

CONSTITUTION  
of the SENIOR INVESTOR RELATIONS ROUNDTABLE  
of the  
NATIONAL INVESTOR RELATIONS INSTITUTE

**ARTICLE I –NAME**

The organization shall be known as the Senior Investor Relations Roundtable (SRT).

**ARTICLE II –PURPOSE**

The purpose of the organization shall be to create a community of seasoned NIRI members who represent accomplished practitioners within the investor relations profession.

**ARTICLE III –ORGANIZATION**

The SRT shall be an Affinity Group of the National Investor Relations Institute (NIRI) and this constitution shall take force upon approval by a majority of the Board of Directors of NIRI. SRT shall retain complete control of its membership qualifications, subject to consistency with the NIRI Bylaws and the approval of NIRI's Board of Directors, administration and programs, and may delegate administrative matters, including finances, to the NIRI staff, subject to NIRI staff approval.

SRT shall be governed by a Steering Committee consisting of not more than fifteen (15) and not less than five (5) selected SRT members, each of whom shall serve for a minimum term of three (3) years. In addition, the Steering Committee shall include the current and immediate past chairs of NIRI, as well as the current CEO of NIRI, who shall serve as *ex officio* voting members of the Steering Committee. The Steering Committee shall appoint a chairperson for a one (1) or two (2) -year term from among its members other than the *ex officio* committee members to moderate Steering Committee meetings and other meetings of the SRT. The Steering Committee shall appoint a vice chairperson to become chairperson at the conclusion of an acting chairperson's term. The Steering Committee shall be responsible for selecting and appointing SRT members to serve on the Steering Committee.

**ARTICLE IV –MEMBERSHIP**

The SRT membership shall be limited to 250 current and retired members of NIRI, in good standing with a minimum of ten years of experience in investor relations or directly related functions.

The SRT membership shall consist of individuals who serve as the senior investor relations person in their corporation or counselor firm. More than one practitioner from a public company may be eligible for SRT membership, as determined at the sole discretion of the Steering Committee. Such individuals may be deemed as the designate of the senior investor relations

person at a public company (or pre-IPO company); or, are the second-in-charge investor relations person at a public company.

Generally, one person from a counselor firm may be eligible for SRT membership. Additional persons from a counselor firm may be eligible for SRT membership if approved by the Steering Committee.

All applicants should make best efforts to submit their application with a recommendation from an existing SRT member in good standing. Applicants are encouraged to demonstrate a history of contributing to the IR profession through their volunteer involvement in NIRI.

Applicants will be reviewed based on their placement in one of the following three categories: 1) investor relations practitioner, 2) counselor, and 3) other.

1) Investor relations practitioners are defined as persons at a public company whose primary responsibility is to fulfill investor relations duties. Practitioners are required to have 10 years of experience in investor relations or directly related functions. The Steering Committee will consider candidates with a minimum of six years of IR experience, where the candidate had primary responsibility for investor relations as long as that candidate also has at least four years of experience in a senior portfolio management position on the buy-side, or as a published analyst on the sell-side.

2) Counselors (also referred to as Consultants) are defined as persons performing investor relations duties for more than one public company at a time. Counselors must have an active client base and have 10 years of experience as a practitioner, whose primary responsibility is providing investor relations counsel to the C-suite and/or IROs of public companies.

3) Other is defined as one of the following:

- I. Current and past NIRI CEOs, past NIRI chairpersons still active in field, or NIRI Board of Directors) during their term of office.
- II. An SRT member whose role change results in performing primarily non-investor relations duties or a continuing SRT member who has retired and is performing no investor relations duties
- III. An individual who has made “extraordinary contributions” to the field of investor relations or the furthering of the profession itself, for more than 10 years.

Membership shall be extended and approved at the sole discretion of the Steering Committee, and all decisions regarding SRT membership by the Steering Committee are final.

**ARTICLE V –AMENDMENTS**

This constitution may be amended by a two-thirds majority of the Board of Directors of NIRI.

**ARTICLE VI –DISSOLUTION**

Upon dissolution, the assets of SRT shall be reverted to the general funds of NIRI.

Adopted July 1994; ratified by the NIRI Board September 1994;

Amended March 1997

Amended September 2008

Amended September 2011

Amended December 2013

Amended June 2017