



NATIONAL SUPPLIERS COUNCIL BYLAWS

Approved: March 8, 1981

Revised: October 13, 1989

Revised: June 8, 1996

Revised: January 22, 2000

ARTICLE I - NAME

The name of the organization shall be the National Suppliers Council, hereinafter referred to as the "Council," or the "NSC."

ARTICLE II - PURPOSE

The purpose of this Council shall be:

- A. To advance the general welfare of the multifamily housing industry.
- B. To develop a strong relationship between the multifamily housing industry and the national businesses and corporations who supply goods and/or services to the multifamily housing industry.
- C. To function cooperatively with the National Apartment Association and its affiliated associations to develop the multifamily housing market.
- D. To participate for the purpose of information and experience with all the state and local affiliated associations of the National Apartment Association.
- E. To promote the enactment and enforcement of local, state, and federal laws beneficial to the apartment industry and the maintenance of a free enterprise system.
- F. To disseminate useful information to all the members of the NAA and the Council to inspire them to future educate themselves in the practical features of apartment operations and the provisions of goods and/or services to the same.
- G. To subscribe to high professional standards and sound business practices among Council members for the best interest of the industry and the public.

ARTICLE III - MEMBERSHIP

Section 1.

Membership in the National Suppliers Council of the National Apartment Association shall be comprised of business firms who service, supply or otherwise deal with multifamily housing, i.e., banks, savings and loan associations, and other mortgage lenders; title companies; insurance companies; and other businesses and institutions in the promotion of the multifamily housing industry.

Section 2.

All members of the Council shall be required to be a member of at least one (1) local or state affiliate association within their respected territory(ies). If there is no local or state affiliated association in their respective territory(ies), then they must join NAA as a direct member. Their membership will become subject to the approval of the NAA Board of Directors in compliance with Article III, Section 4.

Section 3.

"One (1) representative from each member company shall be entitled to be a voting member of the Council. Each member firm shall appoint one (1) individual to represent that member company at all NSC meetings. That representative must be employed by the member company to be a representative at any meeting of the Council."

Section 4.

The Executive Committee of the National Suppliers Council shall receive copies of applications for membership to the Council from the Executive Vice President of the National Apartment Association.



Bylaws, Continued

ARTICLE IV - DUES

Section 1.

The dues structure for the National Suppliers Council shall be as recommended by the NAA Board of Directors and approved by the NAA Assembly of Delegates.

Section 2.

Members shall pay dues to the National Apartment Association as established by the NAA Board of Directors.

Section 3.

Upon failure to pay established dues, within sixty (60) days after the same shall become due, the member shall, upon written notice, be suspended. Failure to remit dues within ninety (90) days after the same shall become due will result in membership termination with the National Suppliers Council.

ARTICLE V - NATIONAL MEETINGS

Section 1.

Council members' representatives shall be invited to attend and participate in all national meetings of the National Apartment Association.

Section 2.

There shall be at least two (2) national meetings of all members of the Suppliers Council held each calendar year, unless otherwise required by the Council's Executive Committee. Notice of such meetings shall be mailed at least sixty (60) days before the time appointed for the meeting. It shall be the policy of the Council to rotate meeting places, and to meet in conjunction with the National Apartment Association's Annual Business Meeting and the Annual Education Conference and Expo.

Section 3.

The Executive Committee of the Suppliers Council shall meet in conjunction with all NAA national meetings, including the Annual Education Conference and Expo.

Section 4.

Special meetings of the Council may be called by the Chairman or the Executive Committee upon written request by not less than one third (1/3) of the NSC members. The time and place of such special meetings shall be set within fourteen (14) days of such written request.

Section 5.

The votes of 15 percent of the members must be present at any annual or special meeting of this Council to constitute a quorum. In case there is less than this number,

the presiding officer may adjourn the meeting from time to time until a quorum is present.

Section 6.

At annual and special meetings, each Council member in good standing shall be a member who is current in dues, and adheres to the Council's Bylaws and those of the National Apartment Association.

Section 7.

Legal counsel, appointed by the NAA President, shall attend all meetings of the National Suppliers Council.

Section 8.

When in the judgment of the Chairman or the Council's Executive Committee, any question shall arise which it believes should be put a vote of the Suppliers Council and where it deems it inexpedient to call a special meeting for such a purpose, the Chairman may authorize a vote by mail. The question thus presented shall be determined according to a majority of votes received by mail within fifteen (15) days after such submission to the Executive Committee.

ARTICLE VI - OFFICERS AND EXECUTIVE COMMITTEE

Section 1.

The Council shall be governed by an Executive Committee. The Executive Committee shall be responsible for all the policy making decisions of the Council subject to the approval of the NAA Assembly of Delegates.

Section 2.

The Executive Committee of the Council shall be comprised of three (3) elected officers, the Immediate Past Chair, and five (5) other individuals to be appointed by the elected Officers, as prescribed in Article VI, Section 5.

Section 3.

The elected officers of this Council shall be a Chairman, a Vice Chairman, and a Secretary.

Section 4.

The elected Officers shall be representatives of members of the National Suppliers Council, representing those firms which provide goods and/or services to the multifamily housing industry.

Section 5.

The five (5) appointed positions on the Council's Executive Committee shall be individuals who are representatives of members of the Council.



Bylaws, Continued

ARTICLE VI, cont'd

Section 6.

The Chairman, Vice Chairman, and Secretary shall each be elected by the Council membership, in keeping with provisions of Article IX, Section 2.

Section 7.

Each officer shall hold office for a term of one (1) year, beginning January 1 and ending December 31, or until a successor is elected or appointed.

Section 8.

Any officer may be removed from office at any time by a two-thirds (2/3) vote of the entire membership, with, or without cause.

Section 9.

In the event of the resignation or inability to serve of any Officer of this Council, the Chairman may appoint a replacement, subject to ratification by the Council membership, as prescribed in Article V, Section 5. In the event the Chairman has resigned or has an inability to serve, including the conditions in Article III, Section 3, the Vice Chairman shall perform the duties of the Chairman as stated in Article VII, Section 3.

ARTICLE VII - DUTIES AND POWERS OF OFFICERS

Section 1.

The Chairman of the Council's Executive Committee shall be the Chief Elected Officer of the Council and shall preside at all of the Council general and special meetings and at those of the Executive Committee, between the sessions of which, the Chairman shall represent this Council and act in its name, subject to its declared policies. The Chairman shall appoint all committees, excepting the Nominating Committee, shall be an ex officio member of all committees, excepting the Nominating Committee, and shall perform all other duties usual to the office.

Section 2.

The Chairman of the Council's Executive Committee shall serve as a voting member of the Board of Directors of the National Apartment Association.

Section 3.

The Vice Chairman shall perform all duties of the Chairman in the event of absence or disability and shall perform such other duties as may be requested by the Executive Committee.

Section 4.

The Secretary shall keep the records and seal of this Council and perform other duties as are customary to the office, including serving as Secretary for the Executive Committee. The Secretary shall also keep the minutes of all

Council meetings, regular and special. Such minutes shall be distributed to all Council members within forty-five (45) days following such meetings. The Secretary shall also keep record of the name of the individual acting as representative for the member companies.

Section 5.

The four (4) appointed members of the Executive Committee shall perform such duties as may be requested by the Executive Committee.

Section 6.

All Officers of this Council shall serve without pay.

Section 7.

No Officer, member, or employee of this Council shall incur any expense on behalf of this Council without authorization of the Council's Executive Committee and the NAA Board of Directors.

Section 8.

No full-time paid employee of the NAA or any affiliated state or local association may serve as an Officer or director of the Council.

Section 9.

If members of the Executive Committee of the Council fail to attend more than one (1) National Association meeting in a given calendar year, they may be removed from the Executive Committee by majority vote of the Executive Committee.

ARTICLE VIII-COMMITTEES

Section 1.

The Executive Committee. See Article VI.

Section 2.

The Nominating Committee shall consist of three (3) members, consisting of the previous year's Chairman, one (1) member selected by the previous year's Chairman, and one (1) member appointed by the current year's chairman. This committee shall be chaired by the previous year's Chairman. The duties of the Nominating Committee shall be to nominate a slate of Officers to be submitted to the NSC membership as prescribed in Article IX, Section 2. In the event the previous year's Chairman is not a member representative or available, the duty of chairing the Nominating Committee and appointing one (1) representative to the Nominating Committee shall go to the immediate past available chairman who is still a representative of a member in good standing. No member of the Nominating Committee shall be eligible for candidacy.

Section 3.

Other standing and ad hoc committees may be formed by the Executive Committee.



Bylaws, Continued

ARTICLE IX - ELECTION OF OFFICERS

Section 1.

Each Officer of this Council, elected or appointed, shall hold office for a term of one (1) year, beginning January 1, and ending December 31, or until a successor is elected or appointed.

Section 2.

The Officers of this Council shall be elected by mail ballot prior to the NAA Annual Business Meeting each year. Ballots must be sent to each member no fewer than forty-five (45) days prior to the NAA Annual Business Meeting and must be returned to the NAA office within fifteen (15) days of the original mailing date.

Section 3.

The five (5) appointed representatives to the Executive Committee of this Council shall be selected by the newly elected NSC Officers during the Annual Business Meeting of the NAA, in keeping with the provision of Article VI,

Section 5. The names of the appointed representatives to the Executive Committee of this Council shall be announced prior to January first (1) of the coming year.

Section 4.

All Officers shall assume office on January 1 of the year following their election/appointment year, and shall serve until their successors assume office.

ARTICLE X - AMENDMENTS

These Bylaws may be amended by a vote of six (6) members of Executive Committee of this Council, providing that copies of any proposed amendments be submitted in writing to the Secretary no less than forty-five (45) days prior to the meeting and submitted by the Secretary to the members of the Executive Committee for approval, subject to approval of the NAA Board of Directors. Any changes shall be submitted to the NAA Board of Directors forty-five (45) days prior to the meeting.



NSC LOGO USAGE POLICY

Permissible Uses

Members of the National Apartment Association (NAA) National Supplier Council (NSC) may use the NSC logo on their letterhead, envelopes, business cards, brochures, newsletters, magazine ads, trade show booths and display material as long as they remain in good standing with NAA.

Permissible Practices

The logo is not allowed to be used as a form of endorsement or suggested endorsement by NAA or NSC. The NAA logo may not be used by itself and the logo can not be altered in any way. The NAA and NSC logos are registered trademarks of the National Apartment Association. Any unauthorized use of the NAA or NSC logo is a violation of federal law.

This document constitutes written permission to NSC members to



NATIONAL SUPPLIERS COUNCIL POLICIES

Acquisitions

NSC member companies that are acquired by non-NSC member companies and operating under a new name must re-submit a NSC membership application to NAA. Membership does not transfer with the company or individual.

Changes

All changes must be submitted in writing 45 days prior to any publication close date to make changes effective in that issue. Changes received after the 45-day cut off will take effect in the following issue. Publication close dates are available upon request.

Contacts

Each NSC member company is allowed two company contacts to be listed in the NSC directory. All contact information should be submitted by the member company on the information change form. Only the primary contact has voting privileges with regard to NSC business.

Dues

NSC membership is an annual membership expiring the last day of your anniversary month. Membership renewals are mailed the first week of your anniversary month and are due no later than the last day of that month. Dues not received by that date will result in benefits suspension. There will be a 15-day grace period after your due date, anything submitted after the 15-day grace must be accompanied by a new membership application and previous member status will be lost.