

NATIONAL ROOFING CONTRACTORS ASSOCIATION

 VOLUNTEER  
**HANDBOOK**

2024-2025

# Message From the Chairman of the Board

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Dear NRCA Leadership, Committee Members and Affiliate Executives—

On behalf of NRCA, thank you for agreeing to serve your association during the 2024-25 year. Your leadership is the cornerstone of our success and ensures that we continue to serve our members with excellence. This is your organization, and its success is your success.

The members of NRCA's Executive Committee and board of directors represent many diverse facets of the roofing industry and strive to meet the needs of all our members. Through their leadership, NRCA is continuously identifying areas to improve member services, raising awareness of important contributions the roofing industry makes and raising the level of the roofing profession.

As we set our sights on the year ahead, I encourage us all to maintain a collaborative spirit and to stay attuned to the needs of our members. Their input is invaluable in shaping the direction of our initiatives and ensuring that we remain responsive to their evolving needs.

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

In closing, I want to reiterate my appreciation for your leadership and dedication to our association. Together, I am confident that we will continue to achieve great things and make a positive impact on our industry, and I am grateful for the opportunity to serve as your chairman of the board.

I look forward to seeing you at meetings throughout the year, and I also encourage you to contact me if you have questions or ideas to share. I can be reached at [dduncan@nationsroof.com](mailto:dduncan@nationsroof.com).

Wishing you all the best,



Doug Duncan  
NRCA Chairman of the Board  
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# Details About NRCA

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## **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](http://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 are received from individual members and NRCA's affiliated state, local and regional roofing contractor associations. NRCA's Nominating Committee presents its slate of new officers and directors at the member meeting during NRCA's annual convention.

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

Generally, a task force disbands when the assigned tasks are completed.

### **How is the NRCA staff organized?**

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

### **What are additional professional functions within NRCA?**

NRCA employs outside professional help in areas where required. NRCA is represented by well-established law firms in 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 (ASC) and has a staff member who serves on the Association Advisory Council of the American Subcontractors Association. A staff member and contractor member serve as trustees for ASC. NRCA 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.

# 2024-25 NRCA Officers and Directors

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Ex-officio Member of all committees except the Awards and Nominating committees

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# NRCA Strategic Plan

## 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 the recognition of our members as professionals and to unite the industry to that purpose.***

## 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, hard work, diversity and quality. It will advance toward its vision by ensuring consensus decisions are determined through active deliberation inside the committee process.***

## **NRCA sets the following areas of focus (listed alphabetically)**

### **Advocacy**

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

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

### **Communication**

Through various communication vehicles, NRCA promotes its members':

- Benevolence
- Successes
- Professionalism
- Diversity

### **Education and/or Certification**

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

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

### **Membership growth**

- NRCA seeks to grow its membership in a manner that reflects its commitment to diversity in the industry.
- NRCA will examine its dues structure to best serve the industry.

### **Safety**

NRCA regards worker safety as a primary goal. NRCA:

- Believes safety begins the moment an industry employee leaves his or her home for work until the time he or she returns home safely each day

- Seeks to provide the most comprehensive safety training available in the roofing industry to provide the safest work environment possible.
- Believes safety includes property. The roofing industry by its nature is designed to protect buildings and their contents. Water damage during or after construction, fires and/or other physical damage are mitigated by our efforts.

### **Technical**

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

- Advocacy
- Training
- Research

The mission statement and areas of focus will change, either together or independently, to reflect the ever-green 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 still vital for vision attainment. The staff support section, which follows, provides those details.

### **NRCA Staff Support**

NRCA is uniquely qualified to deliver on the idea of unifying the industry to improve its members' recognition as professionals.

NRCA has professionals on staff in the following disciplines:

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

- Publications
- Technical

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

### **Advocacy**

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

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

### **Communications**

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

NRCA will unite the industry in effort to engage the media with press releases about our members projects and charitable work focusing on making our members good work noticeable in their hometowns. When our members do something of national note, we will communicate those with national media. We will expand our footprint in social media, maximize the use of *Professional Roofing* as well as other communication pieces that NRCA routinely deploys.

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

A fully trained and certified workforce offers an additional layer of consumer protection that simply does not currently exist in the roofing industry. A uniform system of training and certifying workers can be transformational for roofing companies as it can provide immediate and tangible results that could include:

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

### **Enterprise Risk Management**

The roofing industry has no shortage of risk whether it is to workers or the companies that employ them. Reducing risk for members includes creating programs to reduce employee injuries, reduce the likelihood of building fires and water damage, reduce driving-related accidents and reduce theft. Any one of these items (and others) can damage a company's reputation.

In addition, risk to members' businesses is significant whether its contractually, regulatory- or employ-

ment-related. Each requires supporting members' professional standing through the availability of insurance program offerings, reaching out to government agencies and offering legal support.

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

### **Finance**

Any discussion about NRCA's mission must include the area of finance. NRCA seeks to manage the financial resources provided by its members, products, programs and services in the most cost-efficient manner possible. 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 Resource Center, whose legal experts will help address some of your toughest legal, business and employment issues, including:

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

### **Marketing**

Using NRCA's team of marketing professionals, NRCA will develop marketing programs its members can deploy in their own companies. By unifying the industry around specific messaging, NRCA members can begin to drive a unified message nationally. Because NRCA has members in every state and major metropolitan area, it can facilitate communication around key concepts that can nationalize what its members do. NRCA has experience with this having done it in the past with the "Insist on a Roofing Professional" initiative as well as other marketing programs.

### **Membership**

For NRCA to truly be effective, it has been determined membership growth is critical. NRCA will seek to unify the entire roofing industry by using growth models that are inclusive and allow all roofing stakeholders to join its efforts to improve the professional reputation of the entire roofing industry. NRCA's ability to drive any message will be directly related to its membership footprint. Growth is critical for driving a message that penetrates.

### **Publications**

*Professional Roofing* in its print 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**

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

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

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

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

# Your Role as an NRCA Leader and Volunteer

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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, anti-trust 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 roofing- and construction-related collective bargaining agreements negotiated in your area.
- 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

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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.

## **Type of 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

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## **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.

- 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.

## **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.

# The Effective Committee Member

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## **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 its strategic plan.

# The Effective Committee Staff Liaison

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## **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

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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.

Inasmuch as an industry organization's antitrust violations can subject all participants to criminal and civil liability, NRCA participants should be aware of the legal risks 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:

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

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

1. NRCA participants or committees may agree to a product, safety or other standard. In some cases, NRCA may participate in standard setting activities of government regulatory bodies and private voluntary standard-setting organizations by providing comments and suggestions.
2. When standardization activities are under consideration, the discussion must be confined to technical, engineering, safety and regulatory factors. Competitive and marketplace issues are not proper factors to be considered. NRCA 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

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## 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.

## DISCRIMINATION 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

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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.

# NRCA Unlawful Harassment Policy

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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 off-site, as well. NRCA staff members are not required to

endure insulting, degrading or exploitive treatment for any reason while on the job regardless of where they are working.

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

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

## Disciplinary Action

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

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

# NRCA Whistleblower Policy

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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 Anti-trust 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, the 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 sub-

section (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 board, chairman of the board-elect and immediate past chairman of the board (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 compliance 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 4/1/2024

# NRCA Bylaws

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## Article I. Name and Location

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

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

## Article II. Objectives

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

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

## Article III. Membership

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

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

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

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

be granted Associate membership in NRCA. The Board of Directors or its designee(s) may, from time to time, establish various categories of Associate membership as well as the dues, benefits, privileges and obligations of such categories. Each corporation or other entity granted Associate membership in NRCA shall file with the Chief Executive Officer the name of the individual selected to be its representative in NRCA with the authority to vote on its behalf and hold office.

- d. **Industrial/Institutional Members.** Firms or institutions that employ the services of Active Members of NRCA and are desirous of being associated with NRCA as Industrial/Institutional Members may do so upon approval of application to the Executive Committee stating their purposes in seeking membership. Dues, benefits, privileges, and obligations of Industrial/Institutional Members shall be determined by the Board of Directors or the Executive Committee.
- e. **International Members.** Corporations or other entities engaged in the roofing industry outside of the United States and its possessions that would otherwise qualify for Active membership in NRCA may be granted International membership by the Board of Directors or Executive Committee upon application to NRCA. Dues, benefits, privileges, and obligations of International Members shall be determined by the Board of Directors or Executive Committee.

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

Section 5. **Termination of Membership.** Membership in NRCA shall cease upon lapse of annual dues or withdrawal of the member from active participation in the industry. 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 Organization shall generally consist of, or include, contractors as defined in Article III, Section 3(a), operating as such within the area of the group. For the purpose of affiliation with NRCA, such group shall have within its membership five (5) or more Active Members of NRCA.
- b. The membership of an International Affiliated Organization may consist of roofing contractors, manufacturers or other roofing-related associations.

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

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

## **Article VI. Officers**

- Section 1. **Officers.** The officers shall be a Chairman of the Board, Chairman of the Board-Elect, six (6) Vice Chairmen of the Board and the Immediate Former Chairman of the Board (collectively, the “Officers”). The Chairman of the Board, Chairman of the Board-Elect and Vice Chairmen shall be elected by the voting members in accordance with Article IX.
- Section 2. **Terms.** The term of the Chairman of the Board shall be for one year. The Chairman of the Board-Elect shall serve a one-year term and shall automatically succeed to the Chairman of the Board. The terms of the Vice Chairmen of the Board shall be for two (2) years, and they shall serve without seniority and without automatic succession to the office of Chairman of the Board. A Vice Chairman of the Board shall not be eligible for re-election to the same office until after an interval of one year after the conclusion of his or her previous term of office. The terms of the Vice Chairman shall be staggered such that three (3) Vice Chairmen of the Board shall be elected annually.
- Section 3. **Qualifications.** Every officer nominated shall have served a minimum of one year as a member of the Board of Directors prior to his or her nomination.
- Section 4. **Singularity of Office.** A person serving as a director when elected to serve as an Officer surrenders such Directorship upon the date of the assumption of the person’s duties as an Officer and shall continue to serve on the Board by virtue of his or her office for the duration of the term set forth above in Article VI, Section 2.
- Section 5. **Duties.** It shall be the duty of the Chairman of the Board to preside at all meetings of the membership, Executive Committee and Board of Directors; to appoint committees not otherwise provided for; and to perform such duties as pertain to the office. He or she may select Vice Chairmen of the Board to serve liaisons in relevant NRCA activities.
- Section 6. **Immediate Former Chairman of the Board.** The Immediate Former Chairman of the Board shall serve as an officer of NRCA for a term of one year and shall serve as a member of the Executive Committee.
- Section 7. **Resignation and Removal of Officers.** Any Officer may resign at any time by giving written notice to the Chairman of the Board. In addition, any officer may be removed by a majority vote of the persons entitled to elect such officer, whenever, in their judgment, the best interests of NRCA would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer or agent shall not of itself create any contract rights.



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

#### Article VII. **Board of Directors**

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

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

Section 3. **Director Vacancies.** Vacancies in the Board of Directors 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 and directors shall take place at the Annual Convention. Nominations, in addition to the Nominating Committee slate, may be made by written petition. Such written petition is to be submitted to the current Chairman of the Board twenty-four (24) hours in advance of the scheduled election and must be signed by at least five percent (5%) of the total number of voting members in good standing. Officers shall be elected by a majority of all votes cast and the directors by a plurality vote. Election shall be by paper or electronic ballot, except in the instance of only one nominee for office, when there may be a voice vote.

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 meeting on matters not specified in the notice.

Section 4. **Quorum.** Fifty (50) members in good standing shall constitute a quorum for the transaction of business at any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

Section 5. **Manner of Acting.** The act of a majority or more of the voting members present (in person or by proxy) at a duly called meeting of the voting members at which a quorum is present shall be the act of the voting members, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.

Section 6. **Mail/Electronic Voting.** Voting by mail or electronic means shall be permitted for any item of business before the voting members to the full extent permitted by the Act. A mail or electronic vote of the voting members may be called by the Board of Directors.

Section 7. **Regular Meetings of the Board of Directors.** The directors shall hold (i) an annual meeting in advance of the Annual Convention to receive reports by the Chairman of the Board and Chief Executive Officer and conduct the business of NRCA; and (ii) a Midyear meeting after the close of the fiscal year. Written notice, stating the date, time, place and general nature of the business to be conducted shall be sent to all members of the Board of Directors at least ten (10) days prior to the scheduled date of such meeting. Minutes of all Board of Directors meetings shall be furnished to each member of the Board of Directors by the Chief Executive Officer.

Section 8. **Special Meetings.** Special meetings of the Board of Directors may be called by, or at the request of, the Chairman of the Board, or upon a written request to the Chairman of the Board of ten (10) members of the Board of Directors.

Section 9. **Quorum.** A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that when less than a quorum is present at said meeting, a majority of the voting members of the Board of Directors present may adjourn the meeting to another time without further notice.

Section 10. **Manner of Acting.** The act of a majority of the voting members of the Board of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.

Section 11. **Action Without a Meeting.** Any action requiring a vote of the Board of Directors may be taken without a meeting if a written consent, setting forth the action taken, is approved by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

Section 12. **Meeting by Conference Call.** Any action to be taken at a meeting of the Board of Directors, or any committee thereof, may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these bylaws, any meeting to be held by conference call (whether regular or special) may be held upon a minimum of twenty-four (24) hours prior notice.

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

Section 14. **Notice.** It shall be the duty of all members to keep on file with the Chief Executive Officer of NRCA an email and physical address to which all notices required by the minutes, bylaws, the Act and rules

and regulations of NRCA may be sent. The mailing of any such notices of any regular or special meeting to such last known email or physical address shall be sufficient and conclusive notice upon such member.

Section 15. **Waiver of Notice.** Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened. Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **Article XII. Committees**

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

Section 2. **J.A. Piper Award Committee.** A committee, composed of the five (5) most recent recipients of the J.A. Piper Award who are able to serve and consent to such service, select the name of an individual who has provided distinguished service to NRCA and/or industry. The committee chairman shall be the most 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.

## **Article XIV. Indemnification**

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

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

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

Section 3. **of Indemnification.** Any indemnification under Section 2 (unless ordered by a court) shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the director, officer, committee member, employee, representative or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 2. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or, if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

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

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

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

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

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

#### **ARTICLE XV. Amendments**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular or special 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 of NRCA (except any assets held by NRCA upon condition requiring return, transfer, or other conveyance in the event of dissolution, which assets shall be returned, transferred, or conveyed in accordance with such requirements) exclusively for the purposes of NRCA in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986,

as amended (the “Code”) or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of NRCA is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

# NRCA Financial Policies

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With continued vigorous committee activity and increased volunteer efforts by NRCA officers and directors, it is important there is a clear statement of NRCA expense reimbursement policies. This section is intended to provide you with specific information. If a situation is not addressed, please call McKay Daniels, NRCA's CEO, at (702) 510-8605.

## **General**

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

All expense reimbursements require submission of an expense statement with supporting documents, such as original receipts. And in every instance where expense forms are to be submitted, they are due within 60 days of the event.

All contracts, official documents and purchase orders, including any order of printing, etc., must be executed through NRCA's headquarters office. Except in unusual circumstances, NRCA will not reimburse the cost of wireless/Internet fees, photocopies or other miscellaneous expenses.

## **Board of directors, Midyear Meetings and Annual Convention**

There is no expense reimbursement in connection with a regular NRCA board of directors meeting.

There are two regularly scheduled board meetings each year: one during NRCA's annual convention and one during NRCA's Midyear Committee Meetings. Further, there is no expense reimbursement for committee meetings held during the annual convention and Midyear Meetings.

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

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

## **Committee expenses**

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

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

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

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

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

## **Official representation of NRCA**

The following are examples of official NRCA representation:

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



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

### **Executive Committee**

NRCA Executive Committee members are reimbursed for their expenses in connection with any meetings of the Executive Committee, except NRCA's annual convention. Expense reimbursement is based on coach-class airfare and single-rate hotel rooms.

When spouses attend, each spouse's expenses are the responsibility of the individual Executive Committee member. Spouse expenses for individually ticketed group activities will be charged back to Executive Committee members.

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

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

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

# NRCA Staff

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# NRCA Meeting Dates

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## Dates

## Meetings/Events

### 2024

June 5-6	New Director Orientation NRCA Headquarters Rosemont, Ill.
June 26-27	SkillsUSA National Leadership & Skills Conference Georgia World Congress Center Atlanta
July 16-19	NRCA's Midyear Committee Meetings Four Seasons Hotel Chicago
Aug. 26-29	Future Executives Institute (FEI) Northwestern Kellogg School of Management Chicago
Oct. 2-5	NRCA Executive Committee Meeting La Playa Hotel, Carmel-by-the-sea, Calif.
Oct. 9-11	NRCA LEGALCon – Live Wyndham Grand Clearwater Beach Clearwater, Fla.
Nov. 12-15	NRCA's Fall Committee Meetings/Roofing Alliance Member Meeting The Otis Hotel Autograph Collection Austin, Texas
Nov. 13-15	IFD's World Championship of Young Roofers Innsbruck, Austria

### 2025

Feb. 19-21	NRCA's 138th Annual Convention and International Roofing Expo® 2025 Henry B. Gonzalez Convention Center (Halls 1-3) San Antonio, Texas
April 8-9	Roofing Day in D.C. Grand Hyatt Washington, D.C.

# NRCA Meeting Dates

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April 23-25	Roofing Alliance Member Meeting Paradise Point Resort & Spa San Diego, Calif.
May 5-8	NRCA's Executive Committee Meeting Alaia Belize Autograph Collection, Belize
June 25-26	SkillsUSA National Leadership & Skills Conference Georgia World Congress Center Atlanta
July 15-18	NRCA's Midyear Committee Meetings London House Chicago
Oct. 6-10	NRCA's Executive Committee Meeting Location and Dates TBD
Oct. 27-30	NRCA's Fall Committee Meetings/Roofing Alliance Member Meeting Hilton Scottsdale Resort and Villas Scottsdale, Ariz.
<b>2026</b>	
Jan. 20-22	NRCA's 139th Annual Convention and International Roofing Expo 2026 Las Vegas Convention Center Las Vegas
Feb. 24-27	International Study Tour Dach and Holz Show Cologne, Germany
June 24-25	SkillsUSA National Leadership & Skills Conference Georgia World Congress Center Atlanta
July 14-17	NRCA's Midyear Committee Meetings London House Chicago

# 2024-25 NRCA Committee Appointments

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## **BUSINESS EDUCATION AND WORKFORCE DEVELOPMENT SECTION**

*Vice Chairman Liaison: Tim Stephens*

CTE/Workforce Development Committee

NRCA Legal Committee

ProCertification Oversight Committee

## **EDUCATION SECTION**

*Vice Chairman Liaison: Dave Hesse*

CERTA Committee

Future Executives Institute (FEI) Committee

NRCA University Operations Committee

## **GOVERNMENT RELATIONS SECTION**

*Vice Chairman Liaison: Cheryl Chapman*

Government Relations Committee

PAC Advisory Committee

Roofing Day Advisory Committee

## **INDUSTRY SECTION**

*Vice Chairman Liaison: Gary Howes*

Global Advisory Committee

Health and Safety Committee

Insurance Board of Governors

IRE Roundtable Task Force

## **MEMBERSHIP SECTION**

*Vice Chairman Liaison: Tupac de la Cruz*

Diversity, Equity and Inclusion Committee

Hispanic Outreach Task Force

Membership Growth and Development Committee

Residential Roofing Committee

## **TECHNICAL SERVICES SECTION**

*Vice Chairman Liaison: Chad Collins*

Manual Update Committee

NRCA Roofing Coatings Task Force

Rooftop PV Task Force

Sustainability Committee

Technical Operations 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



## **BUSINESS EDUCATION AND WORKFORCE DEVELOPMENT SECTION**

*Vice Chairman Liaison: Tim Stephens*

### **CTE/Workforce Development Committee**

#### **John Esbenshade, staff liaison**

1. John Kiesel, Chairman
2. Brad Baker
3. Michelle Boykin
4. Pat Cochran
5. Rick Damato
6. Susan DeGrassi
7. Heidi Ellsworth
8. John Fleming
9. Paige Harvill
10. Rob Kornahrens
11. Michael Kruger
12. Michelle Lane
13. Steve Little
14. Christian Madsen
15. Greg Malcolm
16. Hillary McPartlon
17. Sherri Miles
18. Roger Redden
19. Brynne Smith
20. Mills Snell
21. Jason Stanley
22. Jason Tetterton
23. John Yuko

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

### **NRCA Legal Committee**

#### **Amy Staska and Crystal Wukovits, staff liaisons**

1. Greg McNamara, Chairman
2. John Barker
3. Rachna Butani Bhatt
4. Chad Cron
5. Jeff Embow
6. Brad Jones
7. Monica Murphy Mittel
8. J.J. Smithey
9. Mills Snell
10. Brad Sutter
11. Rob Therrien Jr.
12. Bob Willis

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

### **ProCertification Oversight Committee**

#### **Jared Ribble and Denise Malcom, staff liaisons**

1. Paige Harvill, Chairman
2. Chris Bowman
3. Michelle Boykin
4. John Campbell
5. Vince Ellison
6. Tammy Hall
7. Helene Hardy Pierce
8. Scott Kawulok
9. Beth Kegley
10. Joel King
11. Sherri Miles
12. Geoff Mitchell
13. Bob Moretti
14. Bob Morgan
15. Chris Rhoades
16. Tom Siebert
17. Keith Symons

**Objective:** Develop policies and procedures that ensure industry certifications are sensible, defensible, consensus-based, maintain high value to all industry stakeholders, and implement strategies to drive ProCertification into the marketplace.

## EDUCATION SECTION

*Vice Chairman Liaison: Dave Hesse*

### CERTA Committee

#### Amy Staska, staff liaison

1. Chuck Chapman, Chairman
2. Collin DeBuysere
3. Paige Harvill
4. George Patterson
5. Diana Petersen
6. Bob Willis

**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 consistent with the current MRCA/NRCA CERTA agreement.

### Future Executives Institute (FEI) Committee

#### Tom Shanahan, Janice Davis and Jared Ribble, staff liaisons

1. Geoff Mitchell, Chairman
2. John Barker
3. Chris Bowman
4. Dean Jagusch
5. Michael Kruger
6. Bob Morgan
7. Diana Petersen
8. Lynn Price
9. J.J. Smithey
10. 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.

## NRCA University Operations Committee

### Amy Staska, staff liaison

1. Diana Petersen, Chairman
2. Tom Biller
3. Chris Bowman
4. Michelle Boykin
5. Marc Connerly
6. Jeff Embow
7. Peter Horch
8. Greg Hudson
9. Dean Jagusch
10. John Kiesel
11. Dave Lawlor
12. Christian Madsen
13. Hillary McPartlon
14. Monica Murphy Mittel
15. Michael Polizzi
16. Amparo Sancen
17. David Sanders
18. Tom Siebert
19. Nelson Smiley
20. Peter Stevens
21. Brad Sutter
22. Jason Tetterton

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

## GOVERNMENT RELATIONS SECTION

*Vice Chairman Liaison: Cheryl Chapman*

### Government Relations Committee

#### Duane Musser, staff liaison

1. John Yuko, Chairman
2. Eric Cason
3. Chad Cron
4. Dan Davis
5. James Ellsworth

6. Hap Esbenshade
7. Scott Gipson
8. Tammy Hall
9. Tom Jensen
10. Marc Jordan
11. Rob Kornahrens
12. Richard Lawson
13. Will Lorenz
14. Eddie Marquez
15. Amanda Nordmeyer
16. Jonathan Reader
17. Lorna Rojas
18. Wade Shepherd
19. Scott Shufflebarger
20. Ellen Thorp
21. Tom Walker
22. Jayne Williams
23. David Workman

**Objective:** Monitor the activities of the federal government, particularly proposed and enacted legislation and regulations. Assess the resulting effect on the roofing industry and regularly communicate with NRCA members and affiliates about issues of importance. Adopt positions regarding government activities having a national effect on the roofing industry and, with final approval of 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. Kyrrah Coker
3. Dan Davis
4. James Ellsworth
5. Sandy Farrell
6. Rudy Gutierrez
7. Marc Jordan
8. Joel King
9. Michael Mitchell

10. Robyn Ommen
11. Frank Palmer
12. Jonathan Reader
13. Tom Walker
14. Jayne Williams
15. 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**

##### **Deborah Mazol, staff liaison**

1. John Campbell, Chairman
2. Greg Bloom
3. John Boling
4. Chad Burhrman
5. Mike Davis
6. Susan DeGrassi
7. Scott Gipson
8. Tammy Hall
9. Helene Hardy Pierce
10. Scott Kawulok
11. Justin Koscher
12. Richard Lawson
13. Jake Magalsky
14. Michael Mitchell
15. Frank Palmer
16. Michael Parlier
17. Lisa Pate
18. Megan Pope
19. Jessica Roque
20. Scott Shufflebarger

21. Patsy Sweeney
22. Joel Viera
23. Tom Walker
24. 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

*Vice Chairman Liaison: Gary Howes*

### Global Advisory Committee

#### Maggie Kosinski and Jessica Priske, staff liaisons

1. Josh Kelly, Chairman
2. Mardee Billingsley
3. Piers Dormeyer
4. Hap Esbenshade
5. Ed Gallos
6. Stan Graveline
7. Tim Kersey
8. Dave Lawlor
9. Steve Little
10. Jake Magalsky
11. R.J. Radobenko
12. Kent Schwickert
13. Jason Stanley

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

### Health and Safety Committee

#### Cheryl Ambrose and Rich Trewyn, staff liaisons

1. Richard Lawson, Chairman
2. Joel Barnes
3. Micah Burgess
4. John Fleming
5. Ed Gallos
6. Brad Jones
7. Michael Kruger

8. Craig Lowrie
9. Greg McNamara
10. Neftali Ortiz
11. Rod Petrick
12. John Quarnstrom
13. Charles Rademacher
14. R.J. Radobenko
15. Joseph Redd
16. Rachel Reed
17. Brynne Smith
18. Keith Symons

**Objective:** To assist the industry in the development of a culture of safety fostered by management leadership and embraced by workers with the goal of keeping roofing workers safe from the moment they leave home until they return from work. The committee'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

#### Cheryl Ambrose and Johny Hayden, staff liaisons

1. Dave Hesse, Chairman (2 years)
2. Erica Jackson (1 year)
3. Nick Sabino (3 years)
4. Sherri Miles (4 years)
5. Neftali Ortiz (5 years)
6. John Kiesel (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

#### Staff liaisons: Ambika Reid and Paul Gerwen

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.

1. J.J. Smithey, Chairman
2. Rick Damato
3. Mark DeFreitas
4. Paige Harvill
5. Greg Hudson
6. Wendy Marvin
7. Sherri Miles
8. Geoff Mitchell
9. Bob Morgan
10. David Sanders
11. Brad Sutter
12. Curtis Sutton

## MEMBERSHIP SECTION

*Vice Chairman Liaison: Tupac de la Cruz*

### Diversity, Equity and Inclusion Committee

#### Jorge Rivera and Judy Perez, staff liaisons

1. Michelle Lane, Chairman
2. Alexandra Chacon
3. Kyrrah Coker
4. Chad Cron
5. Stephanie Daniels
6. Mark DeFreitas
7. Susan DeGrassi
8. Heidi Ellsworth
9. Erica Jackson
10. Beth Kegley
11. Greg Malcolm
12. Rachel Reed
13. Lorna Rojas

**Objective:** Create and promote a community within NRCA's membership focused on diversity + inclusion topics; help identify and implement ideas to better engage underrepresented groups; and work to increase NRCA membership and involvement with them.

### Hispanic Outreach Task Force

#### Jeff Jarvis, staff liaison

1. Tupac de la Cruz, Chairman
2. Brunno Batista

3. Cheryl Chapman
4. Rudy Gutierrez
5. Alex Hernandez
6. Amparo Sancen

**Objective:** To 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. Peter Horch, Chairman
2. Rachna Butani Bhatt
3. Manny de Santiago
4. Heidi Ellsworth
5. Erika Jackson
6. Michelle Lane
7. Vincent Malizia
8. Wendy Marvin
9. R.J. Radobenko
10. 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. Wendy Marvin, Chairman
2. Brad Baker
3. Patrick Cochran
4. Stephanie Daniels
5. Frank DeFrancisco
6. Jean-Paul Grivas
7. Peter Horch

8. Bryan Karel
9. Steve Little
10. Vincent Malizia
11. Jim Prusak

**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

*Vice Chairman Liaison: Chad Collins*

### Manual Update Committee

#### Maciek Rupar and Nick Gallagher, staff liaisons

1. Lynn Price, Chairman
2. Tyler Allwood
3. Scott Baxter
4. Blaine Braun
5. Eric Cason
6. Collin DeBuysere
7. Matt Dupuis
8. Jean-Paul Grivas
9. Allen Hughes
10. Bryan Karel
11. Jim Prusak
12. Chris Rhodes
13. Chris Riskus

**Objective:** In conjunction with NRCA’s Technical Operations Committee, carry out a plan for revising and updating The NRCA Roofing Manual, maintaining its position as an up-to-date, authoritative technical resource for the roofing industry. Revise and update as necessary The NRCA Roofing Manual: Architectural Metal Flashing and Condensation and Air Leakage Control—2022 for publication as a new edition in January 2026. Develop interim updates to the 2023, 2024, and 2025 editions as needed as new technical information and guidelines become available..

### NRCA Roof Coatings Task Force

#### Maciek Rupar and Nick Gallagher, staff liaisons

1. Bob Willis, Chairman
2. Chuck Chapman
3. Allen Hughes
4. Lynn Price

**Objective:** In conjunction with NRCA’s Technical Operations Committee, carry out a plan for revising and updating NRCA Guidelines for the Application of Roof Coatings, including adding best practice application guideline information.

### Rooftop PV Task Force

#### Glen Clapper and Nick Gallagher, staff liaisons

1. Bryan Karel, Chairman
2. Eric Cason
3. Billy Cole
4. Rudy Gutierrez
5. Rob Kornahrens
6. Steve Little
7. Geoff Mitchell
8. Erick Quintero

**Objective:** In conjunction with NRCA’s Technical Operations Committee, review NRCA’s existing materials and guidance on rooftop PV installations and develop a white paper or other suitable communication piece for roofing contractors to use in explaining NRCA’s best practice guidelines for the installation of, and general consideration for, rooftop PV installations on low and steep-slope roof assemblies.

### Sustainability Committee

#### Kurt Fester and Glen Clapper, staff liaisons

1. George Patterson, Chairman
2. Scott Baxter
3. Blaine Braun
4. Jeff Embow
5. Rudy Gutierrez
6. Scott Kawulok
7. Wendy Marvin
8. Sherri Miles
9. Geoff Mitchell
10. Shawn Morgan
11. Diana Petersen

**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.

### **Technical Operations Committee**

#### **Mark Graham, staff liaison**

1. Bryan Karel, Chairman
2. Chuck Chapman
3. Collin DeBuysere
4. Jean-Paul Grivas
5. Allen Hughes
6. George Patterson
7. Rob Therrien Jr.

**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.

## **COMMITTEES REPORTING DIRECTLY TO THE CHAIRMAN OF THE BOARD**

### **Budget and Finance Committee**

#### **McKay Daniels and Vesna Nikolic, staff liaisons**

1. Lisa Sprick, Chairman
2. Doug Duncan
3. Alex Hernandez
4. Rod Petrick
5. Nick Sabino
6. Kent Schwickert
7. 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, staff liaison**

1. Alex Hernandez (NRCA), Chairman
2. Doug Duncan (NRCA)
3. Lisa Sprick (NRCA)
4. Tyler Allwood (Eagle Roofing Products)
5. John Altmeyer (GAF)
6. Scott Baker (National Nail Corp.)
7. Gordon Bickler (ICP Building Solutions Group)
8. Greg Bloom (Beacon Building Products)
9. Eric Brown (CertainTeed Corp.)
10. Dick Bus (ATAS International Inc.)
11. John Campbell (Eagle Roofing Products)
12. Jason Dark (Duro-Last Roofing Inc.)
13. Steven Del'Nero (DuPont)
14. Piers Dormeyer (Eagleview)
15. John Doyle (Flex Membrane International)
16. Heidi Ellsworth (RoofersCoffeeShop)
17. Scott Gipson (Fibertite Roofing Systems)
18. Kirk Goodrum (Siplast Inc.)
19. Stan Graveline (Sika/Sarnafil)
20. Paul Hantz (Wausau Tile Inc.)
21. James Heisey (CCM/Versico)
22. Brian Hobdy (Pabco)
23. Greg Hudson (Georgia-Pacific Gypsum)
24. Derrick Hutchinson (USG Corp.)
25. Josh Kelly (OMG Inc.)
26. Tim Kersey (SOPREMA and Derbigum)
27. Michelle Lane (Holcim)
28. Dave Lawlor (ROCKWOOL)
29. Scott Lelling (Polyglass U.S.A. Inc.)
30. Will Lorenz (General Coatings Manufacturing Corp.)
31. Curtis Maas (Reichel & Drews Inc.)
32. Pat McCoy (BASF Corp.)
33. Joseph Mellott (The Garland Company)

34. J.K. Milliken (Tremco Inc.)
35. Dan Murphy
36. Amanda Nordmeyer (Sherwin-Williams Coil Coatings)
37. Michael Polizzi (A.C.T. Metal Deck Supply)
38. Ken Roberts (Atlas Roofing Corp.)
39. Chris Salazar (Karnak Corp.)
40. Michael Schneider (Owens Corning Inc.)
41. Steve Schwar (Carlisle Construction Materials LLC)
42. Wade Shepherd (Westlake Royal Roofing Solutions)
43. Joe Smith (Johns Manville Corp.)
44. Stefan Spelar (Nardini S.p.A.)
45. Jason Stanley (I.B. Roof Systems)
46. Dan Tinker (SRS Distribution Inc.)
47. Tom Walker (ABC Supply Co. Inc.)
48. Aaron Weinstein (Terial)
49. Richard Zegelbone (Tropical Roofing Products)

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

#### **International Relations Committee**

##### **Maggie Kosinski and Jessica Priske, staff liaisons**

1. Gary Howes, Chairman
2. Blain Braun
3. Alexandra Chacon
4. Pascal Civati
5. Zhu Dongqing
6. Piers Dormeyer
7. Ed Gallos
8. Dear Jagusch
9. Josh Kelly
10. Dave Lawlor

11. Jake Magalsky
12. Luke McCormack
13. Graeme Millar
14. Graham Moor
15. Jose Miguel Morgado
16. Hans-Peter Springinsfeld
17. R.J. Radobenko
18. Haidee Ryan
19. Haruyuki Sekine
20. Stefano Spelar
21. James Talman
22. Jorge Valdes
23. Dirk Van Kerckhove
24. Philip Witte
25. 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. Doug Duncan
3. Hap Esbenshade
4. Alex Hernandez
5. Rob McNamara
6. Lisa Sprick
7. Kyle Thomas

**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. Mark Gaulin, Chairman
2. Jim Barr
3. Nelson Braddy Jr.
4. Bob Daly
5. Allen Lancaster

**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. Kent Schwickert, Chairman
2. Rod Petrick
3. Nick Sabino
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.