHouse – Chicago
Aug. 17-20	FEI Class 12 Northwestern University's Kellogg School of Management – Chicago
Oct. 5-9	NRCA's Executive Committee Meeting Location and Dates TBD
Oct. 7-8	NRCA LEGALCon – Live Omni Hotel – Chicago
Oct. 12-14	Roofing Alliance Faculty Retreat Clemson University – Clemson, S.C.
Oct. 28-30	China International Roofing and Waterproofing Expo and Study Tour Beijing, China
Nov. 9-12	NRCA's Fall Committee Meetings/Roofing Alliance Member Meeting Kimpton Aerston Hotel – Nashville
2027	
Jan. 5-8	NRCA's Nominating Committee Meeting Hilton Casa Marina – Key West, Fla.

Feb. 16-18	NRCA's 140th Annual Convention and International Roofing Expo 2027 Las Vegas Convention Center – Las Vegas
April 6-7	Roofing Day in D.C. Hyatt Regency – Washington, D.C.
April 28-30	Roofing Alliance Member Meeting The Ritz-Carlton, Dove Mountain – Tucson, Ariz.
May 3-7	NRCA's Executive Committee Meeting Location TBD
July 20-23	NRCA's Midyear Committee Meetings The Gwen, a Luxury Collection Hotel – Chicago
Nov. 10-12	IFD's World Championship of Young Roofers Budapest, Hungary

2028

Feb. 1-3	NRCA's 141st Annual Convention and International Roofing Expo 2028 Ernest Morial Convention Center – New Orleans
April 4-5	Roofing Day in D.C. Hyatt Regency – Washington, D.C.
Oct. TBD	IFD's Awards Netherlands

2029

Jan. 23-25	NRCA's 142nd Annual Convention and International Roofing Expo 2029 Las Vegas Convention Center – Las Vegas

2026-27 NRCA Committee Appointments (as of April 14, 2026)

You can find a contact list of all staff members at nrca .net/about.

EDUCATION SECTION

Vice Chairman Liaison: Lynn Price

CERTA Committee

Future Executives Institute

NRCA Legal Committee

GOVERNMENT RELATIONS SECTION

Vice Chairman Liaison: Paige Harvill

Government Relations Committee

PAC Advisory Committee

Roofing Day Advisory Committee

INDUSTRY SECTION

Vice Chairman Liaison: Michelle Boykin

Global Advisory Committee

Health and Safety Committee

Insurance Board of Governors

IRE Roundtable Task Force

MEMBERSHIP SECTION

Vice Chairman Liaison: Scott Kawulok

Hispanic Outreach Task Force

Membership Growth and Development Committee

Residential Roofing Committee

TECHNICAL SERVICES SECTION

Vice Chairman Liaison: Diana Petersen

Manual Update Committee

SPF Task Force

Rooftop PV Task Force

Sustainability Committee

Technical Operations Committee

WORKFORCE DEVELOPMENT SECTION

Vice Chairman Liaison: Jean-Paul Grivas

Business Education Task Force

Career and Technical Education Committee

SkillsUSA Task Force

Workforce Development Committee

COMMITTEES REPORTING DIRECTLY TO THE CHAIRMAN OF THE BOARD

Budget and Finance Committee

Industry Executives Committee

International Relations Committee

NRCA Investment/NRCA Retirement Committee

COMMITTEES REPORTING DIRECTLY TO THE MEMBERSHIP

Awards Committee

Nominating Committee

EDUCATION SECTION

CERTA Committee

Amy Staska, staff liaison

1. Bob Willis, Chairman
2. Greg Arnold
3. Jeff Embow
4. George Patterson
5. Joseph Redd

Objective: Provide oversight for and direction to NRCA's operation of the CERTA program. Review and continue to monitor the CERTA program to assure it is current and up to date. Periodically meet with MRCA to assure the CERTA program is being conducted consistently with the current MRCA/ NRCA CERTA agreement.

Future Executives Institute

Jared Ribble and Janice Davis, staff liaisons

1. Geoff Mitchell, Chairman
2. John Barker
3. Jeanne Boyd Curtis
4. Zach Brosseau
5. Billy Cole
6. Bryson Galloway
7. Dean Jagusch
8. Michael Kruger
9. Bob Morgan
10. Kyle Price
11. Jonathan Reader
12. J.J. Smithey
13. Josh Steinrock
14. Jason Tetterton

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

NRCA Legal Committee

Amy Staska and Crystal Wukovits, staff liaisons

1. Monica Murphy Mittel, Chairman
2. John Barker
3. Chris Bowman
4. Rachna Butani Bhatt
5. Chad Cron
6. Susan DeGrassi
7. Jeff Embow
8. Will Hamlin
9. Dave Hesse
10. Anthony Kahny
11. Pierre Lafontaine
12. Greg McNama
13. Kyle Price
14. J.J. Smithey
15. Rob Therrien Jr.

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.

GOVERNMENT RELATIONS SECTION

Government Relations Committee

Duane Musser, staff liaison

1. John Yuko, Chairman
2. Rachna Butani Bhatt
3. Jeanne Boyd Curtis
4. Andy Callaway
5. Chad Cron
6. James Ellsworth
7. Hap Esbenshade
8. Marc Jordan
9. Joel King
10. Rob Kornahrens
11. Junny Lee
12. Will Lorenz
13. Eddie Marquez
14. Deb Mazol
15. Jonathan Reader
16. Tommy Richardson
17. Scott Shufflebarger
18. Jayne Williams
19. David Workman

Objective: Monitor the activities of thefederal 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 NRCA's 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

Teri Dorn, staff liaison

1. Greg Bloom, Chairman
2. Andy Callaway
3. Kyrah Coker
4. Dan Davis
5. James Ellsworth
6. Sandy Farrell
7. Rudy Gutierrez
8. Dave Hesse
9. Marc Jordan
10. Joel King
11. Junny Lee
12. Paul Manchisi
13. Frank Palmer
14. Jonathan Reader
15. Tommy Richardson
16. Scott Shufflebarger
17. Jayne Williams
18. David Workman

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

Brad Stine, staff liaison

1. Scott Shufflebarger, Chairman
2. Greg Bloom
3. Jill Bloom
4. Irene Butler
5. Kim Eckerman
6. Heidi Ellsworth
7. Tammy Hall
8. Tina Hall
9. Helene Hardy Pierce
10. Reed Hitchcock
11. Justin Koscher
12. Deb Mazol
13. Lisa Pate
14. Megan Pope
15. Jessica Roque
16. Patsy Sweeney
17. Ellen Thorp
18. John Yuko

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.

INDUSTRY SECTION

Global Advisory Committee

Jon Goodman and Amy Staska, staff liaisons

1. Josh Kelly, Chairman
2. Mardee Billingsley
3. Aaron Carlton
4. Alexandra Chacon
5. Piers Dormeyer
6. Heidi Ellsworth
7. Hap Esbenshade
8. Gary Howes
9. Pierre Lafontaine
10. Dave Lawlor
11. Steve Little
12. Lucas Lucio
13. Paul Manchisi
14. RJ Radobenko
15. Kent Schwickert
16. Jason Stanley

Objective: Advise NRCA leadership on global opportunities and challenges in alignment with NRCA's strategic plan, host study tours and participate in IFD competitions as deemed appropriate.

Health and Safety Committee

Cheryl Ambrose and Adrianne Anglin, staff liaisons

1. Michael Kruger, Chairman
2. Matt Atkinson
3. Micah Burgess
4. Rachna Butani Bhatt
5. John Fleming
6. Dave Hesse
7. Craig Lowrie
8. Greg McNamara
9. Neftali Ortiz
10. Rod Petrick
11. Kyle Price
12. Jim Prusak
13. John Quarnstrom
14. Charles Rademacher
15. RJ Radobenko
16. Joseph Redd
17. Rachel Reed
18. Brynne Smith
19. Keith Symons

Objective: 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's 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

Chery Ambrose, staff liaison

1. Nick Sabino, Chairman (1 year)
2. Sherri Miles (2 years)
3. Neftali Ortiz (3 years)
4. John Kiesel (4 years)
5. Diana Peterson (5 years)
6. Dean Jagusch (6 years)

Objective: Develop, implement and 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.

IRE Roundtable Task Force

Ambika Reid, staff liaison

1. J.J. Smithey, Chairman
2. Mark DeFreitas
3. Chad Frank
4. Paige Harvill
5. Greg Hudson
6. Wendy Marvin
7. Geoff Mitchell
8. Bob Morgan
9. David Sanders
10. Brad Sutter
11. Curtis Sutton
12. Dean Jagusch
13. Jeff Embow

Objective: Develop and participate in the annual roundtable event at the International Roofing Expo.® Also, create topics for attendees to discuss during the roundtable event, as well as serve as facilitators and/or panelists.

MEMBERSHIP SECTION

Hispanic Outreach Task Force

Chris Navarro and Jeff Jarvis, staff liaisons

1. Rudy Gutierrez, Chairman
2. Alexandra Chacon
3. Tupac de la Cruz
4. Jaqueline Garcia
5. Alex Hernandez
6. Amparo Sancen
7. Marcos Sierra
8. Abad Zarate

Objective: Develop a membership structure to attract and engage those in the roofing industry who speak Spanish. The effort includes a new membership category (or categories) featuring lower dues amounts, Spanish-language outreach, engagement and resources along with potentially unique offerings, such as local councils or meet-ups, to increase engagement and camaraderie.

Membership Growth and Development Committee

Jeff Jarvis, staff liaison

1. Wendy Marvin, Chairman
2. Collin DeBuysere
3. Jill Bloom
4. Alexandra Chacon
5. Patrick Cochran
6. Chad Cron
7. Tim Dring
8. Rachel Garcia
9. Beth Kegley
10. Lucas Lucio
11. Vincent Malizia
12. Monica Murphy Mittel
13. James Patterson
14. RJ Radobenko
15. Lorna Rojas
16. Amparo Sancen

Objective: Develop, implement and support targeted membership programs and initiatives aimed at fostering increased membership growth, diversity and inclusion within the NRCA's membership community. Additionally, play a role in strategically guiding recruitment and retention efforts to ensure the representation and engagement of underrepresented groups within NRCA.

Residential Roofing Committee

Brad Martz, staff liaison

1. Stephanie Daniels, Chairman
2. Tyler Allwood
3. Aaron Carlton
4. Patrick Cochran
5. Sandy Farrell
6. Tina Hall
7. Brandon Jones
8. Beth Kegley
9. Steve Little
10. Vincent Malizia
11. Wendy Marvin
12. Marcos Sierra
13. Brad Strawbridge
14. Abad Zarate

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.

TECHNICAL SERVICES SECTION

Manual Update Committee

Maciek Rupar and Nick Gallagher, staff liaisons

1. Allen Hughes, Chairman
2. Tyler Allwood
3. Greg Arnold
4. Blaine Braun
5. Zach Brosseau
6. Tupac de la Cruz
7. Collin DeBuysere
8. Eric Dosch
9. John Fleming
10. Bryson Galloway
11. Bryan Karel
12. Anthony Kahny
13. Gregory Malcom
14. Jack Moore
15. Joe Zale

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: Metal Panel and SPF Roof Systems--2024 for publication as a new edition in January 2028. Develop interim updates to the 2025, 2026 and 2027 editions as needed as new technical information and guidelines become available.

SPF Task Force

Maciek Rupar and Nick Gallagher, staff liaisons

1. Allen Hughes, Chairman
2. Will Lorenz
3. Gregory Malcom
4. Jack Moore
5. Kyle Thomas

Objective: In conjunction with NRCA's Manual Update Committee, develop and carry out a plan for updating the SPF Roof Systems Section of The NRCA Roofing Manual: Metal Panel and SPF Roof Systems--2024.

Sustainability Committee

Kurt Fester and Glen Clapper, staff liaisons

1. George Patterson, Chairman
2. Blaine Braun
3. Eric Dosch
4. Jeff Embow
5. Wendy Marvin
6. Geoff Mitchell

Objective: Consider and determine roofing contractors' roles in sustainability. Develop a plan on how NRCA will communicate sustainability-related information to NRCA members, the roofing industry at large and consumers.

Rooftop PV Task Force

Glen Clapper, staff liaison

1. Bryan Karel, Chairman
2. Matt Atkinson
3. Billy Cole
4. Rudy Gutierrez
5. Matthew Jaynes

Objective: In conjunction with NRCA's Technical Operations Committee, review and update as necessary NRCA's existing materials and guidance on rooftop PV.

Technical Operations Committee

Mark Graham, staff liaison

1. Bryan Karel, Chairman
2. Chuck Chapman
3. Tupac de la Cruz
4. Collin DeBuysere
5. Helene Hardy Pierce
6. Allen Hughes
7. George Patterson
8. Kyle Thomas

Objective: Direct and manage NRCA's technical activities, including NRCA technical committees and task forces. 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.

WORKFORCE DEVELOPMENT SECTION

Business Education Task Force

Amy Staska, staff liaison

1. Susan Degrassi, Chairman
2. Dan Davis
3. Eric Dosch
4. Kim Eckerman
5. Tina Hall
6. Gary Howes
7. Kyrah Coker
8. Bob Morgan
9. Jim Prusak
10. Lorna Rojas
11. David Sanders

Objective: Identify, evaluate and provide high-quality educational resources that empower roofing contractors to enhance business growth and optimize their operations.

Career and Technical Education Committee

Rebecca Eller-Molitas and Amy Staska, staff liaisons

1. Beth Kegley, Chairman
2. Matt Atkinson
3. Susan DeGrassi
4. John Fleming
5. Bryson Galloway
6. Rachel Garcia
7. Will Hamlin
8. Anthony Kahny
9. Josh Kelly
10. John Kiesel
11. Michael Kruger
12. Steve Little
13. Gregory Malcolm
14. James Patterson
15. Scott Penfield
16. Brynne Smith
17. Josh Steinrock
18. Tim Stephens
19. Jason Tetterton
20. John Yuko

Objective: Advance the inclusion of roofing as a recognized career pathway within Career and Technical Education programs. Equip and engage roofing contractors to build sustainable relationships with CTE schools, positioning roofing as a career of choice and contractors as employers of choice.

SkillsUSA Task Force

Shane Muncy and Amy Staska, staff liaisons

1. Tim Stephens, Chairman
2. Brandon Jones
3. Chuck Chapman
4. Patrick Cochran
5. Heidi Ellsworth
6. Adam Collins
7. Eric Frazier
8. Geoff Mitchell
9. Rachel Reed
10. Jason Stanley

Objective: Engage with SkillsUSA to solidify the roofing industry's position within its skills and competitions. Equip and engage roofing contractors to systematize and grow the ranks of competitors in SkillsUSA's regional, state and national championships.

Workforce Development Committee

Amy Staska, staff liaison

1. David Sanders, Chairman
2. Tyler Allwood
3. Greg Arnold
4. Chris Bowman
5. Adam Collins
6. Marc Connerly
7. Stephanie Daniels
8. Tom Dring
9. Eric Frazier
10. Gary Howes
11. Greg Hudson
12. Brandon Jones
13. John Kiesel
14. Dave Lawlor
15. Gregory Malcom
16. Paul Manchisi
17. Monica Murphy Mittel
18. Scott Penfield
19. Michael Polizzi
20. Rachel Reed
21. Amparo Sancen
22. Tim Shaw
23. Brad Strawbridge
24. Tim Stephens
25. Brad Sutter
26. Keith Symons
27. Jason Tetterton

Objective: Provide oversight and strategic direction for NRCA University. Oversee the development, implementation and continuous improvement of workforce training programs and initiatives, including TRAC, ProCertification and related programs that enhance the roofing industry's workforce. Monitor the effectiveness of existing programs, identify opportunities for expansion, and provide guidance to strengthen career pathways within the industry.

COMMITTEES REPORTING DIRECTLY TO THE CHAIRMAN OF THE BOARD

Budget and Finance Committee

McKay Daniels and Vesna Nikolic, staff liaisons

1. Alex Hernandez, Chairman
2. Chad Collins
3. Doug Duncan
4. Sherri Miles
5. Rod Petrick
6. Nick Sabino
7. Kent Schwickert
8. Lisa Sprick
9. 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

McKay Daniels and Alison LaValley, staff liaisons

1. Sherri Miles (NRCA), Chairman
2. Chad Collins (NRCA)
3. Scott Baker (National Nail Corp.)
4. Gordon Blickle (ICP Building Solutions Group)
5. Greg Bloom (QXO)
6. Dick Bus (ATAS International Inc.)
7. Andrew Callaway (ABC Supply Co. Inc.)
8. John Campbell (Eagle Roofing Products)
9. Tino de la Rosa (Polyglass U.S.A. Inc.)
10. Piers Dormeyer (Eagleview)
11. John Doyle (Flex Membrane International)
12. Kim Eckerman (Amrize)
13. Heidi Ellsworth (The Coffee Shops)
14. Alma Garnett (GAF)
15. Kirk Goodrum (Siplast Inc.)
16. Sebastien Godard (Sika/Sarnafil)
17. Paul Hantz (Wausau Tile Inc.)
18. Brian Hobdy (Pabco)
19. Greg Hudson (Durolast)
20. Chad Frank (Georgia-Pacific Gypsum)
21. Derrick Hutchinson (USG Corp.)

22. Josh Kelly (OMG Inc.)
23. Tim Kersey (SOPREMA and Derbigum)
24. Dave Lawlor (ROCKWOOL)
25. Will Lorenz (General Coatings Manufacturing Corp.)
26. Curtis Maas (Reichel & Drews Inc.)
27. Deb Mazol (Fibertite Roofing Systems)
28. Pat McCoy (BASF Corp.)
29. Joseph Mellott (The Garland Company)
30. Dan Murphy
31. Amanda Nordmeyer (Sherwin-Williams Coil Coatings)
32. Michael Polizzi (A.C.T. Metal Deck Supply)
33. Thomas Prokop (CertainTeed Corp.)
34. Ken Roberts (Atlas Roofing Corp.)
35. Chris Salazar (Karnak Corp.)
36. Steve Schwar (Carlisle Construction Materials LLC)
37. Wade Shepherd (Westlake Royal Roofing Solutions)
38. Joe Smith (Johns Manville Corp.)
39. Stefano Spelar (Nardini S.p.A.)
40. Jason Stanley (I.B. Roof Systems)
41. Mike Steele (Tremco Inc.)
42. Dan Tinker (SRS Distribution Inc.)
43. Jessica Tinney (Owens Corning Inc.)
44. Aaron Weinstein (Terial)

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.

International Relations Committee

Jessica Priske, staff liaison

1. Gary Howes, Chairman
2. Blaine Braun
3. Mark DeFreitas
4. Zhu Dongqing
5. Piers Dormeyer
6. Greg Hudson
7. Josh Kelly
8. Pierre LaFontaine
9. Dave Lawlor
10. Graham Moor
11. Jose Miguel Morgado
12. RJ Radobenko
13. Sabine Rothschuh
14. Haidee Ryan
15. Haruyuki Sekine
16. Stefano Spelar
17. Hans-Peter Springinsfeld
18. James Talman
19. Dirk Van Kerckhove
20. Philip Witte
21. Vivian Yan

Objective: Meet with international counterparts and international affiliate organizations to develop contacts and relationships to explore opportunities for information exchanges with international delegations during the International Roofing Expo.

NRCA Investment/NRCA Retirement Committee

McKay Daniels and Vesna Nikolic, staff liaisons

1. Nick Sabino, Chairman
2. Chad Collins
3. Hap Esbenshade
4. Alex Hernandez
5. Rob McNamara

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

COMMITTEES REPORTING DIRECTLY TO THE MEMBERSHIP

Awards Committee

McKay Daniels, staff liaison

1. Allen Lancaster, Chairman
2. Nelson Braddy
3. Dennis Conway
4. Bob Daly
5. Lindy Ryan

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.

Nominating Committee

McKay Daniels, staff liaison

1. Rod Petrick, Chairman
2. Doug Duncan
3. Alex Hernandez
4. Lisa Sprick
5. Kyle Thomas

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

NRCA Antitrust Background and Practical Compliance Guide

Supplemental Educational Material for NRCA Members

Purpose and Use of this Guide

Trade associations serve important purposes. They permit an industry to educate its members, develop technical knowledge, improve safety, advocate before government, conduct research, establish appropriate standards and address issues that individual companies may not be able to address effectively on their own. At the same time, an association necessarily brings competitors together. That feature creates antitrust risk when discussions or joint activities move from legitimate industry cooperation into coordination of competitive business conduct.

This guide is intended to give NRCA members additional background about the history, purpose and application of the antitrust laws and illustrate how antitrust principles can arise in trade association activities and in the roofing industry. It is educational material not a separate NRCA policy.

The NRCA Antitrust Policy remains the controlling compliance document for NRCA meetings, committees, councils, working groups, roundtables, panels and other NRCA activities. Nothing in this guide should be read to authorize conduct that the NRCA Antitrust Policy restricts or prohibits. Where this guide describes general antitrust principles and the NRCA Antitrust Policy takes a more conservative approach, members should follow the NRCA Antitrust Policy.

Antitrust analysis depends highly on facts. A practice that is lawful in one context may create risk in another depending on market conditions, the identity of the participants, the information exchanged, the purpose of the activity and its likely competitive effects. Members should consult their own counsel on company-specific issues and NRCA general counsel regarding questions involving NRCA activities.

A practical starting point

The central principle is simple: Competitors should make competitive business decisions independently. The antitrust laws do not prohibit competitors from meeting, learning, advocating, researching or collaborating for legitimate purposes. They do prohibit agreements and coordinated conduct that improperly replace independent competition.

For NRCA members, a useful way to think about the issue is:

- Discuss the industry problem, but do not coordinate how competing companies will price, bid, hire, sell, buy, allocate work or respond competitively.
- Share public, technical, safety, regulatory and other nonsensitive information freely when appropriate, but treat nonpublic competitive information with caution.
- Use NRCA processes, agendas, staff involvement and legal review as safeguards rather than form alities.
- When a discussion begins to move into a competitively sensitive area, stop and refer the issue to NRCA staff or general counsel.

Why Antitrust Law Exists

U.S. antitrust law is designed to protect the competitive process. Competition generally encourages lower prices, improved quality, greater choice, innovation and efficient allocation of resources; therefore, antitrust law focuses not on protecting a particular competitor from vigorous competition but on protecting competition itself.

That distinction matters in an association setting. A member may dislike a competitor's pricing strategy, hiring practices, distribution model, technology or business expansion. Antitrust law ordinarily permits vigorous unilateral competition even when it harms another competitor. The legal concern arises when competitors agree, coordinate or use collective action to reduce competitive independence.

The Federal Trade Commission summarizes the basic objective as protecting the process of competition for the benefit of consumers. For trade associations, this means that legitimate collaboration should have a defined industry, technical, educational, safety, regulatory or other procompetitive purpose and should not become a mechanism for competitors to coordinate market conduct.

A Short History of U.S. Antitrust Law

The Sherman Act of 1890

The modern federal antitrust framework began with the Sherman Antitrust Act of 1890. Congress enacted the law during a period of rapid industrial consolidation and public concern about trusts and combinations that could control markets. Section 1 addresses agreements that unreasonably restrain trade. Section 2 addresses monopolization, attempted monopolization and conspiracies to monopolize.

The statute uses broad language; therefore, courts developed the legal doctrines that distinguish legitimate commercial arrangements from unreasonable restraints. *In Standard Oil Co. of New Jersey v. United States*, 221 U.S. 1 (1911), the Supreme Court confirmed Section 1 does not condemn every restraint in a literal sense. The central question for most restraints is whether they are unreasonable.

The Clayton Act and Federal Trade Commission Act of 1914

Congress supplemented the Sherman Act in 1914 with the Clayton Act and the Federal Trade Commission Act. The Clayton Act addresses specific competitive concerns, including certain mergers and acquisitions, exclusive dealing and tying arrangements in specified circumstances, and interlocking directorates. It also authorizes private parties injured by antitrust violations to seek treble damages and other relief.

The Federal Trade Commission Act created the Federal Trade Commission and prohibits unfair methods of competition. The FTC does not criminally prosecute Sherman Act violations, but it can pursue civil and administrative competition matters within its statutory authority.

The Robinson-Patman Act of 1936

In 1936, Congress amended Section 2 of the Clayton Act through the Robinson-Patman Act. The statute addresses certain discriminatory pricing and promotional practices involving commodities. It developed during an era of concern that large purchasers and chain stores could obtain price advantages unavailable to smaller competitors. Robinson-Patman issues are distinct from the competitor-collaboration issues that most often arise in association meetings, but the statute remains part of the federal antitrust framework.

Development through the courts

Over time, courts developed two broad analytical approaches. Some categories of competitor agreements, such as price fixing, bid rigging and market allocation, are treated as per se unlawful because experience has shown they almost always harm competition. Other restraints are evaluated under the rule of reason, which considers the restraint's purpose, market context, competitive effects and legitimate business justifications.

Several Supreme Court decisions are especially instructive for associations. *United States v. Socony-Vacuum Oil Co.*, 310 U.S. 150 (1940) illustrates the strict treatment of agreements affecting price. *Fashion Originators' Guild of America v. FTC,* 312 U.S. 457 (1941) demonstrates the risk of collective refusals to deal. *National Society of Professional Engineers v. United States,* 435 U.S. 679 (1978) rejected an association rule that suppressed price competition even though the association argued the restriction promoted professional quality and safety. *Allied Tube & Conduit Corp. v. Indian Head, Inc.*, 486 U.S. 492 (1988) illustrates antitrust risk when competitors manipulate private standard-setting processes.

The Principal Federal Antitrust Laws

Sherman Act Section 1

Section 1 applies to contracts, combinations and conspiracies that unreasonably restrain interstate or foreign commerce. In practical terms, Section 1 usually requires concerted conduct involving at least two independent economic actors. An agreement need not be a formal written contract. Courts may consider words, conduct, communications, surrounding circumstances and other evidence.

For associations, the most important point is that informal understandings can matter. A discussion need not end with a recorded vote or signed agreement to create risk if the evidence supports a conclusion that competitors reached a common understanding and acted on it.

Sherman Act Section 2

Section 2 addresses monopolization, attempted monopolization and conspiracies to monopolize. It generally focuses on market power and exclusionary conduct. Section 2 concerns arise less often in routine association meetings than Section 1 concerns, but they can become relevant when a dominant firm or group uses standards, access rules, certification requirements or other mechanisms to exclude rivals.

Clayton Act

The Clayton Act supplements the Sherman Act by addressing several specific forms of conduct and transactions. Section 7 governs mergers and acquisitions that may substantially lessen competition. Other provisions address certain exclusive arrangements and interlocking directorates. For individual NRCA members, Clayton Act issues may arise in acquisitions, vertical integration, joint ventures or board relationships involving competitors.

FTC Act

Section 5 of the FTC Act prohibits unfair methods of competition. The FTC may use this authority to challenge conduct that overlaps with Sherman Act or Clayton Act concerns and, depending on the circumstances and governing law, other conduct the commission views as an unfair method of competition.

State antitrust laws

Most states have their own antitrust or unfair competition statutes. State attorneys general may enforce those laws, and private plaintiffs may have additional rights under state law; therefore, a practice that affects a regional roofing market can create legal exposure even if the participants view the activity as local.

Potential consequences

Antitrust exposure can be substantial. The Sherman Act permits criminal prosecution of certain intentional cartel conduct, including hard-core price fixing, bid rigging and market allocation. Civil cases may result in injunctions, treble damages, attorneys' fees, costly discovery and reputational harm. Individuals as well as companies can face consequences. The prospect of litigation itself can also impose substantial cost even when no violation is ultimately proven.

How Antitrust Law Analyzes Agreements Among Competitors

Per se treatment

Per se treatment applies to a narrow group of restraints that courts regard as inherently anticompetitive. Once the conduct falls within a per se category, the parties generally cannot defend the agreement by arguing the price was reasonable, the market needed stability, the participants had good intentions or the arrangement produced other benefits.

Common examples include:

- Agreements among competitors to fix, raise, lower, stabilize or otherwise affect prices or price components
- Bid rigging, including agreements about who will bid, who will win, who will submit a complementary bid or whether a competitor will refrain from bidding
- Market or customer allocation, including dividing territories, customers, project types or product categories
- Certain group boycotts or collective refusals to deal

Rule of reason

Many collaborations among competitors are analyzed under the rule of reason. The analysis may examine the nature and purpose of the restraint, the relevant market, the participants' market power, actual or likely competitive effects, efficiencies and whether less restrictive alternatives could achieve legitimate objectives. Joint research, standards, certification

programs, joint purchasing and other collaborations may fall into this more fact-intensive category.

The importance of independent decision-making

Antitrust compliance does not require companies to ignore market conditions or public information. Competitors may independently react to the same shortage, economic trend, regulation, insurance condition or labor market. The risk arises when competitors communicate to reduce uncertainty about one another's future conduct or reach a common understanding about what they will do; therefore, parallel conduct is not automatically unlawful. Two roofing contractors may independently raise prices after the same material-cost increase. The concern would be evidence that the contractors communicated and agreed on the amount, timing, formula or need for the increase.

Conduct that Creates the Greatest Risk

Price fixing

Price fixing is broader than agreeing on a single final price. It can include agreements about discounts, markups, surcharges, escalation clauses, credit terms, warranty charges, minimum prices, pricing formulas, components of price or other terms that affect the price paid by a customer.

Example: Several contractors discussing increased insurance and material costs may lawfully discuss the existence of those industry pressures using public information. They should not agree that everyone will add a particular percentage surcharge or refuse work below a particular margin.

Bid rigging

Bid rigging directly undermines competitive procurement. Risk arises from agreements about who will submit a bid, who should win, whether a bidder will withdraw, whether a company will submit a deliberately noncompetitive bid or whether competitors will rotate successful bids. Public and private projects can both implicate antitrust law.

Market and customer allocation

Competitors should not divide markets among themselves. Allocation can involve geography, customers, project types, products, services or classes of work. An agreement that one contractor will stay out of another contractor's territory or customer base can create serious risk even if the companies believe the arrangement avoids conflict.

Group boycotts and collective refusals to deal

A collective decision by competitors not to buy from, sell to, bid for, hire from or otherwise deal with a particular company can create antitrust risk. Associations should be especially careful when members complain about a supplier, manufacturer, owner, general contractor, distributor, technology platform, insurer or other market participant.

An association may gather information, educate members, advocate for lawful policy changes or communicate verified concerns where appropriate. Those activities should not become an agreement among competing members to refuse business.

Why Trade Associations Receive Special Attention

Trade associations are not inherently suspect. Most association activities are competitively neutral or procompetitive. The antitrust issue is structural: An association creates repeated opportunities for competitors to communicate; therefore, regulators and private litigants may examine association meetings, emails, surveys, standards, committee work, minutes, messaging platforms and informal gatherings when investigating alleged coordination.

Courts do not treat an association as a safe harbor. Conduct that would be unlawful if competitors arranged it privately does not become lawful because it occurred through an association.

Legitimate association functions

Examples of activities that commonly serve legitimate purposes include:

- Safety education and technical training
- Building-code, regulatory and legislative advocacy
- Research concerning roof systems, materials, hazards, performance and installation practices
- Development of technical standards or best practices using fair procedures and appropriate legal oversight
- Collection and publication of appropriately structured industry statistics
- Workforce education and lawful workforce-development initiatives
- Public education about roofing and construction issues

- Forums for discussing legal, regulatory, technical, insurance and operational developments without coordinating competitive conduct

Applying Antitrust Principles to Common NRCA Activities

Educational programs

Educational programming is a core association function. Programs may address estimating methodology, contract clauses, safety, insurance, technology, labor law, building codes, project management, warranties or other business subjects. The line to watch is the difference between teaching members about a subject and facilitating agreement about how competing companies will act.

For example, a seminar may explain legal risks associated with escalation clauses. A member discussion should not evolve into an agreement that all contractors will use the same surcharge, same minimum price or same commercial pricing term.

Contract forms and model language

Model contracts and educational forms can reduce transaction costs and improve legal understanding. They can also create risk if competitors use them to eliminate meaningful competition on commercial terms. A model form should generally operate as an optional educational tool, not as a vehicle for members to agree that all competitors will impose identical pricing or commercial terms.

Insurance and risk management discussions

Members may discuss general insurance-market developments, public information, coverage issues and risk-management practices. They should avoid exchanging nonpublic future premium assumptions, company-specific pricing responses, planned surcharges, or coordinated decisions about customers or carriers.

Supply chain and material discussions

Associations may discuss publicly reported shortages, tariffs, transportation issues, code requirements, product availability or manufacturer announcements. Members should not use those discussions to coordinate purchases, refusals to buy, future pricing, or allocation of customers or work.

Information Exchanges, Surveys and Benchmarking

Information can improve markets. Industry statistics may help companies understand safety trends, workforce needs, economic conditions, technical performance or broad market developments. But exchanges of competitively sensitive information can reduce uncertainty about competitors' conduct and facilitate coordination.

Risk factors

Risk generally increases when information is:

- Current or forward-looking rather than historical
- Company-specific rather than aggregated
- Confidential or nonpublic rather than publicly available
- Related to prices, bids, costs, margins, customers, wages, output, capacity or strategic plans
- Exchanged directly among competitors rather than collected and reported through an independent process
- Detailed enough that participants can identify another company's data or infer its future conduct

Historical agency guidance has often identified third-party collection, sufficient age of data and aggregation across multiple participants as factors that reduce risk. Those concepts can be useful, but they should not be treated as permanent numerical safe harbors. Agency guidance changes, and a particular survey should be reviewed on its own facts.

Practical approach for NRCA

Any NRCA program that collects competitively sensitive member data should be reviewed in advance by NRCA staff and general counsel. The review should consider why the data is needed, who collects it, how it is anonymized, how many participants are represented, how old the data is, how results are aggregated, whether individual participants can be identified and who will receive the output.

Standards, Certifications, Technical Programs and Codes

Standards can produce substantial benefits. They can improve interoperability, safety, quality, training and

consumer confidence. At the same time, a standard can affect market access. A requirement that appears technical may disadvantage a product, installation method, manufacturer, contractor or new entrant.

The Supreme Court's decision in *Allied Tube* is a useful reminder that private standard setting can create antitrust exposure when competitors manipulate the process to exclude a rival product. The lesson is not that standards are improper. It is that the process and criteria should focus on legitimate technical, safety, performance or regulatory objectives rather than commercial exclusion.

Useful safeguards when setting standards include:

- Defining the technical, safety, performance or regulatory objective
- Using objective criteria where feasible
- Providing a fair process for relevant viewpoints
- Documenting the legitimate basis for significant technical decisions
- Avoiding discussion of whether a standard will protect particular competitors from competition
- Seeking legal review where a standard may materially affect market access, product acceptance, certification or eligibility.

Membership, Ethics Rules and Self-regulation

Associations may adopt reasonable membership qualifications and codes of conduct. Antitrust risk can arise if rules are used to exclude legitimate competitors, restrict advertising, control competitive methods or deny access to commercially important benefits without a legitimate basis.

A rule may have an admirable stated purpose and still require antitrust analysis if it suppresses competition. *National Society of Professional Engineers* is an important example: The Supreme Court rejected a professional association's attempt to justify a restriction on competitive bidding by arguing price competition threatened quality and public safety.

For NRCA, membership criteria, ethics provisions, certification rules and disciplinary processes should be tied to legitimate association purposes and administered consistently. Competitors should not use association procedures to disadvantage a rival for commercial reas

Advocacy, Government Relations and Public Policy

Trade associations play an important role in communicating with legislatures, agencies, building officials and other governmental bodies. Joint petitioning of government receives substantial protection under the Noerr-Pennington doctrine, which generally shields genuine efforts to influence governmental action from antitrust liability.

That protection does not convert every discussion connected to public policy into protected conduct. Members should distinguish advocacy about what government should do from agreements about what competing companies will do in the marketplace.

Example: NRCA members may advocate for changes to a building code, workforce rule, procurement statute or safety regulation. The same meeting should not become a forum for members to agree on future prices, bids, hiring practices or collective refusals to deal.

Labor Markets, Wages and Hiring

Antitrust law protects competition for labor as well as competition for customers. Companies that compete to hire employees or workers can be competitors in a labor market even if they sell different products or services.

Agreements among employers to fix wages, cap compensation, refrain from hiring one another's employees or allocate categories of workers can create serious antitrust risk. Members should independently establish compensation, benefits, recruiting practices and hiring decisions.

Association discussions may address publicly available workforce statistics, training needs, licensing requirements, immigration policy, safety training, apprenticeship and general labor-market trends. The discussion should not move into company-specific future wages, benefits, recruiting limits or agreements about employees.

Joint Programs, Purchasing and Other Collaborations

Not every collaboration among competitors is unlawful. Joint purchasing, research, training programs, shared technology initiatives and other joint ventures may create efficiencies and benefit members or customers. The antitrust analysis depends on the structure and competitive effects of the arrangement.

A joint program should have a legitimate purpose and should not include restraints that are broader than reasonably necessary to accomplish that purpose. Arrangements that involve exclusivity, market allocation, access to competitively sensitive data or collective purchasing power may warrant specific legal review before implementation.

Digital Communications, Data Platforms and Artificial Intelligence

Antitrust principles apply regardless of the communication medium. Text messages, group chats, collaboration platforms, social media, email, virtual meetings and messaging applications can all become evidence of an agreement or information exchange.

Algorithms and AI

Pricing software, benchmarking tools and AI can create additional issues when they use competitively sensitive data from multiple competitors. A company should not assume conduct becomes lawful merely because an algorithm or third-party platform performs the analysis. The relevant questions remain whether competitors are sharing sensitive information, whether the system reduces independent decision-making and whether the system facilitates coordination.

For an association, proposals to pool member data into an AI or analytics platform should receive legal review when the data includes prices, bids, labor rates, margins, customers, capacity, future plans or other competitively sensitive information.

Meetings, Informal Gatherings and Documents

The existing NRCA Antitrust Policy contains the operative requirements for agendas, staff participation, minutes, prohibited topics, stopping inappropriate discussions and related meeting procedures. This section provides background about why those safeguards matter.

Formal meetings

Advance agendas help define a legitimate business purpose and reduce the likelihood that a meeting drifts into sensitive subjects. Accurate minutes create a contemporaneous record of what occurred. Staff and legal oversight provide an additional mechanism for identifying issues before they become problems.

Informal gatherings

Antitrust law does not stop at the conference-room door. Dinners, receptions, golf outings, trade-show floors, rideshares, text chains and hallway conversations can present the same risks as formal meetings. A statement such as "this is off the record" has no antitrust significance.

Documents and communications

Loose or exaggerated language can create unnecessary problems. A lawful competitive strategy can look suspect when described as "disciplining the market," "getting everyone in line," "stopping price cutting," "keeping outsiders out" or "making sure nobody bids below us." Members should communicate accurately and professionally, especially when discussing competitors or market conditions.

Practical Roofing Industry Scenarios

Scenario 1: Material cost escalation

Facts: At an NRCA committee meeting, contractors discuss publicly reported increases in insulation and metal prices. A member says: "We should all add a 12% materials surcharge beginning next month."

Application: The discussion has moved from lawful industry information into proposed coordination of future pricing. The pricing discussion should stop. Each company must determine independently whether and how to adjust its pricing.

Scenario 2: Bid coverage

Facts: Two contractors discover they are bidding the same large reroof project. One says: "You take this one, and I will stay out if you stay out of the hospital project next month."

Application: This is a proposed allocation of projects and may also constitute bid rigging. The arrangement should not be made.

Scenario 3: Difficult general contractor

Facts: Several contractors complain about a general contractor's payment practices. A participant proposes that no NRCA member bid the general contractor's projects until it changes its contract.

Application: Members may discuss legal issues, educate one another and consider lawful advocacy. They should not agree collectively to refuse to deal with the general contractor.

Scenario 4: Wage pressure

Facts: During a workforce discussion, one contractor says foremen wages are rising rapidly and asks everyone to state the maximum hourly rate they intend to pay next year.

Application: Future wage information is competitively sensitive. The discussion should not proceed. Public or appropriately aggregated historical labor market data can present a different issue.

Scenario 5: Safety standard

Facts: A technical committee evaluates a proposed safety practice supported by testing and field experience. One participant opposes the practice because adopting it would make a competitor's product more attractive.

Application: The committee should focus on legitimate technical and safety criteria. Commercial harm to a competitor or product should not drive the standard.

Scenario 6: Industry survey

Facts: NRCA wants to survey members about average backlog, labor availability and revenue growth.

Application: Some industry data can be collected lawfully, but the design matters. If the survey will collect competitively sensitive information, NRCA should determine in advance what data is necessary, how old it should be, how it will be aggregated, who will handle it and whether participants could be identified.

Scenario 7: Model contract term

Facts: An educational program discusses a model escalation clause. A participant proposes that all contractors agree not to sign contracts unless owners accept the clause.

Application: Teaching members about contract risk is legitimate. Coordinating a collective refusal to accept different commercial terms presents a different antitrust issue and should not occur.

Scenario 8: Manufacturer complaint

Facts: Members believe a manufacturer is handling warranties poorly. They want NRCA to collect examples and present concerns to the manufacturer.

Application: Fact gathering and association advocacy may be legitimate when appropriately structured. Members should not turn the effort into an agreement that all contractors will stop purchasing from the manufacturer.

Scenario 9: AI estimating platform

Facts: Several contractors consider contributing detailed bid data to a shared AI platform that will recommend pricing for future roofing projects.

Application: This presents significant information exchange and coordination concerns. A shared platform using competitors' recent bid or pricing data should receive antitrust review before implementation.

Scenario 10: Code advocacy

Facts: NRCA members jointly ask a state agency to revise a roofing code requirement they believe is technically unsound.

Application: Genuine advocacy before government is a traditional association function. Members should keep the discussion focused on the governmental action sought and avoid coordinating independent marketplace conduct.

Antitrust Questions and Answers

Q: Can competitors ever talk to one another?

A: Yes. Competitors routinely interact lawfully through associations, joint ventures, standards organizations, public-policy efforts, technical programs and ordinary commerce. The key is to avoid agreements or exchanges that improperly reduce independent competition.

Q: Can we discuss prices that are already public?

A: Public information generally presents less risk than confidential information, but the context still matters. A discussion of published market data should not become a conversation about what participants intend to charge in the future or what prices the industry should adopt.

Q: Can members discuss costs?

A: General public information about inflation, insurance, tariffs, transportation or material trends may be discussed. Company-specific nonpublic cost data can be competitively sensitive, particularly when current or forward-looking and capable of influencing pricing decisions.

Q: Can members discuss contract terms?

A: Members can discuss legal risks, explain clauses and receive education about contracts. Competitors

should not agree that everyone will impose the same commercial terms, refuse alternatives or boycott customers that decline a preferred term.

Q: Can NRCA conduct surveys?

A: Yes, but surveys involving competitively sensitive data should be structured with appropriate safeguards and legal review. The purpose, age, aggregation, confidentiality, number of participants and ability to identify a participant's data all matter.

Q: Can an association recommend prices?

A: An association should not establish, recommend, suggest or coordinate member prices or price components. Members must make pricing decisions independently.

Q: Can we discuss a bad actor in the market?

A: Members can report facts, legal concerns, safety issues or misconduct through appropriate channels. The discussion should not become a collective agreement to refuse business or exclude a competitor, supplier, customer or other market participant.

Q: Can NRCA set technical standards?

A: Yes. Standards can provide significant benefits. The process should focus on legitimate technical, safety, performance or regulatory criteria and should not be used to suppress competition or exclude rivals for commercial reasons.

Q: What if I did not personally agree with an improper discussion?

A: Silence can create practical and evidentiary problems. Follow the NRCA Antitrust Policy regarding objection, withdrawal, documentation and notification of NRCA general counsel.

Q: Does antitrust law apply to wages and employees?

A: Yes. Employers can compete in labor markets. Agreements concerning wages, benefits, hiring, recruiting or allocation of workers can raise antitrust concerns.

Q: Does the same analysis apply to text messages and private chats?

A: Yes. Antitrust rules apply to conduct not to a particular communication platform. Informal digital communications may become important evidence.

Q: What should I do when I am unsure?

A: Do not improvise around a sensitive issue. Pause the discussion and seek guidance from NRCA staff or general counsel before proceeding.

Quick Reference Checklist

Before or during an NRCA discussion, ask:

- Does the topic have a legitimate association, educational, technical, safety, regulatory, research or public-policy purpose?
- Is the discussion within the approved agenda and NRCA process?
- Could the discussion reveal current or future prices, bids, margins, costs, wages, customers, capacity or strategy?
- Could participants infer what a competitor plans to do next?
- Could the discussion be understood as an agreement not to compete for a customer, project, territory, employee, supplier or product?
- Could an association rule, standard, certification or membership decision exclude a competitor without a legitimate objective basis?
- Is sensitive data being collected or distributed without adequate aggregation, confidentiality or legal review?
- Would I be comfortable if the discussion, email, text or document were reviewed by an antitrust investigator or shown to a jury?

If a discussion crosses the line

Follow the NRCA Antitrust Policy. In general, do not participate in an improper discussion. Raise the concern, stop or leave the discussion when required by the policy, and promptly contact NRCA staff or General Counsel.

The most useful rule to remember

Talk about the industry issue. Do not coordinate how competing companies will respond to it.

Selected Authorities and Further Reading

Statutes

Sherman Antitrust Act, 15 U.S.C. §§ 1-2.

Clayton Act, 15 U.S.C. §§ 12-27.

Federal Trade Commission Act, 15 U.S.C. § 45.

Robinson-Patman Act, 15 U.S.C. § 13.

Selected cases

*Standard Oil Co. of New Jersey v. United State*s, 221 U.S. 1 (1911).

United States v. Socony-Vacuum Oil Co., 310 U.S. 150 (1940).

Fashion Originators' Guild of America v. FTC, 312 U.S. 457 (1941).

National Society of Professional Engineers v. United States, 435 U.S. 679 (1978).

NCAA v. Board of Regents of the University of Oklahoma, 468 U.S. 85 (1984).

FTC v. Indiana Federation of Dentists, 476 U.S. 447 (1986).

Allied Tube & Conduit Corp. v. Indian Head, Inc., 486 U.S. 492 (1988).

FTC v. Superior Court Trial Lawyers Association, 493 U.S. 411 (1990).

Government resources

Federal Trade Commission, Guide to Antitrust Laws: The Antitrust Laws.

Federal Trade Commission, Guide to Antitrust Laws: Dealings with Competitors.

Federal Trade Commission, Spotlight on Trade Associations.

U.S. Department of Justice, Antitrust Division, Criminal Enforcement Resources.

Government guidance evolves. NRCA should periodically review the external resources referenced in this guide and update educational materials when legal standards or enforcement guidance materially change.

Important: This guide is supplemental educational material only. It does not replace or amend the NRCA Antitrust Policy, does not create independent member obligations, and is not a substitute for legal advice. The NRCA Antitrust Policy controls NRCA compliance procedures.

Questions involving NRCA activities should be directed to NRCA general counsel.