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## **BYLAWS**

### **Article I: Purpose**

1. The National Insulator Association, herein noted as the NIA, is a registered nonprofit corporation, formed for educational purposes. Its goal is to encourage growth and public awareness of the insulator hobby through collecting, dealing, and educational endeavors; protecting the interests of insulator collectors and dealers; and establishing standards and ethics by which insulator collectors and dealers may fairly deal with one another.

### **Article II: Membership**

1. Persons who are in any way interested in insulators or related items, are eligible to apply for membership. The NIA Board of Directors sets the dues for each membership class, and may deny, suspend or revoke membership for just cause.
2. Membership Classes are as follows: Life, Adult, Junior and Club.
3. Individual applicants 18 years of age and older may be considered for Adult Membership.
4. Applicants under 18 years of age may be considered for Junior Membership.
5. 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 (i.e. admittance to NIA Day), except for the receiving of official NIA mailings.
6. Any club of insulator collectors and/or dealers may apply for a Club Membership upon payment of the annual dues. However, no such organization shall become affiliated with the NIA until that organization has had its bylaws reviewed by the NIA Bylaws Chairperson, and approved by the NIA Board of Directors. The "local club" should, as part of its bylaws, expressly adopt the NIA's Code of Ethics.
7. The NIA Board of Directors may, by majority vote, award a Life Membership to any member for cumulative meritorious service to the NIA or the insulator-collecting hobby. No more than two Life Memberships can be awarded each year. These (if any), will be presented at the NIA's National Convention.
8. 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.
9. Members of the NIA are not personally liable for the acts, debts, liabilities or obligations of the corporation.
10. Members of the NIA may utilize the NIA name and logo for any nonprofit purpose, including but not limited to: stationery, clothing, decorative items, advertising of NIA sanctioned activities, etc.

11. Any use of the NIA name and logo in any form for personal commercial purposes (including endorsements), of any type, must be approved in advance by the NIA Board of Directors. This restriction includes marketing, selling, or trading of any such commercial item that may be produced by a nonmember of the NIA. Approval for commercial use of the NIA name and/or logo may include an appropriate agreement for compensation to the NIA for such use.
12. Without the consent of a majority of the Board of Directors, no person may obtain or use the NIA's General Membership list, or any part of the General Membership list, for any purpose whatsoever.

### **Article III: Geographic Regions**

1. The following regions are established:

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;

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

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.

2. The three regions of the NIA may be revised, if necessary, by two-thirds vote of the NIA Board of Directors.

### **Article IV: Governing Body**

1. The governing body of the NIA is its 10-person Board of Directors. A Director need not be a resident of the State of Arizona, but must be a member in good standing with the NIA.
2. The Board of Directors is composed of a President, three Regional Vice-Presidents, a Secretary, a Treasurer, an Information Director, a Membership Director, and the two most immediate past Presidents.
3. A Director's duties, including duties as a member of a committee, shall be executed:
  - (a) In good faith;
  - (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
  - (c) In a manner the Director reasonably believes to be in the best interests of the NIA.

4. Director is not liable for any action taken, or any failure to take action, if the Director's duties were performed in compliance with Section #3 above.
5. A Director shall not be deemed to be a trustee with respect to the corporation, or with respect to any property held or administered by the corporation, including property that may be subject to restrictions imposed by the donor or transferor of that property.
6. The Board of Directors may fix compensation for themselves or Committee Chairpersons.
7. The President shall take such actions as will promote the purposes of the NIA. The President, with majority approval of the Board of Directors, may establish committees to perform necessary functions for the NIA.
8. The Regional Vice-Presidents shall take such action as will promote the purposes of the NIA in their region and nationally. Regional Vice-Presidents will seek responsible members and NIA affiliated clubs to serve as hosts for all NIA sponsored meetings and shows.
9. The Secretary will be appointed annually by the President with the advice and consent of the Regional Vice-Presidents, and shall serve as Secretary for the NIA and take such actions as will promote the purposes of the NIA.
10. The Treasurer will be appointed annually by the President with the advice and consent of the Regional Vice-Presidents, and will operate in a thorough and efficient manner to provide accurate records and handling of the finances of the NIA. He shall make disbursements of funds only as approved by the Board of Directors. Amounts in excess of the standard budget require Board notification, and must be referred to the President for approval.
11. The Information Director shall be appointed annually by the President with the advice and consent of the Regional Vice-Presidents, and will coordinate the information and publication services of the NIA.
12. The Membership Director shall be appointed annually by the President with the advice and consent of the Regional Vice-President, and will coordinate the NIA's membership services.

## **Article V: Terms and Elections**

1. The President is elected by the general membership for a two-year term, and may run for successive terms. The President's term commences at the conclusion of the Annual General Membership Meeting.
2. The three Regional Vice-Presidents are elected to staggered three-year terms, and may run for successive terms.
3. Regional Vice-Presidents must reside in the region that they wish to represent.
4. NIA members residing in a particular geographic region are the only members eligible to vote for candidates running for that region's Regional Vice-President position.
5. The most senior Regional Vice-President in rotation (as defined by length of service on the Board), is also known as the First Vice-President.
6. The Treasurer, Information Director, Membership Director and Secretary may be appointed to successive terms.
7. A Director may resign at any time by delivering written notice to the Board of Directors. The resignation is effective when the notice is delivered, unless the notice specifies a later effective date or event.
8. Elected Directors may be removed from the Board with or without cause, by an affirmative vote of two-thirds of the general membership. The removal is effective when the notice is delivered, unless the notice specifies a later effective date.
9. Appointed Directors may be removed from the Board, with or without cause, by the President, or by an affirmative vote of two-thirds of the remaining Directors currently sitting on the Board. The removal is effective when the notice is delivered, unless the notice specifies a later effective date.
10. In the event a Regional Vice-President in a non-expiring term is elected to the office of President, or is appointed to the office of Treasurer, Information Director, Membership Director or Secretary, before the expiration of his/her Board term, their former position shall be treated as a vacancy of that office.
11. In the event of a vacancy on the Board of Directors among the most immediate Past Presidents, due to their resignation or election, or appointment on the Board through another office, the vacancy will not be filled.
12. The Board of Directors shall fill any vacancy (other than first or Second Past President), on the Board either by appointment or by holding a special election, as soon as possible after a vacancy occurs.

13. The term of a Director elected or appointed to fill a vacancy expires at the same time that that term would have expired had the vacancy not occurred.
14. The President, with advice and consent from the Board of Directors, annually appoints a Nominations Chairperson.
15. The Nominations Chairperson is responsible for presenting nominations to the General Membership for the expiring elected office terms.
16. Nominations are solicited from the General Membership through an announcement in the winter (December), issue of "Drip Points" (the NIA quarterly newsletter).
17. All nominees are contacted prior to any balloting, to assure that they are willing to run for office, and to serve if elected. In addition, the Nominations Chairperson must confirm with the Membership Director, that the nominee is in good standing with the NIA.
18. The cut-off date for nominations and/or announcing candidacy is February 1<sup>st</sup> of that election year.
19. Nominees are afforded the opportunity to present a statement (i.e. article, resume, etc.), for publication in the spring (March), issue of "Drip Points." The article must be submitted by the candidate to the Nominations Chairperson, no later than February 1<sup>st</sup> to assure inclusion in the Spring (March), issue of "Drip Points."
20. The Nominations Chairperson prepares a ballot that is included in the spring (March), issue of "Drip Points."
21. NIA Members in good standing as of February 15<sup>th</sup> in any given year in which elections are held, may vote. Ballots must be returned to the Nominations Chairperson prior to May 1<sup>st</sup>.
22. Election ballots will be counted on May 1<sup>st</sup>, so that the election results can be announced at the Annual Board of Directors and General Membership Meetings.
23. If the name signed on an election ballot corresponds to the name of the member, the NIA's Nominations Chairperson, acting in good faith, is entitled to accept that vote.
24. If the Nominations Chairperson, acting in good faith, has a reasonable basis to doubt the validity of a signature on an election ballot, he/she is entitled to reject that ballot, and must report the matter to the NIA Ethics Chairperson and Board of Directors.
25. Nominees who run unopposed will be declared "elected by acclamation" without the mailing of a ballot.
26. Results of the election, including ballot counts, are published in the fall (September) issue of "Drip Points."

## **Article VI: Committees of the Board**

1. A Committee shall not authorize distributions; approve or recommend any action to the General Membership; adopt, amend or repeal bylaws; or fix compensation for any Committee Member.
2. A Committee Chairperson will be appointed by the President and will serve until released by the President, or until the end of the appointing President's term of office, whichever occurs first.
3. Committee Chairpersons cannot vote on matters brought before the Board of Directors, but can appoint members to their committee.
4. The President has formed a standing committee, with Board approval, to deal with ethical issues confronting the hobby. This committee is known as the "Ethics Committee."
5. The President has formed a standing committee, with Board approval, to preserve and maintain an archive documenting the history of the NIA and the insulator-collecting hobby. This committee is known as the "Historical Committee."
6. The President has formed a standing committee, with Board approval, to deal with the authentication of insulators and related items, and to address other standards issues as designated by the Board including efforts to ensure the perpetuity of numerical identification or cataloging systems. This committee is known as the "Authentication & Classification Committee."
7. The President has formed a standing committee, with Board approval, to actively conduct new areas of research, and publish that information to generally educate NIA Members and the public about the insulator-collecting hobby through various means (including maintaining the NIA's Internet website). This committee will also work on new areas of research, such as the "Smithsonian Project". This committee is known as the "Research and Education Committee."
8. The President has formed a standing committee, with Board approval, to nominate people for positions on the NIA Board and as Committee Chairpersons, and to conduct elections when necessary. This committee is known as the "Nominations Committee."
9. The President has formed a standing committee, with Board approval, to market NIA endorsed products. This committee is known as the "Product Marketing Committee."
10. The President has formed a standing committee, with Board approval, to revise, monitor, and amend the NIA's Bylaws. This committee is known as the "Bylaws Committee."
11. The President has formed a standing committee, with Board approval, to prepare and furnish awards for NIA Sanctioned and NIA Sponsored Shows. This committee is known as the "Awards and Recognition Committee," and is comprised of the following

seven members: The Awards and Recognition Committee Chairperson, the three Regional Vice-Presidents in office immediately prior to the National Convention, and three at-large representatives, one from each region, to be appointed annually by the current Awards and Recognition Committee Chairperson.

12. The President has formed a standing committee, with Board approval, to promote the NIA and the insulator-collecting hobby to the general public. This committee is known as the "Promotions Committee."

## **Article VII: Meetings**

1. The Regular Meeting of the Board of Directors will be at a time set by the President, at the location of the NIA's National Convention, each year. In 1999, the annual meeting was held in the Western Region. In 2000, the annual meeting will be held in the Central Region. In 2001, the annual meeting will be held in the Eastern Region. Thereafter, this regional rotation will continue in the same sequence.
2. In the event that a bid for a National Convention is not received from the next sequential region by April 1<sup>st</sup> of the preceding year, the Board of Directors may disrupt the sequence for that year in favor of conducting the Regular Meeting at another location.
3. Special Meetings of the Board of Directors, if any, will be at the call of the President, or one-third of the Directors. Where practical, Special Meetings of the Board of Directors will be preceded by at least two days notice of the date, time, and location, of the meeting. Discussions during Special Meetings of the Board of Directors, and records thereof, may be kept confidential.
4. All Directors will be permitted the opportunity to participate in the Regular and any Special Meetings of the Board.
5. The President presides at the Regular and Special meetings of the NIA Board of Directors. In the President's absence, the First Vice-President shall preside.
6. The Regular Meeting, and any Special Meetings of the Board, may utilize any communication device that will allow all Directors participating to simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present and in-person at the meeting. However, Directors are urged to make every reasonable effort to attend the Regular and any Special Meetings of the Board.
7. A quorum of the Board shall be six (6) Directors. For an action to carry, an affirmative vote equal to two-thirds of the quorum of the Board must occur.
8. A Director may appoint a proxy to vote or otherwise act for the Director by signing an appointment form.

9. The NIA General Membership Meeting will take place during the NIA's Annual National Convention.
10. The Information Director shall notify all members of the date, time and location of the General Meeting through an official announcement in the Spring (March), issue of "Drip Points" (the NIA's quarterly newsletter which is provided to all NIA members).
11. The President presides over the General Membership Meeting. In his absence, the First Vice-President will preside.
12. Although the Board of Directors may poll the membership to determine membership opinion before establishing rules or policy, a full membership vote is required only for an election of officers or an amendment to the bylaws.
13. Life, Adult and Junior memberships are entitled to one vote on matters brought before the NIA General Membership.
14. Proxy voting by Adult Members or their immediate family members is not permitted.
15. The failure to hold the Regular Meeting of the Board of Directors, or the Annual General Membership Meeting, does not affect the validity of any action by the NIA Board of Directors.
16. A Special Membership Meeting will be held at the call of one-third of the Directors, or if at least ten percent of the active NIA General Members sign, date, and deliver to any Director, a written demand for the Special Meeting describing the purpose for which it is to be held.
17. Any Special Membership Meeting will be held in the corporation's home state, which is Arizona.
18. The President shall preside over any Special Membership Meeting. In his absence the First Vice-President will preside.

#### **Article VIII: Corporate Records**

1. The NIA Secretary shall keep a permanent record of all Regular and Special Meetings of the General Membership; Regular and Special Meetings of the Board of Directors; the actions taken by Directors without meetings; and the actions taken by any Committee of the Board.
2. The NIA shall maintain accurate accounting records.
3. The NIA Membership Director shall maintain a record of all NIA members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order.

4. The NIA Secretary shall keep a copy of:
  - (a) The NIA's Articles of Incorporation and all amendments to them currently in effect;
  - (b) The NIA's Bylaws and all amendments currently in effect;
  - (c) The minutes of all General and Special Membership Meetings, and General and Special Meetings of the Board of Directors, along with records of all actions taken by the General Membership of Board of Directors, within the past three years;
  - (d) All written communication to General Members within the past three years;
  - (e) A list of names and address of the NIA's current Directors; and
  - (f) The most recent annual report delivered to the Arizona Corporation Commission.
  
5. Each year the NIA shall deliver to the Arizona Corporation Commission, through its statutory agent, during the month of April, an Annual Report that sets forth the following:
  - (a) The name of the corporation and the fact that it is incorporated in Arizona;
  - (b) The names and addresses of the NIA's statutory agent;
  - (c) The name and addresses of the NIA's Directors;
  - (d) A brief description of the nature of the NIA's activities;
  - (e) Whether or not the NIA has members;
  - (f) A certificate of disclosure containing the information set forth in Section D, Title 10-3202 of the Arizona Revised Statutes;
  - (g) A statement that all corporate income tax returns required by Title 43 of the Arizona Revised Statutes, have been filed with the Department of Revenue; and
  - (h) A statement of the NIA's financial condition.

#### **Article IX: NIA Sponsored Shows**

1. The NIA shall sponsor an Annual National Show at a location in accordance with the applicable sections above on the NIA's Regular Meeting. This show is referred to as "The National." The time and place of the National Show is subject to approval by the Board of Directors.
  
2. The NIA shall also annually sponsor a show in each of the other two regions. These shows, known as "Regionals," shall be identical in scope, as far as is practical, to the National. The time and place of Regional shows is subject to approval by the Board of Directors.

#### **Article X: Standards and Ethics**

1. The NIA Board of Directors has adopted a Code of Ethics for insulator collectors and dealers, and has set standards for describing insulators, to promote fairness and uniformity in the hobby.
  
2. The NIA Board of Directors, following an investigation conducted by the Ethics Committee, may suspend or revoke a membership for failure to abide by the Code of Ethics, or for other good cause shown. The Board of Directors will provide the member with written notice of its intent to suspend or revoke, at least fifteen (15) days prior to the date suspension or revocation is to take effect. During this time period an opportunity

will be provided for the member to be heard, either orally or in writing, with regard to why the proposed suspension or revocation should not take place.

3. The NIA Board of Directors has adopted rules for insulator shows. These rules must be followed at NIA sponsored shows.
4. The NIA Board of Directors may make available to hosts of NIA sponsored shows, a general liability insurance policy.

#### **Article XI: Amendments**

1. These Bylaws may be amended by the General Membership at any annual Regular Meeting or through special mail ballot by an affirmative vote of two-thirds of all votes cast, provided a copy of the proposed change is made available to each member in advance, either directly by mail or by timely notice in the NIA's official publication, "Drip Points."
2. These Bylaws may also be amended by the membership at any annual Regular Meeting without advance notice to the entire membership, provided that the amendment is subsequently ratified by the membership as a whole. Subsequent ratification occurs if, in the next issue of the NIA's official publication ("Drip Points"), fewer than 5% of the active members mail a written objection to the NIA office within 90 days from the publication's mailing date.
3. If the name signed on the bylaws amendment ballot corresponds to the name of the member, the Secretary, acting in good faith, is entitled to accept that vote.
4. If the Secretary, acting in good faith, has a reasonable basis to doubt the validity of a signature on a bylaws amendment ballot, he/she is entitled to reject that ballot, and must report the matter to the NIA Ethics Chairperson and Board of Directors.
5. During an emergency, defined as a situation where a quorum of the Board of Directors cannot readily be assembled at the annual Regular Meeting, or for a Special Meeting, the Board Members present may take action in good faith to manage the corporation during the emergency. All other provisions of the Bylaws remain in effect during the emergency, and any action taken during the emergency is subject to review and approval by the full Board of Directors after the emergency has passed.