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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 apartment housing industry.
- B. To develop a strong relationship between the apartment housing industry, national businesses and corporations who supply goods and/or services to the apartment housing industry.
- C. To function cooperatively with the National Apartment Association and its affiliated associations to develop the apartment 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 further 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 in 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 individuals or business firms who service, supply, or otherwise deal with rental housing and other businesses or institutions who are interested in the promotion of the rental housing industry.

Section 2.

All members of the Council shall be required to be a member in good standing of at least one (1) local or state affiliate association within their respective 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.

Each member company shall be entitled to designate one (1) representative as a voting member of the Council. Within their respective company, they shall internally

identify one (1) individual and one (1) alternate who can cast the vote on behalf of the member company at NSC meetings, ensuring self-regulation with one vote per member company. The appointed representative must be an employee of the member company they represent in order to participate as a representative at any Council meeting.

The designated representative shall serve as the sole individual representing their member company at all NSC meetings, maintaining consistent attendance and involvement. The designated representative must fulfill the requirement of being employed by the member company they represent in order to retain their status as a representative at any meeting of the Council.

It is the responsibility of each member firm to appoint or reaffirm, as necessary, their representative from each member company to serve as voting members of the Council.

Section 4.

“ NAA staff will compile a list of companies which have applied for NSC membership. This will be transmitted to the NAA Board of Directors to be presented at their meeting. This list will be presented to the NAA Board of Directors for approval and to recognize the new NSC members via the NAA Consent Agenda. New companies will be recognized at the next National Suppliers Council meeting after approval. New members approved at Assembly of Delegates will be recognized at the following year's National Suppliers Council meeting at Advocate.

Article IV – Dues

Section 1.

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

Section 2.

Members of the NSC shall pay dues to NAA as established by the Assembly of Delegates. NSC is an annual membership that begins in January and ends in December.

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.

NSC Members shall be invited to all NSC Membership Meetings at Advocate, Apartmentalize, and Assembly of Delegates.

Section 2.

There shall be at least three (3) national meetings of all memberships of the Suppliers Council held each calendar year, unless otherwise required by the Council's Executive Committee. Communication to NSC Members regarding NSC Membership meetings is the responsibility of NAA Staff. Notice of such meetings to be posted on NAAHQ.org website and notification emailed to member company 30 days prior to meeting. Notice of such meetings shall be available to all member company representatives at least thirty (30) days before the time appointed for the meetings via the www.naahq.org website. It shall be the policy of the Council to meet in conjunction with the National Apartment Association's conferences Advocate, Apartmentalize and Assembly of Delegates.

Section 3.

The Executive Committee of the National Supplier Council shall meet in conjunction with all the NAA national meetings, including NAA Advocate (March); Apartmentalize (June) and Assembly of Delegates (November).

Section 4.

Special meetings of the NSC may be called by the Chair, one-third (1/3) of the members of the NAA Board of Directors or shall be called upon written request of not less than one-third (1/3) of the delegates. The Chair shall set the time and place of such special meeting within fourteen (14) days of such action. Notice of a special meeting shall be provided at least thirty (30) days before the time appointed for the meeting with a statement of time and place and information as to the subject to be considered; provided, however, that such thirty (30) day period may be waived by a determination of the Chair that an emergency exists.

Section 5.

The votes of ten percent of the member companies must be present at any annual or special meetings of this Council to constitute a quorum. In the case there is less than this number, the presiding officer may adjourn the meeting 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.

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

Article VI – Officers & 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 Board of Directors.

Section 2.

The Executive Committee of the Council shall be comprised of five (5) elected Officers, the Immediate Past NSC Chair, and five (5) Officers at Large, 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 Chair, Chair Elect, Vice Chair Membership, Vice Chair Education, and a Secretary.

Section 4.

The elected Officers shall be representatives of members of the National Suppliers Council, representing those firms who service, supply, or otherwise deal with rental housing and other businesses or institutions who are interested in the promotion of the rental housing industry.

Section 5.

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

Section 6.

The elected officers shall each be elected by the Council, in keeping with the provisions of Article IX, Section 2.

Section 7.

Each elected 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.

After serving as the NSC Chair, that person is not eligible to run for elected office again for ten years.

Section 9.

In any given year there shall be no more than one elected officer or officer at large from a single NSC member company within the Executive Committee..

Section 10.

Any elected Officer may be removed from office at any time by a two thirds (2/3) vote of the National Suppliers Council Executive Committee, with, or without cause.

Section 11.

In the event any elected Officer of the Council resigns or is unable to serve, the Chair may appoint a replacement, subject to ratification by the Council membership, as prescribed in Article V, Section 5. In the event the Chair has resigned or is unable to serve, including the conditions in Article III, Section 3, the Chair Elect shall perform the duties of the Chair as stated in Article VII, Section 3.

Article VII – Duties and Powers of Officers

Section 1.

The Chair of the Council's Executive Committee shall be the chief elected Officer of the Council and shall preside at all the Council's general and special meetings and at those of the Executive Committee, between the sessions of which, the Chair shall represent this Council and act in its name, subject to its declared policies. The Chair appoints all NSC liaisons, task forces or sub-groups during their time as Chair Elect. See process as prescribed in below Section 3

Section 2.

The Chair 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 Chair Elect shall perform all duties of the Chair in the event of absence or disability and shall perform such other duties as may be requested by the Executive Committee. Additionally, the Chair Elect shall be responsible the following duties for the upcoming year:

- put forward all candidates for the NSC Region and Committee Liaisons to be discussed and approved by majority vote of the NSC Executive Committee.
- put forward all Apartmentalize Team Captain candidates for the upcoming year's Conference.

Section 4.

The Vice Chair Membership shall serve as the NSC's liaison to NAA's Membership Committee.

Section 5.

The Vice Chair Education shall serve as the NSC's liaison to the NAA Education Institute.

Section 6.

The Secretary shall serve as the NSC's liaison to the NAAPAC Board of Trustees Committee. The Secretary shall review 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. NAA staff liaisons will keep minutes for each NSC Committee meeting and provide to NAA Director of Governance after each meeting. Such minutes shall be distributed to all Council members within forty-five (45) days

following such a meeting. An attendance sheet will be kept for each NSC Committee Meeting and NAA staff liaisons will provide to the Executive Committee upon request.

Section 7.

The Immediate Past Chair shall serve as an ex officio member of the Executive Committee.

Section 8.

The Five (5) appointed Officers at Large of the Executive Committee shall perform such duties as may be requested by the Executive Committee.

Section 9.

All Officers of this Council shall serve without pay. All Officers of this Council are responsible for all expenses to attend the required scheduled meetings.

Section 10.

No Officers or member 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. Unapproved expenses will be the responsibility of the individual incurring the expense.

Section 11.

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

Section 12.

If members of the Executive Committee of the Council fail to attend more than one (1) National Apartment 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 is structured and described in article VI.

Section 2.

The Nominating Committee shall consist of seven (7) members:

- Immediate Past NSC Chair
- Two (2) past NSC chairs selected by the Immediate Past Chair
- Two (2) past NSC chairs appointed by the current Chair
- one (1) member of the NSC that is selected by the current Chair which is not an officer or member at large, and
- one (1) member of the NSC that is selected by the Immediate Past Chair

which is not an officer or member at large.

This Nomination Committee shall be chaired by the Immediate Past Chair . The Nominating Committee shall be responsible for reviewing applications for NSC Secretary and conducting a group interview of each applicant that meets the eligibility requirements for Secretary. The Nominating Committee shall then put forward a maximum of three candidates to be voted on by the NSC Officers, which consists of the elected officers and the immediate past chair. . The Nominating Committee Chair will notify nominees of the results. The Nominating Committee Chair shall also ensure no member is involved in the review of a candidate who belongs to their same company. Additionally, the Nominating Committee will review applicants for the NAA Excellence Awards.

In the event the Immediate Past Chair is not a member representative or is otherwise unavailable, the duty of chairing the Nominating Committee and appointing three (3) representatives to the Nominating Committee shall go to the most recent available past Chair who is still a representative of a member company in good standing. In the event that a member of the nominating committee is found to have a conflict of interest with a candidate or a position, the nominating committee member may recuse themselves. Ultimately, the Nominating Committee Chair holds the authority to determine and address any conflicts of interest.

Section 3.

The NSC Officers are tasked with selecting two NSC candidates for the NAA Leadership Lyceum through an application process via NAA. Additionally, the NSC Officers may establish other standing and ad hoc committees. In the event that a member of the NSC Officers is found to have a conflict of interest with the a candidate or a position, the NSC Officer member may recuse themselves. Ultimately, the Chair holds the authority to determine and address any conflicts of interest.

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 Secretary of this Council shall be selected by the Nominating Committee and voted on by the NSC Officers as highlighted in Article VIII section 2 prior to the NAA Assembly of Delegates each year. Applications for the Secretary position should remain open for 45 days. NAA will review all applications and present the qualified candidates to the Nominating Committee. The selection of the Secretary will then be determined within 60 days following the closure of the 45-day application period. The nominating committee will have 45 days to review and interview the qualified candidates received from NAA staff. Following the 45-day review and interview

process by the Nominating committee, the Nominating committee will then meet with the NSC Officers and present their finalists (up to three). The National Suppliers Council Officers will then have 15 calendar days to choose the incoming Secretary.

With the exception of the election of the Secretary, the officers shall automatically be nominated for another officer position in the following ascending order: the previous year's Secretary shall serve as Vice Chair Education. The previous year's Vice Chair of Education shall serve as the Vice Chair Membership. The previous year's Vice Chair of Membership shall serve as the Chair Elect. The previous year's Chair Elect shall serve as the Chair.

Section 3.

The Executive Committee of this Council shall consist of five (5) appointed Officers at Large, selected by the newly elected NSC Chair. Subsequently, the selection must be approved by a majority vote (three votes) from the Executive Committee, excluding the Chair. The approval process for the representatives shall take place during the November Assembly of Delegates meeting, as specified in Article VI, Section 2. The names of the appointed representatives to the Officers at Large shall be announced before January first (1) of the following year. Nominations by newly elected NSC chair for the appointed representatives shall continue until a majority vote for all five (5) individuals has been reached.

Beginning in 2024, an Officer at Large may not serve on the Executive Committee for more than five (5) years (consecutive or non-consecutive), non-retroactive. After (5) years of service (consecutive or non-consecutive), the Officer at Large must vacate the Executive Committee for a period of five (5) years before they can be reconsidered for appointment.

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.

Section 5.

Commencing with the 2024 elections consideration for NSC Secretary appointment, the candidate must have earned at least one of the following accreditations through NAA or a state or local affiliate: Certified Apartment Supplier (CAS), Certified Apartment Manager (CAM), or Leadership Lyceum. Candidates must also have served and been a voting member of an NAA or NSC Committee for a minimum of 3 years.

Candidates for Secretary and/or Officer at Large must have a minimum of 3 years' experience as a Supplier serving the Multifamily Industry.

Article X – Amendments

These Bylaws may be amended by a vote of all six (6) members of the Executive Committee of this National Suppliers Council, proposed amendments must be submitted in writing to them no less than seven (7) calendar days before seeking approval from the NAA Board of Directors. In the event of a tied vote, the NSC Chair has the final vote.

Any changes shall be submitted to the NAA Board of Directors fourteen (14) days prior to the meeting.