

Revised: 10/13/1989; 06/08/1996; 01/22/2000; 06/27/2012; 03/16/2015; 03/07/2017

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 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 the apartment 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 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.

“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 Chairman of the National Suppliers Council will receive a list of companies which have applied for NSC membership. During NAA Board of Director meetings, the NSC Chairman will present that list to the NAA Board of Directors and request approval.”

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

NSC annual membership begins in January and ends in December. NSC members joining mid-year (any month other than January) shall pay annual dues on a pro rata basis

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 three (3) national meetings of all memberships of the Suppliers Council held each calendar year, unless otherwise required by the Council's Executive Committee. Notice of such meetings shall be emailed to the member company representative at least thirty (30) days before the time appointed for the meeting. It shall be the policy of the Council to meet in conjunction with the National Apartment Association's Spring Governance Conference, Annual Education Conference and Exposition and November Assembly of Delegates Meeting.

Section 3.

The Executive Committee of the Suppliers Council shall meet in conjunction with all NAA national meetings.

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 ten percent of the members must be present at any annual or special meeting 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 Chairman or the Council's Executive Committee, any question shall arise which it believes should be put a vote of the National Suppliers Council and where it deems it inexpedient to call a special meeting for such a purpose, the Chairman may authorize a vote by email or via conference call. The question thus presented shall be determined according to a majority of votes received within fifteen (15) days after such submission to the 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 Chair, and five (5) other individuals who will be 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 Chairman, Chairman Elect, Vice Chairman Membership, Vice Chairman Education, 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 apartment 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 also referred to Officers At Large.

Section 6.

The elected officers shall each be elected by the Council membership, in keeping with 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.

No person serving or having served is eligible to run for elected office within ten years after serving as NSC Chairman.

Section 9.

In any given year there shall be no more than one elected officer from a single NSC company and no more than one individual serving from a single NSC company as an officer at large.

Section 10.

Any elected 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 11.

In the event of the resignation or inability to serve of any elected 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 NSC liaisons, task forces or sub-groups.

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 Chairman Elect 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 Vice Chairman Membership shall serve as the NSC's liaison to NAA's Membership Committee.

Section 5.

The Vice Chairman 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. He/she shall review the minutes of all Council meetings with the NAA staff. Such minutes shall be distributed to all Council members within forty-five (45) days following such meeting. An attendance sheet will be kept for each Committee Meeting and NAA staff liaisons will provide to the Executive Committee upon request.

Section 7.

The Past Chairman 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.

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.

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 five (5) members, consisting of the previous year's Chairman, one (1) past-chairman member selected by the previous year's Chairman, one (1) past-chairman member appointed by the current years' chairman, one (1) member of the NSC that is selected by the current chairman which is not an officer or member at large and one (1) member of the NSC that is selected by the previous year's Chairman which is not an officer or member at large. 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 and Lyceum candidates to be submitted to the NSC membership as prescribed in Article IX. Section 2. Additionally, this committee will review applicants for the NAA Excellence Awards, or equivalent, that recognizes the NSC Lifetime Achievement. After reviewing the applicants, the Nominating Committee will present up to three candidates for this award to NSC Membership for voting.

In the event the previous year's Chairman is not a member representative or available, the duty of chairing the Nominating Committee and appointing two (2) representatives 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 award candidacy.

Section 3.

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

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 elected by an authorized electronic ballot prior to the NAA Assembly of Delegates each year. Ballots must be sent to each member no fewer than forty-five (45) days prior to the NAA Assembly of Delegates and a vote must be cast electronically within 30 days of sending the ballot. The ballot will include the new slate of officers and the open position as Secretary, which is the only position eligible for voting by NSC membership. 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 Chairman Education. The previous year's Vice Chairman of Education shall serve

as the Vice Chairman Membership. The previous year's Vice Chairman of Membership shall serve as the Chairman Elect. The previous year's Chairman elect shall serve as the Chairman.

Section 3.

The five (5) appointed representatives otherwise known as Officers at Large to the Executive Committee of this Council shall be selected by the newly elected NSC Chairman during the November Assembly of Delegates meeting 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 fourteen (14) 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 fourteen (14) days prior to the meeting.