



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 or 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.