



Membership Handbook

**A Manual of Operations, Procedures, Rules and Guidelines
for the National Insulator Association, Inc.**

2012 Edition

Web Site: www.nia.org

THE NATIONAL INSULATOR ASSOCIATION, INC

The National Insulator Association, Inc may hereinafter be referred to as the “NIA” and/or “the Association.” The Association’s Board of Directors may hereinafter be referred to as “the Board.”

The known place of business of the Corporation, as required by law to be maintained in the State of Arizona, will be National Insulator Association, Inc. c/o Kevin Jacobson, 10801 N. 24th Ave., Suite #101-104, Phoenix, Arizona 85029.

The NIA Board of Directors terminated Capitol Corporate Services as statutory agent and named Jaburg & Wilk, Attorneys at Law, as the NIA’s Arizona statutory agent.

The NIA is tax exempt under Section 501(c)(3) of the Internal Revenue Code and classified as a public charity.

MISSION STATEMENT

The National Insulator Association, Inc. will perpetuate the insulator collecting hobby.

GOALS

Encourage growth and public awareness of the insulator hobby through collecting, dealing, and educational endeavors.

Protect the interests of insulator collectors and dealers.

Establish standards and ethics that govern fair dealing between collectors and dealers.

THIS HANDBOOK SUPERCEDES ALL PREVIOUS EDITIONS

This Handbook provides National Insulator Association (NIA) members with a comprehensive reference to the Operations, Procedures, Rules, and Guidelines developed by the Association. Many of these guidelines are new and have been dictated by the fact that the NIA is a non-profit, tax exempt corporation governed by the rules and regulations of a 501(c)(3) public charity. The remaining guidelines have been carried over from the previous NIA handbook.

Any use of the NIA name, graphics, logo, or proprietary material in any form by any entity for personal or commercial purposes (including endorsements), must be approved in writing by the NIA Board of Directors in advance of its use. Approval for commercial use of all NIA proprietary physical and intellectual property shall include an appropriate written agreement for compensation to the NIA for such use.

Material in this handbook may be revised, deleted, or added to at any time. Members should visit the NIA web site (www.nia.org) for recent changes.

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NOTE: The materials included in this appendix are available on the NIA web site. Visit www.nia.org to access and print copies of forms.

INTRODUCTION

Throughout the 1950s and 1960s collectors discussed the formation of a national organization due to their desire to better coordinate locations for larger insulator shows in the United States. The National Insulator Association (NIA) was officially formed July 7, 1973 at the 4th Annual National Insulator Show in Hutchinson, Kansas. Today the NIA is an international organization of collectors and friends interested in the preservation and conservation of the history and beauty of communication, power, and special service insulators and their associated hardware. The NIA also conducts, funds, and encourages continuing research and education concerning insulators, their inventors, systems engineers, and the commercial enterprises that produced, distributed, and utilized them throughout the 19th and 20th centuries.

Today, the NIA is a charitable organization, and is organized exclusively for charitable, educational, religious, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The geographical regions of the Association are defined in Article 4, Section 4.5 of the NIA Bylaws. The Association sponsors three (3) major insulator shows, one in each geographic region of Continental North America. One of these three annual shows serves as the NIA Convention Show referred to as "The National," and it rotates among the three regions year to year.

The NIA publishes and delivers a quarterly newsletter called Drip Points. This publication is distributed via US mail, e-mail and Internet download. Its primary goal is to inform members of all association matters. Drip Points contains articles and pictures submitted by the association officers, chairpersons, and advisors that highlight current hobby activity, on-going association projects, and the fulfillment of NIA goals. The NIA membership roster is published annually, in cooperative agreement, by "Crown Jewels of The Wire" Magazine.

Members of the NIA are extended privileges and services that are not available to non-association hobby members. Many NIA members are actively involved in preserving and conserving the history and beauty of telecommunication and electrical service distribution insulators. Many members actively support the NIA's goals and projects by volunteering their time and effort.

DEFINITIONS AND TERMINOLOGY

INSULATOR RELATED DEFINITIONS

The term “insulator” or “insulators” appearing throughout this handbook refers specifically to any device used to prevent the passage, leakage, or undesired flow of electricity. It does not refer to devices used to prevent the transfer of thermal or mechanical energy.

An “Original Insulator” is defined as any device manufactured at any time by any industrial, commercial, or private interest with the specific intended purpose of being commercially or privately utilized to prevent the passage, leakage, or undesired flow of electricity.

A “Special Purpose Original Insulator” is defined as any device manufactured at any time by any industrial, commercial, or private interest, with existing regular production equipment, specifically made to be collectible as a souvenir or memento, or to enhance the marketing or sales of original insulators.

A “Salesman Sample” is a specific type of special purpose original insulator uniquely defined as a model of an insulator known to have been manufactured by an insulator company for salesmen to use as a promotional gift or product example.

An “Imitation Insulator” is defined as any device resembling an original insulator, or special purpose original insulator that is not actually an original insulator or special purpose original insulator but could be represented as such. This definition may appear in other terms including but not limited to: reproduction insulator, insulator copies, insulator replicas, or counterfeit insulators.

RULE: All imitation insulators must be permanently marked “REPRODUCTION” with the exceptions noted below in Commemorative and Miniature Insulator definitions.

A “Commemorative” or “Private Issue Commemorative” is a specific type of Imitation Insulator that is uniquely defined as any device manufactured to resemble an insulator with specific embossing declaring the commemorated person, place, device, event, organization, or insulator design.

A “Miniature Insulator” is an Imitation Insulator and is uniquely defined as any device resembling an insulator known to have been manufactured by a private individual or organization for the purpose of resale or gifting as a promotion or commemorative.

RULE: All Miniature Insulators must be permanently marked “REPRODUCTION” and the calendar year of production. If the physical size of the item renders such markings impractical the calendar year marking will suffice.

A “Questionable Insulator” is defined as any device purporting to be an original insulator or original special purpose insulator whose provenance is uncertain or cannot be validated or verified. The NIA does not require questionable insulators to be permanently marked. Nor does the NIA require any disclosure by the owner at the time of sale or trade.

An “Altered Insulator” is any original insulator, commemorative or salesman sample that has been intentionally modified. Often, this is to make it appear to be worth more than it would otherwise have been worth for the specific purpose of deceiving the buyer and/or profiting the owner.

RULE: All Altered Insulators must be permanently marked “FAKE.”

A “Restored insulator” is any original insulator, commemorative or salesman sample that has been intentionally modified to make it more resemble its original factory appearance. Restored items present a unique dilemma. In the wrong hands restored items can be misrepresented the way that altered items can. Restored insulators are not required to be permanently marked, as is the case with imitation altered insulators. It is important to note that for an insulator to be deemed "restored", the repair must not enhance the insulator beyond what would have been its original factory intended appearance (i.e. removal of drip points or threads, change in color, etc.). To do so would make it an altered insulator. Restored insulators are not required to be permanently marked “RESTORED”.

RULE: The NIA requires any repair to an insulator be disclosed to a potential buyer.

TERMINOLOGY

“Objectionable to the Best Interests of the Hobby” includes, but is not limited to, any action or item which is likely to cause financial damage and/or loss, ill will, or injury to collectors or organizations involved in the collecting of insulators and related items. For example, a false or misleading representation of fact likely to cause confusion and/or the possibility of the use of an insulator to commit fraud (either by the issuing party or through a subsequent party).

“NIA Approved” is a term reserved for use by the Board of Directors. Any member may apply for permission to use the term “NIA Approved” in conjunction with the production and distribution of any hobby related material.

RULE: Any use of the NIA name, graphics, logo, or proprietary material in any form by any entity for personal or commercial purposes (including endorsements), must be approved in writing by the NIA Board of Directors in advance of its use. Approval for commercial use of all NIA proprietary physical and intellectual property shall include an appropriate written agreement for compensation to the NIA for such use.

“Manufactured in Accordance with NIA Guidelines” is a term reserved by the Board of Directors for the production and distribution of hobby related material specifically including Imitation Insulators. Use of this term means that those engaged in the production and distribution of the Imitation insulator or hobby related material have agreed to abide by all NIA guidelines.

RULE: NIA members who intend to engage in the production and or distribution of any hobby related material, especially Imitation Insulators, shall agree to apply in writing for NIA endorsement prior to commencing any phase of production and wait for the NIA’s written response before commencing production.

“Permanently Marked” An item is considered “Permanently Marked” when it bears an identifying alpha-numeric graphic that cannot be removed without obviously disfiguring or conspicuously damaging the item. Ideally such a mark will result from lost material (such as engraving or etching) rather than added material (such as embossing.) However, due to the diverse styles of insulators, the NIA reserves the right to determine what constitutes permanent marking on a case-by-case basis for imitation and altered insulators.

“Hobby Related Material” as used in the Code of Ethics is a term designed to give the NIA Board of Directors the most broad oversight when investigating and dealing with any issue suspected or found by the Board of Directors to be contrary to the best interests of the hobby.

“Related Items” as used in the Show Standards Section include virtually all items associated with power or communications equipment, plus items such as lightning rod equipment, pole nails, magazines, books, etc.

CODE OF ETHICS

(Bylaws, Article 7, Sec. 7.1(b, c) & Bylaws, Article 19)

The following mandates govern NIA members' conduct. Any member found by the Board of Directors to be in violation of any of these mandates risks loss of privileges, suspension, and / or expulsion (Reference Bylaws, Article 4, Section 4.6, Removal of a Member) from the NIA. Refer to the "Definitions and Terminology Chapter" of this Handbook.

Obviously, these ethics must take into account the fact that an enormous body of previously produced material exists and must be grandfathered. Specifically, the NIA commemorative, as traditionally designed, has been recognized by the NIA Board and the hobby at large to be an authorized Imitation Insulator.

ETHICS MANDATES

NIA Members:

1. Shall, to the best of their ability, conduct themselves honorably, honestly and in a manner which reflects respect for the NIA, its members and affiliated clubs, and contributes to the best interests of the insulator collecting hobby as a whole.
2. Shall conduct themselves in a lawful manner, and in a manner that does not present a disruptive influence at any NIA sponsored or endorsed gathering.
3. Shall refrain from conducting themselves in any manner that reflects poorly on the NIA or suggests that the NIA condones harmful or unlawful practices in pursuit of the hobby. Such conduct may lead to loss of privileges, suspension, and / or expulsion from the NIA.
4. Shall conduct their insulator collecting hobby transactions fairly and expeditiously. Members on either side of a transaction found to have conducted themselves in a disingenuous manner risk loss of privileges, suspension, and / or expulsion from the NIA.
5. Shall make every reasonable effort to comply with grading standards established by the NIA for the accurate description of the type and condition of insulators. (Refer to the chapter titled "Grading Standards")
6. Shall make every reasonable effort to accurately represent the rarity and value of any hobby related item(s) that they intend to introduce into the hobby for distribution, including buying, selling, auctioning, or trading.
7. Shall treat all NIA graphics and credentials as proprietary and refrain from displaying such material in any manner contrary to the best interests of the NIA. Members who observe what they believe to be abusive or inappropriate use of such material must bring such use to the attention of any member of the current NIA Board of Directors.
8. Who produce or contract for the production of any hobby related material whatsoever found by the Board of Directors to be contrary to the best interests of the hobby risk loss of privileges, suspension, and / or expulsion from the NIA.

9. Who intend to produce or contract for the production of and distribute any hobby related material, for educational purposes or otherwise, must abide by the requirements set forth in the “Guidelines for the Production and Sale of Imitation Insulators.” The spirit of this rule is to ensure that all commemorative and imitation material that is produced by our members will contribute to the best interests of the hobby.

10. Who are found by the Board of Directors to have produced, contracted for production, advertised, exhibited, or introduced into the hobby for distribution, including buying, selling, auctioning, or trading, any authentic reproduction, commemorative, imitation insulator or related item, for educational purposes or otherwise, not plainly and permanently marked "reproduction" with the calendar year in which the item was manufactured risk loss of privileges, suspension, and / or expulsion from the NIA. If the physical size of the item renders such markings impractical, as in the case of miniature imitation insulators, the Board of Directors will address these issues on a case-by-case basis. If an item is classified as “altered” it must be plainly and permanently marked “FAKE.” (Refer to the chapter titled “Definitions and Terminology”)

11. Who observe or become aware of what they believe to be misconduct by any person, persons, or organization are cautioned against gossiping and are advised to share such information only with any member of the current NIA Board of Directors or the Ethics Advisor.

GRADING STANDARDS

The NIA encourages all members to declare any and all damage that would detract from an insulator's appearance and monetary value when compared to a "perfect" insulator. The following descriptive categories are general guidelines, which collectors can use as a starting point for such descriptions, and are furnished in an effort to promote uniformity in grading. The NIA strongly discourages the use of embellished abbreviated descriptions such as "VVVNM++." Buyers and sellers are encouraged to verbally discuss the condition of an insulator before entering into a transaction.

Mint ("M"): No visible and/or apparent damage.

Very Nearly Mint ("VNM"): Very minor damage, which detracts very little from the insulator's appearance.

Near Mint ("NM"): Minor damage, which detracts from the insulator's appearance.

Fair: Damage that is quite noticeable and affects the desirability of owning the insulator.

Specimen: Major damage to the point where a significant portion of the insulator is missing. A specimen may simply serve as an example of a type of insulator.

GUIDELINES for the PRODUCTION and SALE of IMITATION INSULATORS

NIA members who intend to engage in the production of NIA endorsed Imitation Insulators shall:

1. Apply in writing for NIA endorsement prior to commencing any phase of production.
2. Wait for the NIA's final written approval before commencing production.
3. Comply with the descriptions and requirements stated below and in the "Definitions and Terminology" Chapter of this Handbook.

An "Imitation Insulator" is defined as any device resembling an original insulator, or special purpose original insulator that is not actually an original insulator or special purpose original insulator but could be represented as such. This definition may appear in other terms including but not limited to: reproduction insulator, insulator copies, insulator replicas, or counterfeit insulators. **All imitation insulators must be permanently marked "REPRODUCTION" with the exceptions noted below in Commemorative and Miniature Insulator definitions.**

A "Commemorative" or "Private Issue Commemorative" is a specific type of Imitation Insulator that is uniquely defined as any device manufactured to resemble an insulator with specific embossing declaring the commemorated person, place, device, event, organization, or insulator design.

A "Miniature Insulator" is an Imitation Insulator and is uniquely defined as any device resembling an insulator known to have been manufactured by a private individual or organization for the purpose of resale or gifting as a promotion or commemorative. **All Miniature Insulators must be permanently marked "REPRODUCTION" and the calendar year of production.** If the physical size of the item renders such markings impractical the calendar year marking will suffice.

4. Agree in writing to abide by these guidelines before commencing production.
5. Maintain and submit accurate annual production records to the NIA for each year of production and sale. These records are to be received by January 31 of the following year. Records must include quantity produced, quantity sold, descriptions of color variations, etc. (See Appendix)

MEMBERSHIP IN THE NIA

(Bylaws, Article 4)

Anyone who is in any way interested in insulators or related items is eligible to apply for membership.

There are two (2) classes of Members: Voting Members and Non-Voting Members. Both classes of member will be admitted to the National Show sales floor on NIA Day.

There are four (4) categories of membership: Life, Adult, Junior and Club.

- (a) Individual applicants 18 years of age and older may be considered for Adult Membership ("Adult Members"). Adult Members are Voting Members.
- (b) Immediate family members (significant other, and/or children residing at the mailing address), of any person holding an Adult Membership, are awarded the same privileges as that Adult Member, except for the receiving of official Corporation mailings ("Family Members"). Family Members are Non-Voting Members.
- (c) Applicants under 18 years of age, and not part of a family membership, may be considered for Junior Membership ("Junior Members"). Junior Members are Voting Members.
- (d) Any organization of insulator collectors and/or dealers may apply for a Club Membership by submitting their bylaws for review and paying the annual club membership dues. The Club, and by extension, its members shall not become affiliated with the Corporation until the Club's bylaws have been reviewed and approved by the Board of Directors. Members of NIA affiliated clubs are Non-Voting Members. An individual's membership in organizations with a Club Membership shall not be construed to include membership in the NIA
- (e) The Board of Directors may, by majority vote, award a Life Membership to any Member for cumulative meritorious service to the Corporation or the insulator-collecting hobby ("Life Member"). Life Member's are Voting Members. No more than two Life Memberships can be awarded each year and will be presented at the NIA's annual National Show and Convention Awards Banquet when applicable.

Applications for membership may be obtained from the Membership Director or from the NIA website (www.nia.org). Payment of dues and address changes should be submitted to the Membership Director. General inquiries or comments about the NIA should be directed to the President (president@nia.org). The NIA encourages its members to be actively involved in the Association, and welcomes "letters to the editor" for possible publication in "Drip Points." These letters can be sent to the Information Director (information@nia.org).

Prospective members may join the NIA at any time; however, the “membership year” begins on January 1st and ends on December 31st. An application for a new membership submitted during the months of January through September, if accepted, will expire on December 31st in the same year as issued,

An application for a new membership that is submitted within three months (October – December) of the beginning of the new membership year, if accepted, will be good for the upcoming year. Renewal fees are due by January 1st of each year. New members are entitled to all membership privileges immediately upon acceptance by the NIA. Immediate family members of Adult Members do not receive duplicates of NIA mailings to the same address, but each member will receive a membership card.

Dues must be remitted in U.S. funds and made payable to the NIA. There are three categories of NIA Membership which require the payment of dues:

Adult Membership (May include immediate family members)	\$12.00
Junior Membership	\$ 5.00
Club Membership	\$12.00

Membership dues are not a tax deductible donation.

The NIA offers its members the opportunity to “Bridge” their membership. This option applies to an individual NIA membership number. An individual member has the option to “Buy Back” gaps that may exist in their individual membership. These gap years would be purchased at the current membership dues rate per year for each year being bridged. The individual’s total years of membership would be increased accordingly.

COMMUNICATIONS

The NIA provides information to its members via two resources. The first is “Drip Points,” the Association’s official publication. Second, is the NIA web site www.nia.org.

Drip Points

NIA members have the option of receiving Drip Points (DP) in printed form by mail or in digital form by email. Drip Points’ distribution schedule is as follows:

Spring Issue #3 mails March 1. Submission deadline is February 10.

Summer Issue #4 mails June 1. Submission deadline is May 10.

Fall Issue #1 mails September 1. Submission deadline is August 10.

Winter Issue, mails December 1. Submission deadline is November 10.

(Note: As shown above issues are numbered according to the NIA’s fiscal year. Additionally, all listings described below must be received by the DP editorial staff at least 30 days prior to the issue’s upcoming distribution date.

Any submissions that are found to exceed the maximum word count guidelines may be modified at the editor’s discretion.)

Events Calendar

A black and white “Calendar of Events” contains listings made available free to active NIA members and member-clubs. The Calendar only includes events hosted by active NIA members and member-clubs. Event listings are published in the first issue following timely receipt of event notification and continue to appear in the Calendar until the last issue preceding the event. Event listings should not exceed 75 words.

Classified Ads

Free ad space, printed in black and white, is provided to active members. Listings will be kept confidential until published.

Each active member may submit one (1) “Wanted” and one (1) “For Sale” listing per year in accordance with the guidelines below:

- Listings must include the member’s NIA number in the contact information.
- “Wanted” or “For Trade” listings are limited to 60 words.
- “For Sale” listings are limited to 100 words.
- “For Sale” items must be offered for at least \$15 not including shipping and insurance.

Future Options

The NIA plans to include pre-paid, printer-ready, color, graphic advertisements of various sizes in future issues of Drip Points. When available, the base-rates for these listings will be published in DP and posted on the NIA website. These listings will very likely require more than 30 days lead time and the size and complexity of each advertisement will almost certainly affect the final listing fee. Advertisements must meet all postal regulations that govern publications mailed at Non-Profit Standard Mail prices of postage.

WWW.NIA.ORG

This website is dedicated to insulator collectors and is intended to support National Insulator Association members with an on-line presence. It is also a repository of historical information on Insulators as well as information on past NIA sponsored shows. Member input on this site and ideas on ways it can be improved are always welcome. Contact the webmaster at webmaster@nia.org

This site was started in October 1998 when the NIA obtained its own URL. Since then content has been continually updated. The NIA would like to see this site grow to further serve our hobby! This site is designed to complement other currently existing web sites such as www.insulators.info and Crown Jewels of the Wire. Web site (www.cjow.com) and will hopefully avoid redundancy. This site is owned by the NIA and can only grow with the help of NIA members.

GENERAL RULES OF CONDUCT AT NIA SPONSORED SHOWS

(Bylaws, Article 19)

The NIA Board of Directors has adopted the following rules to ensure that NIA sponsored insulator shows are enjoyable for collectors, dealers and the general public. They are to be prominently publicized to all show participants (dealers and exhibitors), and attendees.

1. All participants shall abide by the NIA Code of Ethics. In particular:
 - (a) Participants shall not knowingly misrepresent the condition, rarity or value of insulators or related items they offer for sale or trade.
 - (b) Imitation and Altered insulators or related items may only be brought onto the show premises if they are PERMANENTLY MARKED or embossed so as to indicate their lack of authenticity. While the NIA Code of Ethics requires Imitation and Altered Insulators to be plainly marked "reproduction" and "fake" respectively, it does not require Questionable Insulators (those which may not be Original Insulators), to be permanently marked. The goal of this rule is to cause a prospective purchaser to easily recognize that an item is a reproduction or fake, or to cause them to question its authenticity. Insulators of questionable authenticity should be represented with candor. If not, a show organizer can require a participant to remove the item from a display or sales table. The decision of the show host shall be final. NIA Board Members attending an NIA sponsored show will provide active assistance, if requested by a show organizer, in resolving violations of the NIA Rules.
 - (c) All restored and/or repaired items on sales tables must be clearly labeled as such.
2. All show participants and the attending public shall abide by any site-specific show rules set by the show organizer/host including applicable State laws, local ordinances or restrictions imposed by the owner of the facility, etc.
3. Positively no public attendance during show setup hours.
4. "Aisle dealing" by the attending public is discouraged.
5. It will not be permissible for dealers to "work the aisles" in any fashion which preempts the opportunities of fellow dealers.
6. Dealer side shows (spotlights, excessive "cow bell ringing," etc.) shall not be carried to the point of being abusive to fellow dealers and the general public.
7. Dealers will not sublet portions of their reserved tables without first consulting with the show host and obtaining permission.

8. Participants shall keep aisles in front of tables free of boxes and clutter.
9. Participants are encouraged to cover their unattended tables.
10. Dealers should keep their sales tables intact until the end of the published show hours. There will be exceptions made for those driving long distances or needing to make other travel connections, but advance arrangements should be made with the show organizer(s) when reserving the table. The show organizer(s) reserves the right to locate such tables on the outer aisles or near exits to avoid disruption of the rest of the show with any early departures. The show organizer(s) may announce blanket authority for early takedown at such time as public attendance appears to have essentially ceased.
11. Participants will be responsible for any damage they do to the facilities with their setup practices (i.e. no signs or other items taped or tacked to walls or furnishings).
12. The show organizer(s) will make every effort to provide good security, but will not be responsible for any loss of participant property due to theft or breakage. Each dealer and exhibitor is asked to help in security by watching after his own items and keeping an eye on adjacent tables in situations of obvious risk.
13. At the NIA National Show only, exhibitors, contracted sales table dealers, and all table helpers and assistants must be NIA members.
14. The reservation of a table at an NIA sponsored show constitutes the acceptance of these rules and agreement to comply with them.

SHOW FACILITY PROCEDURES AND STANDARDS

The NIA Board of Directors (hereinafter the Board) has adopted the following Facility Procedures and Standards as a general guide for the solicitation, evaluation, and approval of proposals for the three annual shows sponsored by the NIA. They are published herein for the general information of the membership, and as a guide for those who might be interested in organizing insulator shows.

The Association sponsors three (3) major insulator shows, one in each of the three (3) geographic regions of Continental North America (described in Bylaws, Article 4, Section 4.5). One of these three annual shows serves as the NIA National Show and Convention, "The National," and it rotates among the three regions from year to year. The National Show and Convention is the most significant event in the insulator hobby each year. The Regional Shows, held annually in the Regions other than the Region in which the National Show is held, provide a major event to serve collectors unable to attend the National Show.

The NIA's Regional Vice-Presidents are responsible for soliciting interested show hosts or facilitators (hereinafter show organizers). The Regional Vice-Presidents may request assistance from the National Show and Convention Advisory Panel (hereinafter the Panel) to seek out potential show organizer(s) if deemed necessary. Advertisements in the Drip Points newsletter, Crown Jewels of the Wire magazine, the NIA web site and other hobby related media may be utilized to solicit organizers.

Individuals, NIA affiliated clubs, other organizations or professional event planners interested in becoming a show organizer(s) for an NIA sponsored event are sent a Request for Proposal (RFP) for either the National Show or Regional Shows. RFP's may be downloaded from the NIA website: www.nia.org

No individual, group, club, or commercial interest may apply for approval to organize more than one (1) of the three (3) annual NIA sponsored shows per calendar year.

Proposals, with all supporting documentation, must be submitted following the outline of the NIA Show Information Questionnaire that can be obtained from the NIA website: www.nia.org.

Proposals for planning and management of the **NIA National Show and Convention** should be submitted to the Panel for review, guidance, and acceptance. The Panel will provide a summation of all proposal documents for final review and selection by the NIA Board of Directors.

Preliminary drafts of all proposals should be submitted to the Panel no later than November 1st two years in advance of the show date for preliminary review. Revisions, if necessary, should be submitted to the Panel no later than January 1st of the preceding calendar year. The final completed proposal must be in the hands of the Panel not later than March 1st of the preceding calendar year.

If a suitable proposal has not been submitted by March 1st of the preceding calendar year, the Board may, at its discretion, solicit proposals from prospective show organizers in the other regions. If a proposal has not been received by the Panel by February 1st of the preceding year, the other two Vice-Presidents should be alerted to investigate the possibility of the National Show being held in one or the other of their respective regions in lieu of the regular rotation schedule.

Preliminary draft proposals for organizing either of the two **NIA Regional Shows** to be held in a given year must be submitted to the Panel by January 1st of the preceding year for review. The Panel must receive final proposal documents not later than February 1st of the preceding year. The Panel will provide summations of Regional Show proposals to the Board for review and approval by March 1st of the preceding year.

Should a suitable proposal not be submitted by March 1st of the preceding year the NIA Board has the option of canceling the Regional Show for the non-responsive Region for that year.

The National and Regional Shows sponsored by the NIA are the property of the National Insulator Association, Inc. and all revenues generated by those shows shall be deposited with the Association unless otherwise authorized by the Board of Directors. Any donations made specifically for the production of shows will be deposited with the Association. Expenditures necessary to administer NIA sponsored shows will be paid from show revenues and monetary donations received.

The Show organizer(s) whose proposal is approved and accepted by the Board of Directors will enter into a signed contract with the National Insulator Association, Inc. The Board, by contractual agreement, may authorize the show organizer(s) to be the agent of the Association. As designated agent of the NIA, the show organizer(s) would collect revenue, contract with facilities, pay expenses as they occur, and provide for all the provisions described in the accepted proposal. As agents of the NIA, the show organizer(s) would be required to submit monthly financial and progress reports to the Association's Board of Directors.

In accordance with the Association Bylaws, Article 3, Section 3.2 and Article 7, Section 7.1(a-c, g) the NIA is allowed to compensate the show organizer(s) for services rendered to the Association. Compensation will be paid from the net profit generated by the show. Donations received specifically to offset show costs will first be applied to expenditures before calculating net profit. Compensation to the show organizers shall be the net profit of the show up to the amount of two thousand dollars (\$2,000.00). Net profits exceeding two thousand dollars (\$2,000.00) will be shared equally between the show organizer and the NIA.

If expenditures are in excess of the total of revenues, donations and reimbursements the net loss shall be the responsibility of the show organizer(s).

The financial responsibility for the NIA Board of Director's Meeting and General Membership Meeting rooms, audio-visual equipment, or other requirements of the Board (e.g. telephone service or catering the Board meeting) may become the responsibility of the Board only by written agreement between the show organizer(s) and the NIA. The request for such an agreement must be included in the proposal submitted to the NIA Board of Directors for approval.

The NIA and its Show Advisory Panel has put together information to assist those planning to organize a National or Regional NIA Show. Visit the NIA web site at: <http://www.nia.org/promote/shows.htm> A "Show Host Public Promotion Guide" as well as the "Comprehensive Planning Handbook for Show Hosts" is available there as well as the National Show and Regional Show proposal forms.

NIA National Show and Convention

The following guidelines and the Administrative Show Rules apply to the National Show and Convention and will be included in the proposal.

1. The National Convention, which must be a three-day event, must be held in June, July or August. There must be adequate set-up time the previous evening and the first morning of the show, with special admittance privileges for all NIA members in good standing, on the first day of the show.
2. A minimum of 70 sales tables (with white table covers and skirting), must be committed to insulators and/or related items. There must be "roped-off" exhibit spaces (a minimum of 20 exhibit spaces reserved for insulators and/or related items), located separately from the sales tables, but preferably within the same room. Sales Tables and Exhibit Spaces should have access to electricity.
3. The show must be advertised as "The National Insulator Association's XXth Annual Show and Convention," with adequate national, regional and local publicity.
4. 24-hour security protection must be provided for the sales area and exhibits. At least a portion of the security during the public show hours should be uniformed or distinctively identified.
5. The facility must have adequate parking for participants and the attending public. On-site or close-by overnight parking for self-contained campers is desirable.
6. The facility itself should be adequately air-conditioned/heated. Hand trucks or carts, for use by the participants, is desirable.
7. The facility must have food available on the premises, and adequate sitting and resting areas for the public inside or near the main show area.

8. The facility should have a banquet room on site, with availability of a public address system. The cost of the dinner is subject to NIA approval. Alternatives such as informal smorgasbords may be considered.
9. The facility should have rooms separate from the banquet and show halls, with adequate seating, in order to conduct the NIA Board of Directors meeting and the NIA General Membership Meeting.

NIA Regional Shows

The following guidelines and the Administrative Show Rules apply to Regional Shows and will be included in the RFP:

1. Regional Shows may be one day (with an early buying period the previous afternoon/evening), or two-day events. In each case, adequate dealer and exhibit set-up time the previous evening and the first morning of the show must be provided. They can be held at any time of the year, but should not conflict with holiday weekends, the NIA National Show and Convention, or other well attended annual local shows.
2. At least 40 sales tables must be committed to insulators and/or related items. There must be adequate "roped-off" exhibit space (a minimum of six spaces reserved for insulators and/or related items), located separately from the sales tables, but preferably within the same room. "Related Items" include virtually all items associated with power or communications equipment, plus items such as lightning rod equipment, pole nails, magazines, books, etc. Sales Tables and Exhibit Spaces should have access to electricity.
3. Regional shows must be advertised as the "National Insulator Association's XXth Annual XXXXXXX [Western, Central or Eastern], Regional Show," with adequate national, regional and local publicity.
4. 24-hour security protection must be provided for the sales area and exhibits.
5. The facility must have adequate parking for participants and the attending public. On-site or close-by overnight parking for self-contained campers is desirable.
6. The facility itself should be adequately air-conditioned/heated. Hand trucks or carts for use by participants are desirable.
7. The facility must have food available on the premises, and adequate sitting and resting areas for the public inside or near the main show area.

Local Shows

Local Shows include club and private insulator shows, as well as other hobby shows where insulator activity is more than just incidental. Local shows are not sponsored by the NIA.

As a means of directing the attention of insulator collectors and dealers to shows of this type, these shows may be endorsed (**NOT sponsored**) by the NIA upon the approval of the NIA President who may be contacted using president@nia.org. The NIA encourages its affiliated organizations to apply for the President's NIA endorsement. The show may then advertise in the media as "NIA-Endorsed." Many hobbyists look for this designation to determine which insulator related events they plan to attend.

The NIA also has other materials available for prospective show organizers, including a "Show Host Public Promotion Guide" and a "Comprehensive Planning Handbook for Show Hosts" that contains many helpful ideas for putting on a successful show.

The NIA strongly encourages and recommends that show organizers obtain adequate insurance coverage when hosting an event. The NIA can provide general liability insurance to show organizers hosting shows at non-residential locations. The Show Organizer(s) should contact the NIA Treasurer and provide him/her with the following:

- (a) The name of the organizer/host and/or club (who/which needs to be an NIA Member in good standing).
- (b) A check in the amount of the current processing fee as designated by the Treasurer; and
- (c) The name, address, phone and fax number where the event is taking place.

The Treasurer will forward the information on to the NIA's insurance agent, who will issue a Certificate of Insurance directly to the organizer and a copy to the Treasurer for the NIA's records. Any claims under the policy must be first submitted to the NIA Treasurer. The organizer(s) of local shows assumes complete financial profit-or-loss responsibility for those events.

ADMINISTRATIVE SHOW RULES

These administrative rules have been adopted by the NIA Board of Directors as a general guide for prospective show organizers. They are meant to improve the quality and organization of shows, and to provide some uniformity between shows, so that collectors and dealers will know what to expect at NIA sponsored shows. The NIA also has other materials available for prospective show organizers, including a "Show Host Public Promotion Guide" and a "Comprehensive Planning Handbook for Show Hosts" that contains many helpful ideas for putting on a successful show. Contact the NIA National Show and Convention Advisory Panel for information and assistance.

The following rules must be observed at NIA sponsored events:

1. Show organizer(s) must verify and be in compliance with the applicable laws of the State where the event is held, local ordinances and restrictions imposed by the owner of the facility, etc.
2. Show organizers(s) must verify the rules and regulations of the State where the event is held regarding raffles, lotteries, other games of chance, auctions and other fund raising events. Rules and regulations vary from state to state. It may be necessary for the NIA, as a 501(c)(3) public charity, to be in charge of those types of events in cooperation with the show organizers(s). The NIA Board of Directors reserves the right to refuse to facilitate such events when such state rules and regulations are deemed to not be in the best interests of the Association.
3. The organizer(s) agrees to indemnify and hold harmless the NIA, and its Directors and Chairpersons, from any liability from participant or attendee activities including but not limited to:
 - (a) Damage to, or theft of, participant property;
 - (b) Damage done to the facility by any party; and
 - (c) For injury to any show participants or attendees.
4. In the case of NIA sponsored shows, Show organizers are required to utilize the language in the model Dealer and Exhibitor Agreements (see Addendum).
5. An organizer cannot place into effect any other administrative, exhibit or floor rules without prior NIA concurrence.
6. In the case of NIA endorsed local shows, security shall be provided when sales or exhibit areas are closed to participants.
7. If admission is charged, the NIA must concur in the amount charged. Admission may be charged no more than one time per person during the course of the entire event.
8. At the National and Regional shows the organizer/host must provide distinctive ribbons, badges or lapel stickers for each dealer (plus helper or table-sharing partner), and for each exhibitor, and these people and their children shall be entitled to free admission.

9. Standard table size is considered 30" x 8' and must be described on the table reservation form.
10. Sales table price shall be subject to NIA approval. Exhibit tables or floor space shall be free of charge on a first-come basis, subject to facility limitations. The show organizer may limit space per person.
11. Sales tables and banquet tickets shall be paid for in full at the time of reservation. Both deposits are fully refundable: (1) for cancellations received up to 3 weeks before the show starts, (2) for all later cancellations if the table or ticket is subsequently resold, and (3) at the organizer's option for refund on later cancellations or "no shows."
12. The organizer(s) of a Regional or National will provide a sales table layout map with collectors' names and table numbers, and post this at the hospitality or registration desk for everyone's use. Dealer table and Exhibitor space signs must also be furnished, and include the name, city, state, and table/exhibit number.
13. NIA Regional show set-up hours and public hours are subject to NIA approval. For the NIA National show, the entire time schedule is subject to NIA approval (set-up hours, public hours, banquet, business meeting, seminars, etc.).
14. No competitive awards shall be given for virtues such as youngest, oldest, farthest or prettiest collector, etc. Donated or memorial prizes and awards for exhibition excellence in any form may be given. A People's Choice Award will be administered and supplied by the Show Organizer.
15. With regard to exhibits, the show organizer(s) will provide an identification card indicating the exhibitor's name, city & state, exhibit category and exhibit number. These cards will be placed on the exhibits as soon as they have been completed. The card shall remain visible at all times during the show.
16. The show organizer(s) must promptly send show packets when requested and then confirm all reservations for space or advise of placement on waiting list.
17. Show packets must include:
 - (a) The NIA General Rules of Conduct, plus any special rules in effect for the show;
 - (b) NIA Exhibit & Judging Rules (if the show will have awards);
 - (c) Sales table and exhibit space reservation form or contract;
 - (d) Show dates, participant set-up hours, and general public hours;
 - (e) Name, address and phone number of the show host(s);
 - (f) Table size;
 - (g) Sales table price, and refund cut-off date;
 - (h) Whether table covers are furnished;
 - (i) Whether electricity is available for sales and exhibit tables;
 - (j) Whether hand trucks or carts are available;
 - (k) Whether food is available on the premises (or how far off premises);

- (l) Whether banquet tickets will be mailed out or held at the show;
 - (m) A show hall layout map; and
 - (n) Any other helpful information such as addresses and rates of nearby motels, campgrounds, attractions, etc.
18. The NIA will furnish the show organizer(s) with the following at no charge (if requested):
- (a) A "Show Information Questionnaire" form for use in making application for NIA endorsement of the show;
 - (b) Miscellaneous information which may be helpful to organizers in preparing their show packets or in organizing and conducting shows;
 - (c) A supply of NIA membership application blanks;
 - (d) A supply of NIA exhibit and judging rules sheets and tally forms;
 - (e) An NIA Ribbon to local shows that request it;
 - (f) A Best of Show award for the two Regional Shows; and
 - (g) For the National, 1st place awards for each of the ten Adult and Junior competitive display categories, a Best of Show Award Plaque or trophy, and the NIA Special Awards (see Exhibit and Judging Rules below).
19. The NIA strongly encourages and recommends that show organizers obtain adequate insurance coverage when hosting an event. The NIA can provide a general liability insurance policy to show organizers hosting shows at non-residential locations. The Show Organizer(s) should contact the NIA Treasurer and provide him/her with the following:
- (a) The name of the organizer/host and/or club.
 - (b) A check in the amount of the current processing fee as designated by the Treasurer; and
 - (c) The name, address, phone and fax number where the event is taking place.
- The Treasurer will forward the information on to the NIA's insurance agent, who will issue a Certificate of Insurance directly to the organizer and a copy to the Treasurer for the NIA's records. Any claims under the policy must be first submitted to the NIA Treasurer.
20. The organizer/host of an NIA National or Regional Show may receive a reimbursement from the NIA for paid advertising, by submitting detailed paid receipts to the NIA Treasurer. The NIA will reimburse up to \$500 spent for advertising a National Show and up to \$250 spent for advertising a Regional Show. This reimbursement will be credited toward show expenses when calculating net profit.
21. The organizer(s) will provide a report summarizing all aspects of the show (including the number of attendees at the various functions, detailed income and expense reports, any difficulties experienced and suggestions for better rules, etc.), and submit this to the NIA President and the Treasurer.

22. The NIA Board will authorize and disperse reimbursement for National or Regional Show advertising only upon receipt of the required show organizer(s) report within 60 calendar days after the first Monday following the show. In the event that the 60 day deadline cannot be met the show organizer(s) must submit a written request to the NIA President for a 60 day extension of the show report deadline. Under no circumstances will there be more than one 60 day extension allowed. Should no show report be submitted within the allotted time period payment of the advertising reimbursement will be forfeited.

EXHIBIT AND JUDGING RULES

One of the primary reasons for exhibiting is to promote the insulator “story” to the general public, by stressing education, history and information. One of the NIA’s primary goals is to increase interest in insulator collecting thus attracting new collectors, which can be accomplished through quality displays. The NIA Board of Directors as a general guide for show hosts has adopted the following Exhibit and Judging Rules. They are meant to encourage more collectors to display, improve the quality of exhibits, and to provide some measure of uniformity and fairness in judging. These rules are in full effect for the NIA National and Regional shows. For NIA sanctioned local shows, adjustments may be made at the host’s discretion to fit certain circumstances.

Exhibitors are encouraged to familiarize themselves with the exhibit scoring sheet (see Addendum). The judging of exhibits will be accomplished using the NIA’s standard 100- point system. The average of all judges for any given category will be the final score. Points are scored for **all** of the following aspects included in an exhibit or display: Showmanship (Eye-catching, Public appeal, Good use of go-withs, Display props, Lighting, Condition, Category adherence); Education (History, Information, Explanation, Good use of titles, Labels, Handouts, Exhibitor biography); Rarity; Variety; and Originality (Independent and creative thought, Freshness of idea, New or unusual arrangement.)

1. Exhibit Categories

- a.) Displays or exhibits may be either a non-competitive entry or a competitive entry.
- b.) The Non-Competitive Entry category is open to exhibits of insulators and/or related items displayed by individuals, clubs, groups, museums, or displays shared by multiple owners who choose to not have their exhibit/display judged.

c.) A Competitive Entry (Junior and Adult) exhibit will comprise one of the following 10 categories:

- 1) Threadless
- 2) Threaded Glass
- 3) Threaded Porcelain
- 4) Specialty (i.e. one company, one style, patents, errors, etc.)
- 5) General (exhibits of mixed insulators, the total theme of which does not accurately fit any other single category listing.)
- 6) Color (glass, porcelain or any combination)
- 7) Foreign (glass, porcelain or any combination)
- 8) Lightning Rod Equipment (insulators, balls, vanes, etc.)
- 9) Pole Line Hardware and Equipment (insulator mounting pins, brackets, pole and cross-arm construction materials, lineman tools, tie wires, pole steps, and other hardware used in conjunction with insulators and line construction. The exhibit must include some use of insulators and must clearly identify the connection between insulators and those items being displayed.)
- 10) Go-withs (advertising pieces, post cards, insulator shipping boxes, insulators on postage stamps, business cards of collectors, metal signs or non-insulator products made by insulator manufacturing companies. The exhibit must include some use of insulators and must clearly identify the connection between insulators and those items being displayed.)

2. Exhibitor Rules:

- a. At the NIA National Show and Convention only, exhibitors must be NIA members.
- b. NIA Junior members will enter their exhibit in one of the standard NIA exhibit categories.
- c. A Junior member is defined as under the age of 18. Junior members must not attain their 18th birthday during the show they are exhibiting in.
- d. The exhibitor must determine and declare the competitive category of their exhibit/display at the time of reserving exhibit space.
- e. Two or more people or a club may collaborate on a competitive exhibit/display. Only one award will be presented to collaborative exhibits/displays. In instances where the collaboration includes both "Junior" and "Adult" members the exhibit/display will be judged as an Adult entry.

- f. Exhibitors will be permitted to include limited numbers of non-owned items in their display. Ownership of borrowed pieces must be acknowledged in the display.
- g. Imitation or altered insulators and/or related items may be used in exhibits, but must be clearly identified as such in the exhibit. Restored items are acceptable in exhibits, and need not be identified as such.
- h. Exhibits or portions thereof may not be marked "for sale," or their value indicated in any way.
- i. Exhibitors are requested to display the awards(s) on their exhibit until it is taken down, and should wear any special name cards or badges provided by the show host.
- j. Exhibits should not be dismantled until the end of the show unless prior arrangements are made with the show hosts.

3. Show Organizer(s) Exhibit/Display Rules:

- a. Exhibit space at all shows shall be free and available on a first-come basis. Exhibitors may be expected to bring their own fixtures, extension cords, etc.
- b. At the NIA National and Regional shows, if exhibit space reserved for insulators and/or related items should still be available 60 days or less from the date of the show, the show organizer may permit other non-competitive exhibits of suitable antique/collectable items, subject to the approval of the NIA Board of Directors.

4. Awards and Presentations

- a. The NIA will provide trophies, plaques or awards for Junior and Adult 1st place winners of the various categories.
- b. The show organizer(s) will provide ribbons or some type of award for all exhibitors as recognition for exhibiting.
- c. The NIA Board of Directors has the authority to honor esteemed contributors to the hobby and the NIA, by naming awards after such individuals. As such, the "Dr. Fredrick L. Griffin Memorial Award" (recipient selected by the show judging panel), is in recognition of the first NIA President, and will be given for the most outstanding threadless exhibit, in lieu of a standard first place award.

- d. The NIA will present a “NIA Best of Show Award” at National and Regional Shows. The award will be presented to the exhibitor achieving the highest total cumulative score from the judges.
- e. The NIA, at the National Show, may present four special awards:
 - 1. The “Milholland Educational Award” (recipient selected by the show judging panel). This award is in recognition of Marion and Evelyn Milholland for their tireless work over many years to research and publish information on glass insulators, all of which contributed immeasurably to the growth and enjoyment of the hobby. The award is given for the one exhibit that most effectively achieves an educational theme. Insulators, props and historical explanations must be combined with good showmanship to capture the attention of all collectors and the viewing public. This award may be any exhibit regardless of the category entered. The award is determined and selected as that exhibit receiving the highest cumulative score of all the judges scoring in the showmanship and education portions of the score sheet.
 - 2. The “Outstanding Service Award” may be presented to an NIA member who has performed outstanding service for the NIA and contributed substantially to the insulator hobby. The Awards and Recognition Committee receives nominations from the membership and delivers the nominations to the NIA President. The NIA President prepares, distributes and tabulates ballots for this award. Then current (sitting) members of the Board of Directors, Committee Chairs and Advisors are excluded from consideration as nominees. Individual members may not nominate themselves or their spouses. Individuals receiving the Outstanding Service Award are not eligible to receive that award again for five (5) years.
 - 3. A “NIA Lifetime Membership” may be presented to any NIA member for cumulative meritorious service to the NIA or the insulator- collecting hobby. The Awards and Recognition Committee receives nominations from the membership and delivers the nominations to the NIA President. The NIA President prepares, distributes and tabulates ballots for this award. Then current (sitting) members of the Board of Directors, Committee Chairs and Advisors are excluded from consideration as nominees. Individual members may not nominate themselves or their spouses for this award.

4. The NIA Board of Directors has the authority to honor esteemed contributors to the hobby and the NIA by inducting such individuals into the NIA “Hall of Fame.”

The purpose of the NIA Hall of Fame is to recognize and preserve the historical significance of the contributions of those who have significantly advanced the invention, manufacture, application and collection of insulators upon which the hobby and the NIA is founded.

Candidates for induction into the Hall of Fame may be any past or present member of the NIA as well as other individuals who have significantly advanced the invention, manufacture, application and collection of insulators upon which the hobby is founded.

Candidates can be nominated by affiliated clubs, individual NIA members, or family members related to the candidate. Current members of the NIA Board of Directors may nominate candidates for induction into the Hall of Fame. Individual members may not nominate themselves or their spouses.

The NIA Awards and Recognitions Committee will receive the submitted written applications and supporting documentation for the proposed candidate. Induction into the Hall of Fame shall be by recommendation from the Awards and Recognitions Committee. Induction into the Hall of Fame will require a vote for approval by two-thirds (7) of the members of the Board of Directors.

The numbers of inductees shall be limited to no more than three (3) members per year.

Inductees to the Hall of Fame will be announced at the annual NIA National Show Awards Banquet. Photographs and biographies of the inductees will be published in the Drip Points Newsletter, Crown Jewels of the Wire magazine, and on the “Hall of Fame” page of the NIA web site. The Association Historian will be responsible for preserving the inductee’s biographical information in the NIA archives.

- f) The presentation of all NIA category awards and individual club awards should be made on the show floor immediately after the judging and tabulation of scores but at the discretion of the show organizers in coordination with the NIA.

- g) The top NIA awards (Best of Show Award, Milholland Educational Award, Outstanding Service Award, Hall of Fame Award, and Lifetime Membership Award) will be presented at the awards banquet. In addition, presentations to show organizer(s), People's Choice award, President's Special Award(s) and other miscellaneous awards will be presented during the banquet. Additionally, if the category and club awards were presented on the show floor, those winners of category and club awards would also be announced and recognized during the awards banquet.

5. Judging Rules

- a. Judges and exhibitors should remember that displays are for the general public as well as for other members of the hobby, so it is desirable to be creative and original, and avoid showing the same exhibit several times without substantial modification. Repetitive showings of the same exhibit should result in a reduced score.
- b. An exhibit/display must exceed a threshold numerical judging score in order to qualify for the "best of category" award. An Adult exhibitor must achieve a minimum score of 75 and a Junior exhibitor must achieve a minimum score of 65. Single exhibitors in any category must achieve the minimum score for their exhibit in order to receive an award.
- c. A tally sheet will be furnished to exhibitors after the judging, showing how the judges rated each exhibit as compared with other entrants in the same category. This will show exhibitors where improvement is needed. The judges will not be identified on these tally sheets.
- d. Judging decisions will be final. Ties will be re-judged.
- e. There will be a minimum of three (3) judges for each category, and a given person may judge more than one category, if qualified. A total of five (5) judges is recommended. All judges at a National Show should have previous judging experience. The majority of judges at a Regional Show should have previous judging experience. At a National Show the judging panel should include at least one judge from each of the three NIA regions.
- f. A person may not judge any category in which that person or a family member has an entry.

- g. The Awards & Recognition Committee Chairperson (or in his/her absence an Awards & Recognition Committee Member) will act as the Judging Chairperson at the NIA National Convention. The Judging Chairperson, with the cooperation of the Show Organizer(s), will determine who will be in attendance at the show, select the judges, supervise them, and tally the score sheets. The Judging Chairperson at the NIA National Convention is not allowed to enter a competitive exhibit.
- h. Judges will be furnished standardized printed scoring sheets by the Judging Chairperson, and
 - 1. Should consider each grading factor separately without regard to other factors, thus making a conscious effort to avoid a “halo” effect, or a tendency to give an exhibit high scores in “Showmanship” and/or “Education” because it is outstanding in “Rarity;” and
 - 2. In an effort to make scoring meaningful, judges should consider starting their scoring with a presumptive number of points. For example, start in the middle of the point range and then mentally adjust their ratings downward or upward as appropriate.
- i. Judging will be accomplished using the NIA’s standard 100- point system. The average of all judges for any given category will be the final score. The standard NIA 100-point system is as follows:
 - 35 points – **Showmanship** (Eye-catching, Public appeal, Good use of go-withs, Display props, Lighting, Condition, Category adherence.) Five points are possible for each element.
 - 35 points – **Education** (History, Information, Explanation, Good use of titles, Labels, Handouts, Exhibitor biography.) Five points are possible for each element.
 - 15 points – **Rarity**
 - 9 points – **Variety**
 - 6 points – **Originality** (Independent and creative thought, Freshness of idea, New or unusual arrangement.) Two points are possible for each element.

CONTRIBUTIONS AND TRANSFERS

(Bylaws, Article 3, Section 3.3; Article 14; Article 15)

The Corporation is empowered, subject to the provisions of its Bylaws, to accept donations, contributions, gifts, bequests, and devises of monies and properties ("contributions") under Section 501(c)(3) of the Internal Revenue Code.

It shall be the Corporation's policy that the names of all Donors are confidential and no Donor's name shall be disclosed without first obtaining the approval of the Donor.

Notwithstanding this policy, Donor names may be furnished to others in compliance with court process or in connection with any audit of the Corporation by a regulatory agency.

The Corporation may accept any contribution, bequest or device not inconsistent with its general tax-exempt purposes, its Articles of Incorporation and Bylaws. The Corporation shall retain complete control over all donated funds and shall exercise unlimited discretion as to their investment and ultimate use so as to insure that such funds will be used to the best advantage in carrying out its tax exempt purposes.

The National Insulator Association does not give tax or legal advice and can not be responsible for the tax consequences of any gifts. IRS rules are complex and often confusing. Thus, the NIA recommends that donors consult with their attorney, accountant, or tax advisor on all matters related to their particular tax situation.

The National Insulator Association Gift Acceptance Policy.

The NIA Gift Acceptance Policy (GAP) provides anyone having various philanthropic interests, including collectors of insulators and related items, their families, descendents, or anyone so designated, the opportunity to give through memorials, gifts and donations. It is not intended to compete with other non-profits or friend groups with which the NIA works; but, rather, to provide those that specifically are interested in the NIA the opportunity to give.

A. General Guidelines and Policies

1. The NIA shall encourage donations.
2. Donations must comply with an NIA adopted plan or standard and be compatible with the mission of the NIA, a charitable 501(c)(3) nonprofit organization.
3. Donations to the NIA and its programs must be consistent with established goals and objectives for the individual program, and/or the NIA as a whole.
4. Donations made in memory of, or in recognition of a person, event or other phenomenon must be consistent with any adopted policies on "Naming of Donated Items," when available and/or appropriate.

5. In cases where the donation is not consistent with the NIA's mission and adopted policies, the Board of Directors will attempt to identify alternatives for the donor's consideration and approval.
6. The Association does not accept gifts by credit card.
7. The NIA will not accept donations by phone or over the Internet.
8. The NIA will not make a commitment to spend donations in the year in which they are received or track the way individual donations are expended, unless the gift is restricted.
9. The NIA will send a letter expressing its gratitude to each donor whose contribution is accepted. This letter will also serve as an acknowledgement of the gift for tax purposes. Individual cash contributions of less than ten (10) dollars will not receive an acknowledgement unless requested by the donor.
10. The NIA shall revise this policy as necessary.
11. The NIA reserves the right to deny any donation. Any contribution that does not meet the guidelines of the NIA Donation Program will be returned to the donor.
12. All decisions by the NIA regarding gifts and donations shall be final and binding.
13. The NIA reserves to right to decline donations even if they meet these guidelines and policies, to change these guidelines and policies at any time, and to make exceptions to these guidelines in special circumstances.
14. Contributions do not entitle donors, the heirs, beneficiaries, or estates of donors to participate in Association decision-making or give donors, the heirs, beneficiaries, or estates of donors' special access to the Association's leaders or staff.

B. Cash Contributions

1. The NIA will accept only personal checks, cash, money orders and online payments available at www.nia.org.
2. The NIA, for the purpose of enhancing programs and educational opportunities, will accept cash donations. All cash donations shall be directed to the NIA. Only U. S. currency is accepted.
3. The donor has two options when making a cash donation:
 - a. Allow the NIA to specify best use of the funds, or
 - b. Specify the use of funds with approval from the NIA, consistent with the conditions of these policy guidelines.
4. Unrestricted cash gifts will be accepted and acknowledged through the normal accounting procedures of the NIA.
5. Unrestricted cash donations may be used for any expense associated with the NIA.
6. Donations restricted by the donor are accepted if given for the purpose of pursuing the mission of the Association.
7. Restricted gifts or donations that are restricted to purposes deemed by the NIA to be outside of its mission may be graciously declined.

8. Gifts given in memory of someone close to the insulator hobby or gifts given in honor of the service of individual collectors will be considered unrestricted gifts unless otherwise designated by the donor.

C. Non-Cash Contributions

1. Potential donors of tangible personal property must first contact the NIA Philanthropy Advisor for a determination of the acceptability of their non-cash gift.
2. Receipt of non-cash gifts will be the responsibility of the Philanthropy Advisory Panel. The Advisory Panel reserves the right to refuse and/or return any gift determined to be unacceptable because of value, marketability or any other reason deemed problematic to the NIA.
3. All non-cash gifts (except for real estate) will be immediately liquidated by the NIA Board of Directors or their designee. Gifts of stock, various kinds of securities, insurance products, automobiles, animals, jewelry and other items of value must be unencumbered and given outright to the NIA. If the gift is deemed acceptable to the committee, the gift will immediately be sold in a manner deemed most appropriate by the NIA Board of Directors.
4. All gifts of real estate must be given with an appropriate title search, environmental evaluation, survey and appraisal. All costs of transferring will be borne by the donor. Gifts of real estate must also be unencumbered with liens, litigation or any other potential liability for the NIA. Before title is accepted by the NIA, the Board of Directors, upon the advice of the Philanthropy Advisor, reserves the right to not accept the gift.
5. All non-cash gifts will be acknowledged in a dated letter from the NIA President, Treasurer, and Philanthropy Advisor which will include a description of the gift. There will be no appraisal, acknowledgement of appraisal, or determination of value offered in the acknowledgement process. The donor has sole responsibility to the Internal Revenue Service for identifying the value of any non-cash gift.
6. Gifts of insulator collections, insulator history, and other hobby material related to the purpose of the NIA may be retained for the NIA historical archives and museum. Duplicates may be given to educators, researchers, and youth programs to help educate and interest future collectors. (Refer to the "Gifts, Grants' and Distributions Chapter"). Under no circumstances will any donation, cash or noncash, inure to the benefit of NIA board members, committee chairs or committee members, advisors, or staff.

D. Charity Auctions

When the NIA presents a charity auction, buyers and/or winners of items in that auction will be informed of the costs associated with presenting the auction. The NIA will not provide values for any items donated for auction. However, donors of these items may suggest fair market value for bidding purposes. Items won at the auction and the tax deductible amount over fair market value is solely the responsibility of the buyer/winner and not the NIA.

E. Substantiation and Disclosure Requirements

There are recordkeeping and substantiation rules imposed upon donors of charitable contributions and disclosure rules imposed upon charities that receive certain *quid pro quo* contributions.

Although it is a donor's responsibility to obtain a contemporaneous, written acknowledgment, the NIA can assist a donor by providing a timely, written statement.

The NIA must furnish a disclosure statement in connection with either the solicitation or the receipt of the *quid pro quo* contribution. The statement must be in writing and must be made in a manner that is likely to come to the attention of the donor. For example, a disclosure in small print within a larger document might not meet this requirement.

A written disclosure statement is not required where there is no donation involved in a particular transaction, such as in a typical museum gift shop or trade show sale.

GIFTS, GRANTS AND DISTRIBUTIONS

(Bylaws, Article 3, Section 3.4)

The Corporation is empowered, subject to the provisions of its Articles of Incorporation and Bylaws, to make gifts, grants and distributions for any charitable, educational, religious, literary and/or scientific purposes within the meaning of Section 501(c)(3) of the Code, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

NIA Scholarship Fund

In order to encourage growth and public awareness of the insulator hobby through collecting, dealing, and educational endeavors the National Insulator Association, Inc. (NIA) has established the NIA Scholarship Fund. Grants may be awarded as an Academic Scholarship in the amount of \$1,000.00 and/or a Vocational Scholarship in the amount of \$500.00. An Academic Scholarship is renewable for one additional year upon re-application by the recipient. A Vocational Scholarship is not renewable.

It is the intention of the NIA and its Board of Directors to award at least one scholarship each year. The number and type of awards given will be determined by the Board of Directors. The Board of Directors may adjust the amount of the award at any time. The number and amount of awards will be determined by the financial balance in the Scholarship Fund.

Gifts to the scholarship fund can be made at any time and in any amount. Gifts are subject to the Association's gift acceptance policies (GAP). Refer to the chapter titled "Contributions and Transfers."

The Internal Revenue Service (IRS) has certain regulations pertaining to individual grant-making with which the National Insulator Association, Inc. must comply. The IRS also details rules that apply to the roles of advisors in recommending grants to the NIA.

The following policies have been adopted by the NIA in response to the IRS regulations.

1. The individual grant program serves a charitable purpose.
2. The group of persons who will be eligible for the grant program constitutes a charitable class.
3. There are objective criteria for the selection of recipients. The criteria must be approved by the Board of Directors of the NIA before scholarships may be awarded.
4. The donor or advisor does not control the process for selecting recipients. Donors and advisors may be members of the selection committee provided that they do not control the committee's decision, directly or indirectly.

5. The sponsoring charity, such as the National Insulator Association, Inc., publicizes the grant program in an appropriate manner to ensure that eligible individuals are reasonably informed of its availability.
6. The sponsoring charity retains documentation to show how the recipients were selected and the terms under which the gift was given.
7. The sponsoring charity establishes procedures to ensure that the granted funds are used for the purpose for which the grant was made, and the procedures it will follow if it discovers a misuse of the funds.
8. If potential recipients are limited to employees or members of the families of the employees (including deceased or retired employees) of a particular employer, the sponsoring charity verifies that the selection process complies with the guidelines for similarly restricted private foundation scholarship grants and educational loans (other than the requirements for seeking advance approval of the procedures).
9. Scholarship grants must be made from a dedicated scholarship fund established by the NIA. They may not be made from a donor-advised fund.

The NIA Scholarship Committee

The Scholarship Committee shall administer the scholarship selection process. By selecting scholarship recipients, committee members have an important role in ensuring that the original intent of the fund is followed. Members also have the responsibility to promote the availability of the fund as well as to participate actively in decisions about grant making from the fund.

Confidentiality is imperative. Committee members should respect the applicant's information by not disclosing any financial or sensitive information beyond the committee.

Preventing conflicts of interest is also important. If a committee member has a conflict of interest, the committee chair should be notified and the committee member should not vote on that particular applicant during the decision-making process. The NIA requires that all committee members sign Conflict of Interest and Confidentiality agreements.

(See Addendum # and #)

The Scholarship Committee Chairperson will advertise and solicit applicants in each publication of the NIA Drip Points newsletter. Advertisements and solicitations of applicants should also be published in the Crown Jewels of the Wire magazine as well as other related media. The Association may choose to utilize brochures, direct mail, or scholarship directory listings to promote the scholarship program.

Scholarship applications will be sent upon request by contacting the committee chairperson by mail (address available on the contacts page, www.nia.org) or e-mail at scholarship@nia.org. Applications will be available on the NIA web site, www.nia.org.

Applications are submitted to the Scholarship Committee Chairperson. Committee meetings to discuss applicants and make a selection can take place at a location convenient to committee members. The committee will evaluate each applicant based on a standardized score sheet. Each selection criterion is weighted so that a cumulative score can be used to compare applicants. Additional factors may also be discussed as part of the evaluation process.

The NIA has established the following selection criteria as necessary for evaluating applicants.

- High school/college transcripts and standardized test scores demonstrate a measure of academic performance and ability to succeed.
- Extra-curricular activities indicate the student's involvement, socialization and community service.
- Letters of reference show how others view the student's strengths and weaknesses.
- Volunteer or work experience could indicate the student's experience in his/her chosen career field.
- Clearly stated career and educational goals will show the student's ability to set goals and objectives for the future.
- Unusual circumstances identify any family problems, personal or financial, which may warrant further consideration.
- Financial need is demonstrated in the Student Activity Report (SAR), which is the information the student receives when applying for financial aid through the Free Application for Federal Student Aid (FAFSA).

The NIA Scholarship Committee Chairperson must receive completed applications for Vocational Scholarships no later than February 1st and applications for Academic Scholarships no later than February 1st in order to be considered for the following academic year. Applications received that are incomplete or fail to comply with the application instructions will not be considered. Applications will not be returned to the applicant.

In order to recommend a scholarship award, the Committee must complete a Scholarship Recommendation Form and present it to the NIA Board of Directors along with a copy of the committee minutes. The minutes must include the committee members, meeting date and place, how the recipients and non-recipients were selected and how the applicants are to be notified of awards and declinations. When the Committee recommends grants, the NIA Board of Directors must approve them.

The Committee's recommendations should be delivered to the Board of Directors on or before May 1st. The recommendations should be approved by the Board of Directors by June 1st.

Once the Board of Directors approves the recommendations, letters must be sent to all applicants notifying them of an award or declination. In this letter, the student is informed about the committee that recommended the grant, as well as the donor who made the grant possible if that is appropriate.

Scholarship grant payments will be publicly presented at the Awards Banquet during the NIA National Show and Convention generally held in July. Checks will be mailed to the recipient, but the check will be made payable to the educational institution. The payment to the college or university is accompanied by a memorandum explaining the NIA scholarship policies and requesting that the school notify the Association (NIA) if the student does not register or withdraws from school. When a student withdraws, the institution issues a refund check to the NIA. Returned monies are credited to the scholarship fund.

The NIA may make public announcements about awards that have been granted not only to give deserved recognition to the recipient, but also to stimulate additional support for the scholarship program. Press releases to local publications or trade and hobby magazines may, when appropriate, result in a short article or news brief. Press releases should be written and distributed to the media by the NIA Information Director.

Academic Scholarship

The NIA offers an academic scholarship in the amount of \$1,000.00 per academic year.

Applicants must be at least 16 years of age.

Applicants must be in their senior year of high school or have graduated from high school.

Applicants must have applied for admission to, or be enrolled in, an eligible educational institution.

Applicants must complete all elements of the Scholarship Application.

The student's undergraduate study may be in any academic area.

The scholarship is renewable for one additional academic year based on the student's maintaining a "B" (3.0) average, or better, as documented through transcripts. The student must reapply.

Applicants must be a candidate for a degree at an eligible educational institution, and the scholarship must be used to pay qualified education expenses.

- You are a candidate for a degree if you attend a secondary school or are pursuing a degree at a college or university, or you attend an accredited educational institution that is authorized to provide a program that is acceptable for full credit toward a bachelor's or higher degree.
- An eligible educational institution is one that maintains a regular faculty and curriculum and normally has a regularly enrolled body of students in attendance at the place where it carries on its educational activities.
- Qualified education expenses are for tuition and fees required to enroll at or attend an eligible educational institution. They also include course-related expenses, such as fees, books, supplies, and equipment that are required of all students in your course of instruction.

Applications for academic scholarships must be completed and received by the NIA Scholarship Committee no later than February 1st to be considered for the following academic year. Applications received that are incomplete or fail to comply with the application instructions will not be considered. Applications will not be returned to the applicant.

Vocational Scholarship

The NIA offers a vocational scholarship in the amount of \$500.00.

The scholarship is not renewable.

Applicants must be at least 18 years of age.

Applicants must have graduated from high school.

Applicants must complete all applicable elements of the Scholarship Application.

Eligible candidates must be enrolled in a course of instruction leading to a career related to the generation, distribution or application of electrical energy.

Applicants must be a candidate for a degree at an eligible educational institution, and the scholarship must be used to pay qualified education expenses.

- You are a candidate for a degree if you attend an accredited educational institution that is authorized to provide a program of training to prepare students for gainful employment in a recognized occupation.
- An eligible educational institution is one that maintains a regular faculty and curriculum and normally has a regularly enrolled body of students in attendance at the place where it carries on its educational activities.
- Qualified education expenses are for tuition and fees required to enroll at or attend an eligible educational institution. They also include course-related expenses, such as fees, books, supplies, and equipment that are required of all students in your course of instruction.

Applications for vocational scholarships must be completed and received by the NIA Scholarship Committee no later than February 1st to be considered.

Applications received that are incomplete or fail to comply with the application instructions will not be considered. Applications will not be returned to the applicant.

NIA Grants for Special Projects

The purpose of NIA Grants for Special Projects is to give financial support to individuals, groups, or organizations that exemplify the mission of the National Insulator Association, Inc. to promote historic preservation and educational endeavors that encourage growth and public awareness of the insulator hobby. To accomplish this, the NIA will make grants available to fund initiatives in these mission areas.

Only individuals, groups, or organizations who are active members of the National Insulator Association may apply for these funds. Grants will be awarded for special projects that relate directly to the mission and objectives of historic preservation and education. As stated in Article 3, Section 3.2 of the NIA By-laws, members of the Board of Directors are not eligible to receive Special Project grants.

Special Project proposals must be submitted in writing and presented to the NIA President, and will be evaluated by independent judges selected for this purpose. After submission of the application to the NIA, the NIA President will be responsible for all phases of communication while the application is under

review. The NIA President will be the point of contact for questions and inquiries after the initial stages of review are complete, i.e., after the conclusion of the initial peer review.

Grant applications must include the following:

1. Designate which grant area the application is for: Historic Preservation or Education.
2. One-page letter of sponsorship from an NIA Regional Vice-president or an NIA affiliate club, counted as part of the 8-page total application. The letter of sponsorship is required for the grant application. This may be brief with information provided by the entity on the grant application. Please include the name of the NIA Regional Vice-president or affiliated club including name, state, telephone number, and email address of the representative writing the letter.
3. Include the name of the entity applying for grant, entity address, telephone number, Web site address, and email address. Provide the name and contact information of individual writing the grant application for the entity. A valid email address is required.
4. Submit the original application typed on standard 8.5 x 11 paper without binder or special covering. A total of eight (8) pages are allowed for the letter of sponsorship, narrative and budget sections including photographs. The letter of sponsorship must be the first statement submitted with the application packet, followed by other forms, narrative and budget sections.

Narrative to include in the following order:

- A one page brief description or outline of the project, specifically tell what the project will encompass.
- State the need and urgency of this project. What is the need the entity plans to address?
- List specific planned activities and include information about timelines.
- Explain the benefits to community.
- Describe how NIA recognition will be generated.
- Proposed budget information: The budget should be a realistic estimate of the specific costs for the project, and may include a budget narrative immediately following the budget to explain any items that require clarification.

This budget section should provide the following information:

- a. What is the overall cost of the proposed project?
- b. Show how the grant funds will be used to support the project.
- c. What other sources of funding the entity have solicited in support of this project?
- d. Are these funds secure or pending?
- e. List all in-kind contributions. Donated time for in-kind will be valued at \$15.00 per hour or as documented for professional services.

- f. How will matching funds be invested in the project?
(Matching funds are required for receipt of NIA funds.)
 - g. Upon completion of this project what is the estimate of the ongoing financial need for support, if any, and what will be the source of these funds?
5. Members submitting a hard copy package must include five (5) full copies of the completed application. Members submitting the application in digital format may make a single submission in either Microsoft Word or Adobe PDF format.
 6. Completed applications must be postmarked on or before February 1 to the NIA President. (See www.nia.org/contacts or email president@nia.org) Applications not meeting the deadline will not be considered for current year grant.

Note: Grants will not be considered for operating expenses, religious programs or activities, endowment, private foundations, costs related to fund-raising campaigns and politically motivated activities.

Grant applications must be approved by a 2/3 (7 members) vote of the members of the Board of Directors. Grant notification is only upon the NIA Board of Director's approval. Approved grants receive notification by the NIA President by May 1, accompanied by a Grant Agreement Form. The notification guidelines must be strictly followed to avoid any misunderstanding.

The NIA Board of Directors has the right to reject applications or cancel or modify a grant solicitation at any point before a Grant Agreement (contract) is signed. The NIA may negotiate with selected applicants to determine the terms of the award. To receive an award, the applicant must accept any additional or special terms and conditions listed in the Grant Agreement (contract) and any changes in the grant application. No grants shall be awarded until adequate funds are available to support the project.

The Board of Directors may set the amount of the grant but in no case shall the grant exceed \$2,000.00 in any 12 month period. Grant recipients may only receive one grant funding in any twelve (12) month period. The grants of \$1,000.00 - \$2,000.00 will be given priority with a cap of \$5,000.00 for grant requests. Applicants will be required to match the grant award 1:1 in order to allow broader distribution of funds.

Successful applicants are eligible to apply for grant funds for the two (2) years following the initial grant year. The second and third application will be evaluated with the same criteria as new applications. No applicant will be eligible for a fourth year of funding for the same project.

Successful applicants will be required to complete all projects within the timeline established in the Grant Agreement Form.

Grant Agreement Form: Upon approval of an application, grantees must sign a Grant Agreement Form outlining the details governing the grant. Upon receipt of

the completed Grant Agreement Form, half of the approved funds will be sent to the grantee. The remainder of the funds will be distributed after submission of the final report. Records substantiating that funds received have been used solely for the purposes described in the application must be maintained by the grantee and available for inspection.

Preparing, submitting, and reviewing a competitive research program project grant application requires a substantial investment of effort by applicants, applicant organizations, NIA personnel and peer reviewers. To maximize the potential of this effort, prospective applicants are strongly encouraged to discuss their ideas with NIA Board members, NIA Advisors and Committee chairpersons, and other relevant resources prior to the submission of a formal application.

Although a letter of intent is not required, is not binding, and does not enter into the review of subsequent applications, the information allows the NIA to estimate the potential review workload and to avoid conflict of interest in the review. The letter of intent need include only:

- 1) The names of the Principal entity and principal collaborators.
- 2) A descriptive title of the potential application and a list of titles for the anticipated components of the project.
- 3) Identification of the organization(s) involved.

Letters of intent should be sent to the NIA President.

(See www.nia.org/contacts or email president@nia.org)

Review Criteria for Individual Special Projects

Applications for grant funding will be evaluated on upon the information provided in the written application. All grants are to be judged and awarded without regard to gender, race, color, religion, national original origin or disability.

Significance: (15 points) Does this study address an important problem? If the aims of the project are achieved, how will scientific knowledge be advanced? What will be the effect of the study on the concepts or methods that drive this field?

Approach: (20 points) Are the conceptual framework, design, methods, and analyses adequately developed, well-integrated, and appropriate to the aims of the project? Does the applicant acknowledge potential problem areas and consider alternate tactics?

Innovation: (15 points) Does the project employ novel concepts, approaches, or methods? Are the aims original and innovative? Does the project challenge existing paradigms or develop new methodologies or technologies?

Timetable: (15 points) Is there a timetable for project activities within the year to grant funds are to be applied (i.e., a list of actions with a date by which they will be accomplished)?

Budget: (20 points) Is there a complete budget for the proposed project? Is the budget fully justified by describing how budgeted items will contribute to the project and identify sources for the stated costs?

Personnel: (5 points) Is the Project Leader appropriately trained and well suited to carry out this work? Is the work proposed appropriate to the experience level of the Project Leader and other researchers (if any)?

Environment: (10 points) Does the scientific environment in which the work will be done contribute to the probability of success? Do the proposed experiments take advantage of unique features of the scientific environment or employ useful collaborative arrangements? Is there evidence of institutional support?

OFFICERS and DIRECTORS

(Bylaws, Article 6, Article 10, Article 11)

Subject to the limitations of the Articles of Incorporation, Bylaws, and any Rules and Regulations, the management and control of the business, property and affairs of the Corporation shall be vested in and conducted by the Board of Directors.

The Board of Directors shall consist of ten (10) directors. The Board of Directors shall include an Information Director and a Membership Director and the two immediate Past Presidents. The number of directors may be altered from time to time by a duly adopted resolution of the Board of Directors, provided that no decrease shall have the effect of shortening the term of any incumbent director.

Vacancies on the Board of Directors resulting from the death, incapacity, resignation, removal, or other cause, shall be filled by the President, after approval of the President's nominee by the directors. A director so appointed shall hold office for the balance of the term of the director replaced, and thereafter until a successor has been duly elected. In the event of a vacancy on the Board due to a past President's death, incapacity, resignation, removal, or other cause, such vacancy shall not be filled by the President.

The Officers of the Corporation shall be a President, the three Regional Vice Presidents (one from each geographical region), a Treasurer, and a Secretary. All officers shall be members of the Board of Directors.

Any vacancy occurring among the officers shall be filled by the Board of Directors of the Corporation at the next regularly scheduled meeting of such Board, and any officer so elected shall hold office for the unexpired term of the officer succeeded or until a successor is elected and qualified.

The President, Secretary, and Treasurer shall be elected by the membership. The Secretary and Treasurer shall serve staggered two year terms, and may serve successive terms.

Regional Vice Presidents shall be elected by members from within each of the three (3) geographic regions. Each Vice President must be a resident of the geographic region that he represents. Each Vice President is elected to a staggered three year term and may serve successive terms.

The term of office of all elected officers shall commence at the Annual General Meeting of the Corporation and shall continue until the next Annual General Meeting of the Corporation or a respective successor is elected and qualified.

When the Nominating Committee is unable to present a slate of candidates to the membership because only one candidate is willing to be nominated and elected by ballot, pursuant to Article 11, Sections 11.3 and 11.4 of the By-laws, new officers will take office by acclamation upon a duly adopted resolution of the Board of Directors.

It is expected that no board member shall use his or her position, or knowledge gained therefrom in such a manner that a conflict arises between the interest of the National Insulator Association and any of its affiliates and his or her personal or professional interests. Each board member has the duty to place the interests of the Association (NIA) foremost in any dealings on behalf of the organization, and has a continuing responsibility to comply with this policy. Board members agree to this policy regarding conflict of interest by signing the Conflict of Interest Agreement. (See Addendum)

Board members may attend meetings or engage in activities where sensitive and confidential information may be discussed or presented in writing. These individuals must agree that any information discussed, heard or transcribed will not be released, discussed or shared in any manner with any individual outside of the immediate then current NIA Board and committee members by signing the NIA Confidentiality Agreement. (See Addendum)

Members of the NIA Board of Directors

- (a) President. The President shall be the Chief Executive Officer of the Corporation and shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.
- (b) Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be custodian of the corporate records of the Corporation and keep a register of the mailing address of each director which shall be furnished to the Secretary by such director, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.
- (c) Treasurer. The Treasurer shall have charge and custody of and be responsible for all books, records, funds and monies of the Corporation, and in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- (d) Region Vice Presidents. The Vice Presidents shall assist the President in the performance in his or her duties, and in the absence, incapacity or disability of the President, shall perform and exercise the functions, duties and powers of the President. The Vice Presidents will seek out responsible members to serve as organizers/hosts for all Corporation

sponsored meetings and shows. The Vice President that has served for the greatest amount of time is also known as the First Vice President. The First Vice President serves as Chairman of the Nominations Committee.

- (e) Information Director. The Information Director will coordinate the information and publication services of the Corporation. The Information Director is responsible for the publishing of the newsletter "Drip Points" quarterly. The Information Director will create and distribute press releases, newsworthy articles and hobby related stories as they relate to the NIA for publication in hobby oriented publications and other media outlets. The Information Director will work closely with the Newsletter Editor/Publisher and the Promotions Advisory Panel. The Information Director shall be appointed by the President for a two year term, and may serve successive terms. In the event a vacancy occurs in the office of Information Director, such vacancy shall be filled by the President and any officer so appointed shall hold office for the unexpired term of the officer succeeded or until a successor is appointed.
- (f) Membership Director. The Membership Director will coordinate the Corporation's membership services. The Membership Director shall be appointed by the President for a two (2) year term, and may serve successive terms. In the event a vacancy occurs in the office of Membership Director, such vacancy shall be filled by the President and any officer so appointed shall hold office for the unexpired term of the officer succeeded or until a successor is appointed.
- (g) Designated Directors. The two (2) immediate past Presidents shall be designated a member of the Board of Directors for two successive terms beginning on the date of such President's replacement has been duly elected. The 1st Past President serves on the NIA National Show and Convention Advisory Panel. The 2nd Past President serves on the Scholarship Committee.

ADVISORY PANELS and COMMITTEES

(Bylaws, Article 8)

The Board of Directors may establish such standing committees and such other committees as the Board deems appropriate for the conduct of the business of the Corporation. Except as otherwise provided in the Bylaws, each such committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board; provided however that any third party shall not be adversely affected by relying upon any act by any such committee within the authority delegated to it. Each such committee shall act by not less than a majority of those present as long as there is a quorum.

Terminology for Advisory Panels and Committees of the NIA

The terms "Advisory Panel" and "Committee" are interchangeable. The terms "Advisor", "Manager", "Coordinator", "Webmaster", "Historian", "Editor" and "Chairperson" are interchangeable.

Advisory Panel and Committee Rules

- 1) An Advisory Panel or Committee shall not authorize distributions; approve or recommend any action to the General Membership; adopt, amend or repeal bylaws; or fix compensation for any Advisory Panel or Committee member.
- 2) An Advisory Panel or Committee Chairperson will be appointed by the President, approved by the Board of Directors, and will serve until released by the Board of Directors or until the end of the appointing President's term of office, whichever occurs first.
- 3) Advisory Panel & Committee Chairpersons cannot vote on matters brought before the Board of Directors, but can appoint members to their panel or committee.
- 4) It is expected that no advisory committee member shall use his or her position, or knowledge gained therefrom in such a manner that a conflict arises between the interest of the National Insulator Association and any of its affiliates and his or her personal or professional interests. Each board member or advisory committee member has the duty to place the interests of the Association (NIA) foremost in any dealings on behalf of the organization, and has a continuing responsibility to comply with this policy. Advisory committee members agree to this policy regarding conflict of interest by signing the Conflict of Interest Agreement. (See Addendum)
- 5) Advisory committee members, volunteers and/or NIA employees may attend meetings or engage in activities where sensitive and confidential information may be discussed or presented in writing. These individuals must agree that any information discussed, heard or transcribed will not be released, discussed or shared in any manner with any individual

outside of the immediate current NIA Board and committee members by signing the NIA Confidentiality Agreement. (See Addendum)

Current Advisors , Panels & Committees

- 1) Authentication & Classification Advisory Panel
The Advisory Panel will deal with the authentication of insulators and related items, and will address other standards issues as designated by the Board including efforts to ensure the perpetuity of numerical identification or cataloging systems. The chairperson of this panel shall be known as the Authentication & Classification Advisor. The Advisor will establish a panel of experts to consult in order to fulfill his/her duties.
- 2) Awards and Recognition Committee
The Committee will prepare and furnish awards for the NIA National Show and NIA Sanctioned Shows. The Committee solicits nominees from the membership for the NIA Outstanding Service Award and the Lifetime Member Award and forwards candidates names to the President for selection. The Chairperson, acting as the Judging Chairperson at the National Show and Convention, selects judges to score exhibits and tallies the judges scoring. The committee is composed of the following seven (7) members: The Awards and Recognition Committee Chairperson, the three (3) Regional Vice-Presidents in office immediately prior to the National Show and Conference, and three (3) at-large representatives, one from each region, to be appointed by the current Awards and Recognition Committee Chairperson.
- 3) Ethics Advisor
The Ethics Advisor will deal with ethical issues confronting the NIA membership. The Advisor will investigate, report the findings, and make recommendations for action to be taken by the Board. The Advisor will establish a panel of experts to consult in order to fulfill his/her duties.
- 4) Historical Committee
The committee shall preserve and maintain an archive documenting the history of the NIA and the insulator collecting hobby. The Chairperson of this committee shall also be known as the NIA Historian. The Historian will establish a panel of experts to consult in order to fulfill his/her duties.
- 5) Philanthropy Advisor
The Philanthropy Advisor will provide guidance and expertise to the Board of Directors with regard to the 501(c)3, Public Charity status of the National Insulator Association. The Advisor will establish a panel of experts to consult in order to fulfill his/her duties.
- 6) Product Marketing Manager
The Product Marketing Manager is responsible for marketing, sales and inventory of NIA endorsed products. The Manager will establish a group of associates in order to fulfill the duties of the manager.

- 7) Promotions Advisor
The Promotions Advisor is charged with promoting the NIA and the insulator-collecting hobby to the general public. The Advisor will establish a panel of experts to consult in order to fulfill his/her duties.
- 8) Research & Education Advisory Panel
The Advisory Panel will actively identify new areas of research, such as the "Smithsonian Project", catalog member research projects, and publish that information to generally educate NIA members and the public about the insulator collecting hobby through various means. This panel should develop educational programs that utilize insulators and related items as classroom teaching aids in history, science and other related subjects. The chairperson of this panel shall be known as the Research & Education Advisor. The Advisor will establish a panel of experts to consult in order to fulfill the duties of the panel.
- 9) Internet Technology Advisory Panel
The Internet Technology Advisory Panel will be responsible for maintaining the NIA web site. The panel will also keep the Board of Directors informed of existing and/or new technologies that would be beneficial to the Association and its membership. The chairperson of this advisory panel shall be known as the Webmaster. The Webmaster will establish a panel of experts to consult in order to fulfill the duties of the panel.
- 10) NIA Commemorative Design & Production Coordinator
The Commemorative Design & Production Coordinator will coordinate the design of the NIA Commemorative insulator with the National show organizers/hosts and all elements of the production process with the manufacturer. The Coordinator will be responsible for the sales and delivery of the finished product.
- 11) NIA National Show & Conference Advisory Panel
The NIA National Show & Conference Advisory Panel will assist potential show organizers/hosts as they maneuver through the pre-proposal phase to the detailed planning of the final show schedule. The advisory panel will review existing past show reports and make recommendations that will contribute to successful events. These tips and guidelines should become a "Show Organizer/Host's Planning Guide". This advisory panel is also charged with investigating alternative methods of producing a National Show & Convention each year. Findings and recommendations will be reported to the Board of Directors. The chairperson of this advisory panel shall be known as the National Show & Conference Advisor. The Advisory Panel is composed of the following five (5) members: The Committee Chairperson, the NIA 1st Past President, and three (3) at-large representatives, one from each region, to be appointed by the current advisory panel chairperson.

- 12) Rules and Procedures Advisory Panel
The Rules and Procedures Advisory Panel will review, monitor, and make recommendations for amending the NIA Membership Handbook and Web site. The chairperson of this advisory panel shall be known as the Rules & Procedures Advisor. The Advisor will establish a panel of experts to consult in order to fulfill the duties of the panel. The NIA President will be a member of this advisory panel.
- 13) Scholarship Committee
The Scholarship Committee shall determine the purpose and use of the scholarship fund, establish qualification rules and procedures, accept and review applications, and make recommendations to the Board of Directors after screening qualified applicants. The committee is composed of the following five (5) members: The Committee Chairperson, the NIA 2nd Past President, and three (3) at-large representatives, one from each region, to be appointed by the current Committee Chairperson.
- 14) Newsletter Editor/Publisher
The Newsletter Editor/Publisher is responsible for creating and distributing the NIA newsletter "Drip Points" quarterly. The Editor/Publisher will gather articles from Board members, Advisors and Committee Chairs for inclusion in the publication. Stories, research projects, reports and other information of interest to NIA members by NIA members should be solicited from the membership for publication. The Editor/Publisher will assemble, edit, print and mail the newsletter both in paper copy form and electronically.
- 15) Nominating Committee
The Nominating Committee shall propose to the membership a slate of nominees for Directors and Officers. The Nominating Committee functions in accordance with Article 11, Section 11.1 of the Bylaws.

ARTICLES OF INCORPORATION

The NIA was registered as a non-profit corporation in Arizona on July 22, 1999. Pursuant to Arizona Revised Statutes, Title 10, Section 3206, the Board of Directors adopted the initial bylaws, rules and policies for the corporation. Chapters 24 through 40 of Title 10 of the Arizona Revised Statutes govern non-profit corporations in Arizona. The NIA's Articles of Incorporation are on file with the Arizona Corporation Commission located in Phoenix, AZ.

The Articles of Incorporation were amended in 2009 and the amended and restated corporate Bylaws, voted on and approved by the membership at the 2009 annual general meeting, were duly adopted by the Board of Directors of the Corporation pursuant to a resolution of the Board of Directors dated July 10, 2009.

The Corporation Board of Directors, by two-thirds vote, may amend the Articles of Incorporation at any time to add or change a provision that is required or permitted in the Articles of Incorporation, or to delete a provision that is not required in the Articles of Incorporation.

BYLAWS OF THE NATIONAL INSULATOR ASSOCIATION, INC.

ARTICLE 1. Name

The name of the Corporation is NATIONAL INSULATOR ASSOCIATION, INC. (herein referred to as the "Corporation").

ARTICLE 2. Offices

Section 2.1 Principal Office. The initial office of business of the Corporation shall be in Phoenix, Maricopa County, Arizona. The Corporation may move its offices or have offices at such other locations as the Board of Directors may from time to time designate or the activities of them require.

Section 2.2 Known Place of Business. The initial known place of business of the Corporation, as required by law to be maintained in the State of Arizona, will be c/o Capital Document Services, Inc. 815 North First Avenue, Suite 4, Phoenix, Arizona 85003. The address of the known place of business may be changed from time to time by the Board of Directors in accordance with the law of the State of Arizona.

ARTICLE 3. Establishment and Purposes

Section 3.1 Purposes and Powers. The Corporation is established as a charitable organization, and is organized exclusively for charitable, educational, religious, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or corresponding provision of any future federal tax laws. The Corporations goals are (i) to encourage growth and public awareness of the insulator hobby through collecting, dealing, and educational endeavors; (ii) protect the interests of insulator collectors and dealers; and (iii) establish standards and ethics that govern fair dealing between collectors and dealers. To the extent not inconsistent with the purposes of the Corporation, the Code or the law of the State of Arizona, the Corporation may engage in any and all lawful activities for which nonprofit corporations may be incorporated under the laws of the State of Arizona and may exercise all powers enumerated thereunder.

Section 3.2 Limitations on Activities. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to; or will inure to the benefit of, its directors or officers, or other private individuals; provided, however, that nothing contained herein shall be construed to prevent the payment of reasonable compensation for services actually rendered by employees, officers or directors of the Corporation and/or the reimbursement of reasonable expenses incurred in connection with service rendered to the Corporation by volunteers, employees, officers, or directors.

Additionally, no substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Section 3.3 Contributions and Transfers. The Corporation is empowered, subject to the provisions of these Bylaws, to accept donations, contributions, gifts, bequests, and devises of monies and properties (“contributions”).

Section 3.4 Gifts, Grants and Distributions. The Corporation is empowered, subject to the provisions of these Bylaws and the Articles of Incorporation, to make gifts, grants and distributions for any charitable, educational, religious, literary and/or scientific purposes within the meaning of Section 501(c)(3) of the Code, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE 4. Membership

Section 4.1 Membership. Persons, who are in any way interested in insulators or related items, are eligible to apply for membership. There shall be two (2) classes of Members whose Membership shall be determined by the Category of Member: Voting Members and Non-Voting Members.

Section 4.2 Categories of Membership. Membership categories are as follows: Life, Adult, Junior and Club.

- (a) Individual applicants 18 years of age and older may be considered for Adult Membership (“Adult Members”). Adult Members are Voting Members.
- (b) Applicants under 18 years of age may be considered for Junior Membership (“Junior Members”). Junior Members are Voting Members.
- (c) Immediate family members (significant other, and/or children residing at the mailing address), of any person holding an Adult Membership, are awarded the same privileges as that Adult Member, except for the receiving of official Corporation mailings (“Family Members”). Family Members are Non-Voting Members.
- (d) Any club of insulator collectors and/or dealers may apply for a Club Membership upon payment of the annual dues (“Club Members”). Club Members are Non-Voting Members. Club Members shall not become affiliated with the Corporation until it has had its bylaws reviewed and approved by the Corporation’s Board of Directors.
- (e) The Board of Directors may, by majority vote, award a Life Membership to any Member for cumulative meritorious service to the Corporation or the insulator-collecting hobby (“Life Member”). Life Member’s are Voting Members. No more than two Life Memberships can be awarded each year and will be presented at the Membership’s Annual General Meeting.

Section 4.3 Dues. The Board of Directors shall set the dues for each Membership category.

Section 4.4 Application Process. An application for membership that is submitted within three months of the beginning of the new membership year, if accepted, will be good for the upcoming year.

Section 4.5 Geographic Regions. The Corporation’s Membership shall be separated into geographical regions, as follows:

- (a) **Eastern**. Alabama, Connecticut, Delaware, District of Columbia, Florida, Georgia, Maine, Maryland, Massachusetts, Mississippi, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Tennessee, Vermont, Virginia, West Virginia, Canada (Newfoundland, New Brunswick, Nova Scotia, Ontario, Quebec, Prince Edward Island), Africa and Europe;
- (b) **Central**. Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Texas, Wisconsin, Canada (Manitoba, Saskatchewan), Central and South America; and
- (c) **Western**. Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, Mexico (all), Canada (Alberta, British Columbia, Northwest Territories, Yukon), Australia and Asia.

Section 4.6 Removal of a Member. A Member may be suspended or removed from Membership by the Board of Directors upon a recommendation from the Ethics Committee, following an investigation by the Ethics Committee that a Member (“Offending Members”) failed to abide by the Code of Ethics, as adopted by the Board of Directors, and amended from time to time, or for other good cause shown. The Board of Directors will provide the Offending Member written notice of its intent to suspend or revoke the Member’s Membership at least fifteen (15) days prior to the date that the suspension or revocation is to be effective. The Offending Member may address the Board of Directors, either in person or in writing, to refute the proposed suspension or revocation.

ARTICLE 5. Annual General Meeting of the Members

Section 5.1 Annual Meetings and Notice. The Annual General Meeting of the Members shall be held each year during the Corporation’s Annual National Convention, as set by the Board of Directors. Written notice of each Annual General Meeting of the Members shall be given by, or at the direction of, the Board of Directors through an announcement in the spring issue of “Drip Points”. Such notice shall specify the place, day, and hour of the Annual Meeting.

Section 5.2 Quorum. Except as otherwise specifically provided by statute or by other provisions of these Bylaws or the Articles of Incorporation, not less than five percent (5%) of the Voting Members will be considered a quorum for purposes of transacting business.

Section 5.3 Meeting Rules. The order of business for the Annual General Meeting shall be governed by the rules of procedure and protocol set forth in the latest edition of Robert’s Rules of Orders and shall be as follows:

- (a) Call to Order
- (b) Roll Call
- (c) Approval of minutes of previous Annual General Meeting
- (d) Officers Reports
- (e) Old Business
- (f) Proposed Budget.
- (g) New Business

- (h) Announcement of the results of the election of Board of Directors and Officers
- (i) Adjournment

Section 5.4 Voting. In the transaction of business at any Annual General Meeting of the Members, a majority vote of the Voting Members present in person or shall decide. In the case of any tie vote, the presiding Officer shall cast the deciding vote.

Section 5.5 Proxies. Voting by proxy shall not be permitted.

Section 5.6 Ballots. The Board shall determine the form of ballot, if any, to be used in connection with any vote.

ARTICLE 6. Board of Directors

Section 6.1 Control of the Corporation. Subject to the limitations of the Articles of Incorporation, these Bylaws, and any Rules and Regulations, the management and control of the business, property and affairs of the Corporation shall be vested in and conducted by the Board of Directors which shall be elected as provided in Article 11.

Section 6.2 Number of Directors. The Board of Directors shall consist of ten (10) directors who shall be elected or appointed as provided in Article 11 and subject to Arizona law. Subject to the foregoing limitation, the number of directors may be altered from time to time by a duly adopted resolution of the Board of Directors, provided that no decrease shall have the effect of shortening the term of any incumbent director.

Section 6.3 Manner of Acting. The act of a majority of the directors present at a 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, by the Articles of Incorporation, or by these Bylaws.

Section 6.4 Vacancies. Vacancies on the Board of Directors resulting from the death, incapacity, resignation, removal, or other cause, shall be filled by the President, after approval of the President's nominee by the directors. A director so appointed shall hold office for the balance of the term of the director replaced, and thereafter until a successor has been duly elected. The foregoing notwithstanding, in the event of a vacancy on the Board due to a past President's death, incapacity, resignation, removal, or other cause, such vacancy shall not be filled by the President.

Section 6.5 Term of Office

- (a) Term of Office. Each director shall hold office for a term of two (2) years and until his successor is duly elected and qualified. The term of office of any director elected to fill any vacancy shall be for the unexpired term of the director being replaced unless otherwise stipulated by the resolution electing him or her.
- (b) Limitations on Consecutive Terms. There is no limitation of consecutive terms being served by any Director.

Section 6.6 Resignation or Removal

- (a) Resignation. Any director of the Corporation may resign at any time, by giving written notice thereof to the President of the Corporation. Such resignation shall take effect at the time specified therein and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.
- (b) Removal. Any director may be removed from office at any time, with or without cause, by the vote of a majority of the members of the Board of Directors.

ARTICLE 7. Powers and Duties of Directors

Section 7.1 Powers. All corporate powers of the Corporation shall be exercised by or under the authority of the Board of Directors. Without limiting the generality of the foregoing, in furtherance of the Corporation's purposes, the Board of Directors shall have the following powers:

- (a) Except as otherwise provided in the Articles of Incorporation or these Bylaws, to elect directors and officers and remove any officer of the Corporation; to prescribe for all directors' and officers' powers and duties not inconsistent with law, the Articles of Incorporation or the Bylaws; and to fix any compensation to be paid, benefits to be provided, and approve reimbursements of expenses.
- (b) To establish principles and policies, including the determination of standards and guidelines for the acceptance of contributions and transfers, for the investment and management of all monies, properties and assets of the Corporation and for their allocation and distribution.
- (c) To adopt further policies, procedures and rules for the functioning of the Corporation, the conduct of its affairs, and the discharge of its responsibilities as may, in the discretion of the Board, be necessary or desirable.
- (d) To provide for legal counsel and the retainer, if any, to be paid. Legal counsel may be a member of the Board and attend Board meetings.
- (e) To maintain financial records relating to the contributions, transfers, properties, and other assets of the Corporation and its operations, and to make annual reports within ninety (90) days after the end of each accounting year, setting forth statements reflecting monies, properties and assets received, held and distributed.
- (f) To establish the Corporation's annual budget and approve and disburse operating expenses.
- (g) To execute documents necessary or appropriate in the performance of the functions and responsibilities of the Board. The President, Vice President, other officers designated by the Board shall be authorized to act on its behalf in the execution of those documents necessary or convenient to carry out the specific resolutions of the Board.
- (h) To do and perform all necessary acts for the operation of the Corporation.

ARTICLE 8. Committees

The Board of Directors may establish such standing committees, and such other committees as the Board deems appropriate for the conduct of the business of the Corporation. Except as otherwise provided in these Bylaws, each such committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board; provided however that any third party shall not be adversely affected by relying upon any act by any such committee within the authority delegated to it. Each such committee shall act by not less than a majority of those present as long as there is a quorum.

ARTICLE 9. Meetings of the Board

Section 9.1 Regular, Annual and Special Meetings

- (a) There shall be not less than one (1) regular meeting of the Board of Directors, during each calendar year, held annually and at such time and on such date as shall be determined by the Board pursuant to notice of meeting as hereinafter provided.
- (b) The regular meeting held in July of each year (or such other month selected by a majority of the duly elected Board of Directors) shall be designated as the annual meeting of the Corporation.
- (c) Special meetings of the Board may be called by the President or by two (2) of the members of the Board.

Section 9.2 Quorum. Except as otherwise specifically provided by statute or by other provisions of these Bylaws or the Articles of Incorporation, not less than a majority of the then elected and appointed directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of the majority of the directors present at any meeting, at which a quorum is present, shall be the act of the Board of Directors. The directors shall act only as a Board and the individual directors shall have no power as such.

Section 9.3 Adjournment. In the absence of a quorum at any meeting of the Board of Directors, the majority of those present shall adjourn the meeting from time to time until such time as a quorum is present for conducting the meeting or until the time fixed for the next regular meeting. Notice of any adjourned meeting need not be given.

Section 9.4 Meeting Notices. Written notice of the date, time and place of each meeting of the directors shall be given to each director by the Secretary or the person or persons calling the meeting not more than sixty (60) days nor less than seven (7) days before such meeting; provided that notice by telephone or telecopier or electronic mail devices may be given at least five (5) days prior to the meeting date. Such notice need not specify the purposes of the meeting and may be given by any reasonable means. Notice of any meeting shall be considered given if mailed, faxed or otherwise sent or delivered in writing to the director at his or her address or fax waived by any director who shall attend and participate in such meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice may be waived, in a writing, by any director either before, at or after such meeting.

Section 9.5 Waiver of Notice. Attendance at any meeting shall constitute a waiver of notice, except when attendance is for the express purpose of objecting to the transaction of any business because a meeting is not duly called or convened. Notice may be waived in writing setting forth the purposes of the meeting and signed by all directors serving on the Board.

Section 9.6 Proxies and Voting. No voting by proxy shall be permitted. Except as otherwise provided herein, all action of the Board shall be determined by a majority of the votes cast at a duly called meeting at which the required quorum is present. Each director shall have one vote.

Section 9.7 Telephone Conference. Unless otherwise prohibited by statute or by resolution of the Board of Directors, meetings of the Board of Directors or any committee, whether annual or special, may be held by means of conference telephone or similar communications equipment that allows all persons participating in the meeting to hear each other. Participation in such a meeting shall constitute presence in person at such meeting.

Section 9.8 Action Without Meeting. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of a Board Committee, may be taken without a meeting if the action is set forth in writing and all directors or Committee members consent thereto in writing. Such consent shall have the same effect as a unanimous vote, and the signed instrument shall be filed with minutes of other proceedings of the directors or of the Committee.

Section 9.9 Order of Business. At meetings of the Board of Directors, business shall be transacted in such order as the Board may determine from time to time. Robert's Rules of Order shall govern in any matter not covered by the Articles of Incorporation or by these Bylaws.

ARTICLE 10. Officers

Section 10.1 Officer Positions. The officers of the Corporation shall be a President, a Vice President from each geographical region, a Treasurer, a Secretary, an Information Director, a Membership Director, and the two immediate past Presidents. All officers shall be members of the Board of Directors.

Section 10.2 Removal. Any officer may be removed at any time, either with or without cause, by the vote of a majority of the directors at any regular or special meeting called for such purpose. If the officer is also a Director, the Officer will not be entitled to vote at such the special meeting.

Section 10.3 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect when received or at any later date specified therein; and the acceptance by the Board of such resignation shall not be necessary.

Section 10.4 Duties of Officers

- (a) President. The President shall be the Chief Executive Officer of the Corporation and shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds,

mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

- (b) Vice President. The Vice Presidents shall assist the President in the performance in his or her duties, and in the absence, incapacity or disability of the President, shall perform and exercise the functions, duties and powers of the President. The Vice Presidents will seek responsible members to serve as hosts for all Corporation sponsored meetings and shows.
- (c) Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be custodian of the corporate records of the Corporation and keep a register of the mailing address of each director which shall be furnished to the Secretary by such director, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.
- (d) Treasurer. The Treasurer shall have charge and custody of and be responsible for all books, records, funds and monies of the Corporation, and in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- (e) Information Director. The Information Director will coordinate the information and publication services of the Corporation.
- (f) Membership Director. The Membership Director will coordinate the Corporation's membership services.
- (g) Staff. To facilitate expeditious and efficient conduct of the day-to-day business of the Corporation, the Board of Directors may employ such persons as it deems necessary, whose duties shall be prescribed and whose compensation shall be determined by the Board of Directors.

ARTICLE 11. Nominations and Election of Directors and Officers

Section 11.1 Nominating Committee. The Nominating Committee shall propose to the Members the nominees for Directors and Officers for election to serve during the upcoming fiscal year. The Nominating Committee shall be comprised of the following Members of the Corporation:

- (a) The President of the Corporation;
- (b) The Treasurer;
- (c) The Secretary; and
- (d) The Vice Presidents of the Corporation. The First Vice President (as defined below) shall serve as Chair of the Nominating Committee.
- (e) The Nominating Committee shall be a standing committee and its members shall remain as such until each respective Director and Officer position's successor shall have been filled and qualified.

Section 11.2 Meetings

- (a) Any notice of any meeting of the Nominating Committee shall be in writing and sent not less than five (5) days prior to the date of such meeting. Notice may be provided personally, by mail, or by electronic means, including e-mail or facsimile. Meetings may be conducted by an electronic means, including teleconferencing, video conferencing, Internet conferencing, or other electronic means allowing for discussion. Participation in such meeting shall constitute waiver of notice of the meeting.
- (b) The Chair of the Nominating Committee shall review candidates for the proposed slate of Board Members.
- (c) A quorum for the purposes of any meeting of the Nominating Committee shall be constituted by at least two-thirds (2/3) of the committee members.
- (d) The slate of proposed Board members shall be given to the Members in the spring issue of "Drip Points" to be voted upon as provided for in this Article.

Section 11.3 Election of Directors

- (a) Election Meeting. Except as otherwise provided in this Article 11, Directors shall be elected from a ballot sent to all Members in the spring issue of "Drip Points" ("Director Ballots"). The Director Ballots must be returned by any member wanting to vote for a Director to the Secretary on or before May 1st to be a valid ballot. Results of the election shall be provided to the Members at the Annual General Meeting of the Corporation and reported in the fall issue of "Drip Points."
- (b) Nomination of Directors. The Chair of the Nominating Committee shall solicit nominations for Directors, as well as officers to serve for the next fiscal year, in the winter issue of "Drip Points," which nominations shall be cut off on February 1st.
- (c) Election Vote. The election of new Directors shall be by the Members by the Director Ballots, with the nominees receiving the most votes cast shall be elected to the Board. The Director Ballots shall be tallied by the Secretary on May 1st. The elected Directors shall take office at the Annual General Meeting of the Corporation.
- (d) Designated Directors. The provisions of this Section 11.3 notwithstanding, each immediate past Presidents shall be designated a member of the Board of Directors for two successive terms beginning on the date of such President's replacement has been duly elected in accordance with Section 11.4(a).

Section 11.4 Election and Term of Office of Officers

- (a) President, Treasurer, and Secretary. The President, Treasurer, and Secretary shall be elected by the Members from a ballot sent to all Members in the spring issue of "Drip Points" from the slate of officers provided by the Directors to the Members ("Officer Ballots"). Each shall serve a staggered two year term, and may serve successive terms. The Officer Ballots must be returned by any member wanting to vote for an officer to the Secretary on or before May 1st to be a valid ballot. The Officer Ballots shall be tallied by the Secretary on May 1st. Results of the election shall be provided to the Members at the Annual General Meeting

of the Corporation and reported in the fall issue of “Drip Points.” The term of office of all elected officers shall commence at the Annual General Meeting of the Corporation and shall continue until the next Annual General Meeting of the Corporation or a respective successor is elected and qualified.

- (b) Information Director and Membership Director. The Information Director and Membership Director shall be appointed by the President after the President is elected as set forth in Section 11.4(a) for a two year term, and may serve successive terms. Section 11.4(d) notwithstanding, in the event a vacancy occurs in either the office of Information Director or Membership Director, such vacancy shall be filled by the President and any officer so appointed shall hold office for the unexpired term of the officer succeeded or until a successor is appointed.
- (c) Regional Vice Presidents. A Vice President shall be elected by each geographic region from the slate of officers provided by the Directors to the Membership from a ballot sent to all Members in the spring issue of “Drip Points” (“Regional Ballots”). The Regional Ballots must be returned by any member wanting to vote for a Regional Vice President to the Secretary on or before May 1st to be a valid ballot. The Regional Ballots shall be tallied by the Secretary on May 1st. Results of the election shall be provided to the Members at the Annual General Meeting of the Corporation and reported in the fall issue of “Drip Points.” Each Vice President is elected to a staggered three year term and may serve successive terms. Each Vice President must be a resident of the geographic region that he represents. The First Vice President is the Vice President that has served as a Vice President for the greatest amount of time.
- (d) Vacancy. Any vacancy occurring among the officers shall be filled by the Board of Directors of the Corporation at the next regularly scheduled meeting of such Board, and any officer so elected shall hold office for the unexpired term of the officer succeeded or until a successor is elected and qualified.

ARTICLE 12. Conflicts of Interest

Section 12.1 Conflict of Interest. An Interested Person (as defined below) shall make full disclosure to the Board of Directors of any financial interest, direct or indirect, which the director or officer has in or with any person or entity that is a party to a transaction under consideration by the Board of Directors. If the Interested Person is an officer or director of the Corporation, or is related to an officer or director of the Corporation, such director or officer shall abstain from voting on any aspect of the transaction.

Section 12.2 Interested Person. As used herein, the term “Interested Person” shall mean any director or officer of the Corporation, any individual who is in a position to exercise substantial influence over the affairs of the Corporation, family members of such individuals, or any corporation, firm, association or other entity in which one or more of the foregoing individuals is a director, officer or member or is financially interested.

Section 12.3 Review of Certain Transactions. Prior to the Corporation entering into any compensation agreement, contract for goods or services, or any other transaction with any Interested Person, the Board of Directors shall establish that the proposed transaction is reasonable when compared with similarly-situated organizations for functionally comparable positions, goods or services. The Board shall exercise due diligence in reviewing the transaction to ensure it is in the best interests of the Corporation and document the due diligence done to reach such conclusion. The meeting minutes where a transaction is considered shall reflect that an Interested Person made disclosure, and any action taken with respect to same, as well as the presence or absence of the Interested Person, the not counting of such Interested Person who is a director for quorum purposes, and the abstention of such Interested Person who is a director from voting. The foregoing requirements shall not be construed as preventing such Interested Person from briefly stating his or her position on the transaction nor from answering questions of directors with respect to the transaction.

Section 12.4 Compensation. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Section 12.5 Transaction Not Voidable. No contract or other transaction between the Corporation and an Interested Person, including the sale, lease or exchange of property to or from an Interested Person, the lending or borrowing of monies by or from an Interested Person by the Corporation, or the payment of compensation by the Corporation for services provided by an Interested Person, shall be void or voidable because of the relationship or interest between the Corporation and the Interested Person or because any Interested Person is present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such transaction or because his, her or their votes are counted for such purpose if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of any Interested Person(s); and
- (b) The contract or transaction is fair and reasonable to the Corporation at the time the contract or transaction is authorized, approved or ratified in the light of circumstances known to those entitled to vote thereon at that time.

ARTICLE 13. Compensation

No director and no officer shall receive any salary simply for serving in the position of officer or director; provided, however, that nothing contained herein shall be construed to prevent the payment of reasonable compensation for additional services actually rendered by officers or directors of the Corporation, including services performed in connection with an outside business or profession so long as such was adequately disclosed to the Board prior to the rendering of services, and/or the reimbursement of reasonable expenses incurred in connection with service rendered to the Corporation by officers or directors.

ARTICLE 14. Reports

It shall be Corporation's policy that the names of all Donors are confidential and no Donor's name shall be disclosed without first obtaining the approval of the Donor. Notwithstanding this policy, Donor names may be furnished to others in compliance with court process or in connection with any audit of the Corporation by a regulatory agency.

ARTICLE 15. Contributions

The Corporation may accept any contribution, bequest or devise not inconsistent with its general tax-exempt purposes, its Articles of Incorporation and these Bylaws. The Corporation shall retain complete control over all donated funds and shall exercise unlimited discretion as to their investment and ultimate use so as to insure that such funds will be used to the best advantage in carrying out its tax exempt purposes.

ARTICLE 16. Records and Reports

Section 16.1 Records. The Corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records and accounts shall be kept at its principal place of business in the State of Arizona, County of Maricopa, as fixed by the Board of Directors.

Section 16.2 Inspection of Books and Records. All books and records shall be open to the Directors or Members of the Corporation in the manner provided for by the Board of Directors. The original copy of these Bylaws, as amended or otherwise altered to date and certified by the Secretary, shall be open to inspection for the members of the Corporation.

Section 16.3 Checks, Drafts, Notes and Indebtedness. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to Corporation shall be signed or endorsed by such person or persons and in such a manner as shall be determined by the Board of Directors.

ARTICLE 17. Indemnification of Officers, Directors and Employees

The Corporation shall indemnify, to the maximum extent permitted by Arizona Revised Statutes §§ 10-3851 through 10-3856, any person who is a party to, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, or any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he or she is or was a director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer, committee member, or employee of the Corporation, against expenses, including attorney fees, and against judgments, fines and amounts paid in settlement to the extent permitted by law. Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of any such action, suit or proceeding to the extent permitted by law.

The Corporation may, to the full extent then permitted by law and authorized by the directors, purchase and maintain insurance on behalf of any officer, director, committee member or employee against any liability asserted against and incurred by any such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

ARTICLE 18. Financial Disclaimer

The Corporation shall not assume, nor be liable for any personal debt and/or other financial responsibilities, either implied or incurred, of any Member or Director.

ARTICLE 19. Rules and Regulations

The Board of Directors shall promulgate and implement any rules and regulations pursuant to which the purpose of the Corporation shall be accomplished.

ARTICLE 20. Amendments

These Bylaws and the Articles of Incorporation for the Corporation may be amended only with the approval of the Board of Directors for so long as such organization shall exist, and thereafter as allowed by law. The Board of Directors of the Corporation may propose any such amendments. The text of any proposed amendment shall be distributed to each member of the Corporation's Board of Directors, together with the appropriate notice of meeting, at least seven (7) days prior to the date of any meeting at which such amendment is to be considered.

Amendments may be approved by the affirmative vote of a majority of all the Directors of the Corporation. The Articles of Incorporation shall never be amended so as to make the Corporation other than a charitable organization within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as may be amended.