

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.