



National Slate Association **By-Laws**

Adopted: October 2, 2002

Amended: March 2003, April 2003, March 2007, June 2007, January 2009, March 2014,
November 2017, April 2020

SECTION 100 NAME AND PURPOSE

101. The name of the organization shall be the National Slate Association (NSA).
102. The headquarters of the National Slate Association shall be located at the specific order of the Board.
103. The National Slate Association was established as a non-profit interdisciplinary membership organization dedicated to promoting excellence in slate roofing practices through the development and dissemination of technical information, standards, and educational resources on the materials and methods used in the manufacture, design, and construction of slate roofs and associated flashing systems.
104. The National Slate Association shall be incorporated as a non-profit corporation. The Corporation is organized exclusively for charitable purposes as defined by Section 501(c) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of any individual and no member, officer, or employee of the Corporation shall receive any pecuniary benefits of any kind, except reasonable compensation for services effecting the corporate purposes. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate or intervene in (including the publishing or distributing statements of) any political campaign on behalf of any candidate for public office.

SECTION 200
MEMBERSHIP and DUES

201. Membership in the NSA shall be of several classes as deemed appropriate by the Board of Directors. Classes shall include Charter Members, Full Members, Affiliate Members, and Associate Members.
202. Charter Members include three sub-classifications, Golden Slate Hammer, Peach Bottom and Charter. Charter Members are those members who meet the membership criteria established by the Board of Directors and were invited by the Board to join before June 30, 2003. Golden Slate Hammer members pay initial one-year membership dues of \$5,000 or more. Peach Bottom members pay initial one-year membership dues of \$2,500. Charter members pay initial one-year membership dues of \$1,000. No new Charter Members will be accepted to the National Slate Association after June 30, 2003. These members will be recognized as Charter Members in NSA publications and on the NSA web site. Charter Members must also be so designated as Full, Affiliate, and Associate Members, as appropriate, to establish membership privileges.
203. Full Members shall be made up of contractors, quarriers, and distributors operating a business in North America (as defined in Paragraph 214). A distributor shall obtain the status of Full Member only upon review and approval by majority vote of the Board of Directors. Such a vote may be called at any regular meeting of the Board and shall be based on criteria developed by the Membership Committee as adopted by a majority vote of the Board. Full Members have voting privileges and the opportunity to hold elective office in NSA. Full Members shall have expertise in the creation, sale, or use of materials used for slate roofing or construction of slate roofs. Full members with multiple locations may have those locations listed on the NSA for an additional fee to be determined by the Board of Directors.
204. Affiliate Members shall be made up of architects, designers, roofing consultants, engineers and conservators operating a business in North America (as defined in Paragraph 214). Affiliate Members have voting privileges and the opportunity to hold elective office in NSA. Affiliate Members have an interest in some aspect of architectural design of slate roofing systems.
205. Associate Members shall be made up of academics, students, preservationists, craftspeople, building owners, facility managers, other individuals who have an interest in slate roof construction, design and maintenance, as well as contractors and quarriers not doing business in North America, and distributors not doing business in North America or approved as Full Members by the Board of Directors. Associate Members cannot vote and cannot hold elective office.
206. The membership year for all member classes shall be annual, commencing on the anniversary date of membership. Upon admission to membership, notice will be given the member by the Secretary indicating his/her acceptance.
207. The dues of the various classes of membership shall be determined from time to time by the Board of Directors.

208. Members are persons or entities that have paid the annual dues for membership for the current year. If the member is an entity (e.g., corporation, partnership, limited liability corporation, sole proprietorship, or such other legal entity recognized by the Internal Revenue Service), the entity shall have one, and only one, assigned representative.
209. Members who fail to pay membership dues shall be placed on the inactive membership list for 90 days.
210. Members are to have no property rights to assets of the Association.
211. If a member is believed to be acting at cross purposes to the organization's program and objectives, the member so charged is to be given 30 days to respond to the charges. If, after such time, the Board finds the charges to be true, the member may be removed by a 2/3 vote of the Board of Directors. If the member is removed, dues are to be returned on a pro-rated basis.
212. Members may resign. Resignation shall be made in writing to the Secretary of the NSA. Dues shall be forfeited.
213. Membership to the NSA is open to all regardless of race, color, sex, religion or national origin.
214. For the purposes of these Bylaws, "operating a business in North America" shall be defined as annually registering with or being licensed by a government agency in North America, filing a business tax return in North America, and having a physical office or place of business in North America.
215. Privacy Policy: Member's personal information shall be kept private and confidential and shall not be shared with others, except for information which would normally be presented on a business card (name, title, business name, address, telephone number(s), facsimile (fax) number, email address, and web address). Any member may opt out of having his contact information published on the Association's website, newsletters, brochures, promotional literature, etc. by notifying the Secretary of the NSA in writing. NSA may, with a majority vote of the Board of Directors, distribute its membership list to both non-profit and for-profit entities, including entities owned in whole or in part by the NSA members, for a fee should doing so be determined to be in accordance with the mission of the NSA and a benefit to a majority of its members. Individual Directors, Officers, and members may not distribute the NSA's membership list.

SECTION 300 OFFICERS / BOARD OF DIRECTORS

301. The corporate powers, property, and affairs of the NSA, subject to its Articles of Incorporation, shall be exercised, conducted and controlled by the Board of Directors, who shall create and direct such committees as may be necessary for the proper conduct of the NSA. The Board shall set fees, dues, and assessments of members. It shall adopt rules and regulations, set standards, and set qualifications for membership. The Board will also have the power to receive gifts and donations to the NSA.
302. Only Charter, Full, and Affiliate Members of the NSA may become members of the Board of Directors. The Board shall consist of no fewer than 9 members and no more than 15 members

- as follows: 4 Officers -- President, First Vice-President, Vice-President (hereinafter, the First Vice-President and Vice-President will be referred to as "Vice-Presidents" unless a specific role or responsibility is given to one of the positions), and Secretary/Treasurer -- and from 4 to 10 Directors. Upon completion of the President's final term, the President shall, upon election of a successor to the office of President, become Immediate Past President. Should the President's term as Director expire concurrently with his/her term as President, and should he/she not be re-elected to the Board, he/she may serve out his/her term as Immediate Past President.
303. The number of Directors to compose the Board is to be determined by a two-thirds vote of the Board.
 304. The Board of Directors shall prepare an annual slate of Directors each year for election by the membership based upon the report of the Nominating Committee.
 305. Qualifications of prospective Board members shall be presented to the membership prior to voting for the Board of Directors.
 306. Nominated Directors shall be voted on, and elected annually by the voting membership. Their terms shall commence at the conclusion of the Annual Meeting at which they were elected. Each Director shall hold office for a term of 3 years. A Director may be re-elected in accordance with these By Laws and serve multiple successive terms. Terms for Directors shall supersede those for Officers.
 307. Officers shall be elected annually by the Board of Directors and shall make up the Executive Committee. Officers shall be elected for a term of one year, except for the Secretary/Treasurer who shall be elected for a term of 2 years. Officers are to remain in office until their terms expire, until a successor is elected by the Board, or until death, resignation, or removal. A Director may not be elected an Officer without having served at least one year on the Board. A Board member may not occupy more than one (1) officer position.
 308. The President and Vice-Presidents may serve a maximum of three (3) successive one (1) year terms in any one office. The Secretary/Treasurer may serve a maximum of three (3) successive two (2) year terms in that office. The Immediate Past President shall serve as an ex-officio member of the Executive Committee and Board, with no right to vote, for a minimum term of 1 year, or until replaced by a retiring President. Upon completing his/her term, the Immediate Past President may resume his/her regular position on the Board and be re-elected to the Board of Directors in accordance with these By-Laws.
 309. Approximately one-third of the Directors are to be elected each year. Of the initial 9 Directors, 3 shall serve 2-year terms, 3 shall serve 3-year terms, and 3 shall serve 4-year terms in their initial terms.
 310. The President shall exercise general supervision over the affairs of the NSA and shall preside over all meetings of the Board of Directors, Executive Committee, general membership, and Special Meetings. The President shall present an annual report of the NSA to the membership. The President shall appoint all Committee Chairs with the approval of the Board.

311. In order, the First Vice-President, or Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, act as Program Chair for the Annual Meeting, be liaison to the Executive Committee/Board for standing committees whose Chairpersons are not on the Board of Directors, maintain oversight over all standing committees, and perform such other duties as shall be delegated by the President, or, if the President be incapacitated, as prescribed by these By Laws. Should the Vice-Presidents fail to, voluntarily choose not to, or be unable to perform the duties of the President, the Board of Directors shall elect an Interim President from among the Board's members.
312. The Secretary/Treasurer or his/her designate shall perform all of the duties of the Secretary/Treasurer. The Secretary/Treasurer shall oversee recording of the minutes of all meetings of the Board of Directors, all meetings of the Executive Committee, and all meetings of the general membership and timely distribution of same to the Board of Directors. He/she shall give, or cause to be given, notice of all meetings of the members and perform such other duties as may be prescribed by the Board of Directors or by the President.

The Secretary/Treasurer or his/her designate shall be the custodian of the funds of the NSA and shall deposit the money, or any other valuables, in a depository designed by the Board of Directors. He/she shall submit a regular financial report to the Board of Directors.
313. The Immediate Past President shall, at the request of the President, advise the President regarding the operations of the NSA and the duties and powers of the President, and serve as an ex-officio member of the Executive Committee. The Immediate Past President shall also serve as Chair of the Nominating Committee, unless such Chairperson is otherwise appointed by the Board of Directors.
314. Past Presidents may sit on the President's Council. Members of the President's Council shall, at the request of the active President, advise him/her regarding matters of the NSA and the duties and powers of the President. The President's Council shall also perform special projects as directed jointly by the active President and Board of Directors.
315. Any vacancy for whatever reason occurring among the elected Directors shall be filled by a member of the NSA recommended by the Nominating Committee at the discretion and upon approval of a majority of the Board. A Board member so elected shall serve the remainder of the term of the person vacating the position and shall be eligible for election to successive terms in accordance with these By-Laws.
316. Any Officer or Director may be removed from office at any meeting of the Board of Directors by a 2/3 majority of the Directors, when, in their judgment, the best interest of the NSA will be so served.
317. The Board will meet at least quarterly.
318. The regular Annual Meeting of the Board of Directors shall be held on, or about, the time of the Annual Meeting of the membership, for the purpose of electing Officers, preparing a slate of Directors for election by the membership, establishing policies, receiving reports, etc., for the ensuing year. Additional meetings of the Board of Directors may be held at such time and at such place as may, from time to time, be determined by resolution of the Board or upon call of the President.

319. Special Meetings of the Board of Directors may be held at any time or place upon the call of the President, by request of 5 members of the Board, or by the request one-quarter of the Full and Affiliate Members. Oral, written or electronic notice of the time and place and purpose of all special meetings of the Board must be duly served or sent to each Director not less than 10 days before the meeting. Meetings may be held at any time without notice if all the Directors are present or if those not present waive notice in writing of the time, place and purpose of such meeting.
320. The Executive Committee shall have the authority of the Board of Directors in the management of the business of the NSA between the meetings of the Board. The President shall serve as Chairman; the Secretary shall keep records of all meetings and report all meetings and actions to the Board of Directors. The Executive Committee must approve all official external communications, public statements, and writings on behalf of the Association, and no member, Board member, or agent of the Association shall issue such communications without first obtaining the approval of the Executive Committee.
321. Any elected Director or Officer who fails to attend at least 60% of the Board meetings in any given year shall, upon affirmative vote of 2/3 of the Board, be dropped from the Board and shall be ineligible for re-election for 1 year. The Board may, due to extenuating circumstances, waive this attendance requirement.
322. For the Board to take action, a quorum for a Board meeting is to be no less than 50% of the current elected Board members. If a quorum is present, the Board may adopt resolutions by a majority vote of those attending, or as otherwise specified in these By-Laws.
323. Each Board member is to have one vote. Vote by proxy will not be allowed. The Board may conduct votes via email. Votes via email will be sent to the President.

SECTION 400 MEETINGS OF MEMBERS

401. There is to be an annual meeting.
402. The annual meeting is to include a complete Treasurer's report.
403. All members are to receive at least 5 days notice in advance of any general meeting and 4 weeks' notice of the Annual General Meeting. Place, date and time of meetings are to be mentioned in the notice.
404. Each voting member will have one vote at general meetings. If the voting member is an entity, the assigned representative of said entity shall have one, and only one, vote, regardless of the size of the entity. Voting members are as so defined in Section 200 of these By-Laws.
405. The President may continue a meeting, allowing for a vote at the time of the reconvened meeting.
406. No quorum of members need be present at a members meeting.
407. Members have the right to attend all meetings, including Board meetings. Non-members of the Board attending a Board meeting will have no vote.

408. The Annual Meeting of the membership shall be held at such times and at any location, as determined by the Board of Directors.
409. A special meeting of the members may be called at any time by the President or by a majority of the Board of Directors. The Secretary shall prepare, and deliver to each member a written notice of the time, place and purpose of such meeting at least 10 days and not more than 60 days prior to any special meeting of the members.

SECTION 500 FISCAL MATTERS

501. The Board of Directors shall have general supervision over all financial affairs of the NSA.
502. All distribution of funds shall be approved by the Secretary/Treasurer or his/her designate.
503. The Secretary/Treasurer shall submit to the Board of Directors such reports as may be ordered by the Board and shall submit to the Board of Directors, at the Annual Meeting, reports of all transactions as Secretary/Treasurer, and the financial condition of the organization.
504. The organization's fiscal year is to be the calendar year.
505. No Director, Officer, or member will be compensated for services. However, if approved by the Board, any person may be reimbursed for out-of-pocket expenses.
506. All income is to be deposited and maintained in a NSA account in a commercial bank insured by the FDIC.
507. Contracts are to be signed by the Officers designated by the Board for that purpose.

SECTION 600 ELECTIONS

601. Board members will be elected by a majority of voting members present at the annual meeting.
602. Each voting member is to have one vote.
603. A voting member entitled to vote may vote by proxy executed in writing by the member and delivered to the Secretary at least 5 days prior to the election.
604. The President is to appoint three Full or Affiliate Members to be Judges of the Election. Neither the President nor any of the nominees are to serve as Judges.
605. The Nominating Committee shall consist of the President, Immediate Past President, and 3 Directors who are not up for re-election chosen jointly by the President. This Committee shall nominate new Directors from among the voting members to fill vacancies on the Board of Directors. Names of the nominees shall be included in the notice of the Annual Meeting. Nominations may also be received from members of the Association. Such nominations shall be in writing, must be signed by 5 members in good standing, and be received by the

Nominating Committee at least 20 days before the date of said meeting. Nominees must have agreed in advance to serve on the Board.

SECTION 700 STANDING COMMITTEES AND SPECIAL COMMITTEES

701. The Board of Directors may create standing committees of the current members to perform functions that are of a long term or continuous nature. The President may create special committees to perform specific functions during that President's term of office. Special committees will generally cease to function at the conclusion of the President's term. However, special committees can be continued by successor Presidents or may be replaced by a standing committee by the action of the Board of Directors.
702. The President, with the approval of the Board of Directors or unless otherwise provided for in these By-Laws, shall appoint members to the standing committees to fill vacancies on those committees. The President, with the approval of the Board of Directors, or unless otherwise provided for in these Bylaws, shall, on an annual basis, appoint the Chair of the standing committees from within the committee.
- Chairpersons shall be charged with partnering with other, related, professional, profit and non-profit organizations and companies to further the goals of NSA, including maintaining open communications, product placement, brand management, and co-sponsorships. Chairpersons shall also work with other committees to enhance their effectiveness.
703. Appointments to standing committees will be for a 3-year term. It is the intent of these By-Laws that one third of the committee members would rotate off each committee each year. However, committee members can be appointed for consecutive terms on a committee or committees.
704. The Secretary/Treasurer will be responsible for reviewing the structure of each committee and for maintaining an official roster of committee members, dates of service, officer liaison, committee purpose, etc. to ensure that terms of office are known and that the appropriate rotation off committees occurs.
705. The majority of members appointed to a committee will constitute a quorum for that committee to act. It is intended that at least 3 members serve on each standing committee.
706. All Committees shall prepare written reports summarizing their proceedings, decisions, and actions. Committee Chairs shall submit copies of these reports to the Board of Directors prior to each Board of Directors' meeting, or upon the request of a member of the Executive Committee.
707. All Committees shall obtain approval from the Board of Directors, via majority vote, prior to implementing programs, rules, regulations, operating procedures, or other decisions affecting the operation of NSA, its public image, and its members.
708. Standing Committees

Membership Committee: The Membership Committee is charged with the following responsibilities:

- Building the organization's membership base via news releases, telephone introductions, one-on-one meetings, booths at conferences, and other development methods. Work with the Executive Director in developing membership classes, criteria for inclusion in membership classes, and membership application forms. Maintain a database for keeping track of memberships and for use in the NSA mailings.
- Create and maintain a membership registry to promote members of the association. Use such registry as a tool to identify members dedicated to excellence in slate roofing practices.
- Other activities in support of the NSA's purpose as directed by the Board of Directors.

Standards Committee: The Standards Committee is charged with the following responsibilities:

- Fulfill the NSA's critical goal of working to ensure the quality of North American slate via the review of existing national standards and guidelines and developing new standards and guidelines. Work with ASTM in clarifying, updating, and refining C406. Establish and re-certify a limited number of qualified testing laboratories nationwide. Produce technical information and work with equipment manufacturers, quarries, insurance companies, government agencies, and code and standards bodies to increase productivity, improve the sustainability of the quarrying process, and maintain the quality of North American slate.
- Fulfill the NSA's critical goal of developing and disseminating technical information and educational resources. Develop and publish design guidelines, specifications, standards, technical information, and other educational resources related to the maintenance, repair, rehabilitation, and replacement of slate roofs. Re-issue the 1926 publication *Slate Roofs*. Prepare a manual, or manuals, containing technical information (e.g., details and specifications) on the design and installation of slate roofing systems for use by contractors, and design professionals. Publish technical briefs for distribution to the general public and update educational materials as needed.
- Work with other member organizations/professional societies, such as the American Institute of Architects, American Institute for Conservation, and professional engineers association.
- Other activities in support of the NSA's purpose as directed by the Board of Directors.

Marketing Committee: The Marketing Committee is charged with the following responsibilities:

- Promote the NSA, its member organizations, and the slate roofing industry via press releases, advertisements, news releases, direct mail, mass marketing,

promotions, and other means, in all media. Work in concert with other Standing and Special Committees to accomplish these goals. When appropriate, work in partnership with other, related, industry associations to promote the mission of the NSA.

- Write and publish a quarterly newsletter to keep the membership informed about the NSA's activities and upcoming events/publications. Assist other Standing and Special Committees in the development of educational resources. Distribute news releases and develop industry related articles for publications in trade magazines. In association with the Marketing Committee, develop copy for advertisements for publication in trade magazines, brochures, trade show booklets, etc.
- Develop and maintain a website for the NSA to help promote the NSA, its member organizations, and the slate roofing industry, and help members and non-members alike interact, find the resources they need, purchase educational materials, and communicate with the NSA.
- Other activities in support of the NSA's purpose as directed by the Board of Directors.

Administration Committee: The Administration Committee is charge with the following responsibilities:

- Support the Secretary/Treasurer in performing his/her duties
- Prepare budgets and support the association's implementation of plans.
- Fund raising on behalf of the Association, including the solicitation of private donors, corporate donors, and grant monies. The Committee may also solicit the donation of services, materials, and supplies for use by the NSA.
- Periodically review the Association's bylaws and propose amendments to same as required to update the bylaws and keep them current with the Association's purpose.
- Review the Association's legal matters as they arise and at the direction of the Board of Directors. Retain and coordinate with legal counsel at the direction of the Board of Directors.
- Developing themes and organizing, either solo or in partnership with other organizations, symposiums, conferences, tours, and other events that bring the membership together on a regular basis to share ideas, experiences, and knowledge.
- Collect, catalogue, and archive the written, verbal, and visual works of the NSA for use by future generations. Acquire relevant documents pertaining to the history of the organization. Establish "rights and reproduction" rules for lending and reproducing the NSA's materials.
- Other activities in support of the NSA's purpose as directed by the Board of Directors.

**SECTION 800
INDEMNIFICATION**

- 801. Each Board member will be indemnified and held harmless by the NSA for actions taken by other members of the NSA.
- 802. Unless it can be proven that a Director knowingly created a substantial risk for the NSA or did not “act in good faith,” no Director will be personally liable for damages against the NSA.
- 803. “Acting in good faith” shall be interpreted as meaning taking actions which are in the best interest of NSA based upon the known facts at the time of said action(s).
- 804. Provisions will be maintained for the purchasing of Directors’ liability insurance.

**SECTION 900
DISSOLUTION**

- 901. Dissolution of the NSA may only occur at a special meeting of the Board of Directors called for that purpose. The entire membership shall have been notified of the time, place and purpose of such a meeting at least 15 days in advance of the meeting. Dissolution may take place only by the approval of all of those present at said meeting.
- 902. In the event of the dissolution of the organization, all remaining assets, after payment of its just debts, shall be transferred and conveyed to one or more like-minded nonprofit organizations selected by the Board of Directors which is qualified under Section 501(c)(3) of the Internal Revenue Code.

**SECTION 1000
AMENDMENTS**

- 1001. These By-Laws may be amended or repealed or new By-Laws may be adopted by the affirmative vote of 2/3 of the Board of Directors at any regular or special meeting of the Board.
- 1002. All changes and amendments to these By-Laws duly adopted by the Board of Directors shall, within 30 days of said adoption, be posted, in full, on the Association’s website.

**SECTION 1100
SEPARABILITY**

- 1101. If any portion of these By-Laws is found to be contrary to the laws of the Commonwealth of Pennsylvania, only that portion is to be stricken from the By-Laws.

END