

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 Awards Chairman is charged with presenting vetted nominations to the Board for its consideration. To accomplish the “vetting” requirement, the Awards Chairman is tasked with collecting needed pertinent information about all nominated award candidates. The Awards Chairman also determines if the nomination form is complete. If the nomination form is not complete then they will request any needed additional information necessary to complete or clarify the nomination form or they may complete it themselves or in consultation with the applicant. The information collected may be from other NIA member collectors in a discrete manner, NIA records, or other insulator club records of events or actions in which the nominated candidate participated or performed and said information is suitable to properly judge any nominee as qualified for the proposed award. This information shall be treated as confidential until such time as the Awards Chairman can compile the information and assess what is needed for the report to the Board on the nominee’s qualifications for each specific award. To protect individual privacy, information that is not used in the report to the Board shall be deleted, (destroyed), from the Awards Chairman’s records and not made public. If upon review the Awards Chairman is unable to complete a nomination form then they, in consultation with the President or at least one Board member, shall have the authority to reject that nomination for the Outstanding Member Award, the Lifetime Member Award, or the Hall of Fame when the nomination form is incomplete or there is insufficient data provided with the form.

Board Members, Committee Chairs or Advisors may be nominated for an award while still actively serving during the last year of their term or appointment only. If the determination is made by the Board that the individual in question should receive an award then the nominated Board Member, Committee Chair or Advisor will not be eligible to receive the award until such time as their term has expired or they have officially stepped down from all NIA offices held.

- 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 Event Advisory Panel

The NIA Event 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 NIA Event 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 Information Director and the Newsletter Editor should edit grammar and/or spelling but should not edit content submitted from the Board members concerning articles to be published in the Drip Points magazine. If the Information Director or Editor has a question or questions concerning a submitted article, they should contact the originator of the article and the NIA President.

A list of NIA members who have died in the previous year will be printed once a year in Drip Points. This list will be provided by the Membership Director.

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.

16) Finance Committee

I. Purpose of the Committee

The primary purpose of the Finance Committee (the "Committee") is to review the Association's financial policies, strategies and inventory management and take such action and make such reports and recommendations to the National Insulator Association Board of Directors (the "NIA Board") as it deems advisable.

II. Committee Membership

The committee shall have at least (3) three members and no more than (5) members. Committee members shall be appointed by the President with the approval of the NIA Board and may be removed by a two-thirds vote of the NIA Board members at any time. Members of the Committee should be suitably knowledgeable in matters pertaining to financial management of 501(c)(3) organizations. The actual number of members shall be determined from time to time by resolution of the NIA Board.

Composition of the Finance Committee, as all committees, should be reviewed annually in order to bring on new expertise and perspectives. When appropriate, the NIA Board may retain an expert to provide advice to the committee.

The NIA Board Treasurer should be a member of the committee though not necessarily the chair.

III. Committee Structure and Operations

The committee members shall select the Chair of the Finance Committee. The Committee shall fix its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Committee. Committee meetings can be accomplished by any means convenient to committee members. In addition to the regular meeting schedule established by the Committee, the Chair of the Committee may call a special meeting at any time.

The Committee shall designate its Secretary. The Secretary will submit all committee meeting minutes to the NIA Board Secretary.

The Finance Committee Chair will convene meetings, set agendas and facilitate meetings. In the absence of the Chair during any Committee

meeting, the Committee may designate a Chair pro tempore to facilitate the meeting.

A majority of members will suffice as a quorum for taking action on agenda items.

The Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent. Votes may be recorded by electronic device.

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The Committee may establish sub committees consisting of one or more members to carry out such duties as the Committee may designate.

Meetings shall be held at least semi-annually, as dictated by the urgency of the issues at hand, on a schedule determined by the members of the committee. The Committee may meet more frequently when the budget is being prepared and reviewed.

IV. Committee Activities

The following shall be the common recurring activities of the Committee in carrying out its purpose. These activities are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

1. Review, as the Committee deems appropriate, the Association's financial policies, strategies, and inventory management, and make such reports and recommendations to the Board with respect thereto as it may deem advisable. More specifically:
 - Make sure that complete, accurate financial records are maintained and monitor those reports.
 - Review periodically (monthly or quarterly) the financial performance of the NIA in comparison to the approved budget. Make recommendations where appropriate.
 - Communicate the Association's financial status to the full board .
 - Prepare a budget and financial implementation strategy to achieve any and all projects scheduled for the following year, based on plans developed by the Board of Directors.
 - Ensure compliance with local, state and federal regulations governing nonprofit financial reporting.
 - Protect the Association's financial assets and make sure that any investments are wisely managed.
2. The Committee should, in an advisory capacity, test the reasonableness of the plan and financial options needed to achieve the strategic plan developed by the Board of Directors.
3. Should the Board of Directors determine the need for and approve an independent external audit, the Committee would act as the interface

with the external auditors when requested to do so by the Board of Directors. The Committee would provide the material that the external auditor requests and provide feedback to the Board on the audit findings. If the auditor issues a management letter, the committee should assist in the preparation of a response with respect to financial issues addressed in the management letter.

4. Take such other action and do such other things as may be referred to it from time to time by the Board.