

BUILDINGSMART ALLIANCE COUNCIL CHARTER

FOREWORD

The National Institute of Building Sciences (the Institute) recognizes the value and significance of establishing and furthering the buildingSMART alliance® (the Alliance) as a cooperative public/private effort to significantly advance the widespread use of interoperability and the coordinated use of innovative information technology (IT) by the nation's fragmented building industry. Through the leadership and resources of the Institute's buildingSMART alliance, there is strong potential to help greatly improve the U.S. construction industry, through the development and application of integrated process, and open data standards, to achieve dramatic time and cost savings in the design, construction, maintenance and operation of the constructed environment. A unified buildingSMART alliance has the potential to secure funding from public and private sources to efficiently and cooperatively support coordinated initiatives aimed at providing industry-wide integration, interoperability and the improved use of IT.

ARTICLE I. ESTABLISHMENT

Section 1 Establishment

The buildingSMART alliance is established as a program of the National Institute of Building Sciences, a District of Columbia nonprofit corporation, to carry out the purposes and perform the functions set forth in this Charter, subject to the authority of the Board of Directors of the Institute, and in accord with the rules and procedures stated herein as well as those of the Institute. The Alliance is established under the authority given the Institute by the Housing and Community Development Act of 1974, (Public Law 93-383).

Section 2 Purpose

The purpose of the Alliance is to provide and promote methods for the integration of all facility life-cycle processes that embody the planning, construction, operation, occupancy and disposal of the built environment through the dynamic and interoperable exchange, use and retention of digital representation, and the functional characteristics of accurate and useful information.

Section 3 Objectives

The objectives of the Alliance are to provide: (a) an organization for members to work together to provide technical, balanced and representative oversight of participating programs and activities meeting the purpose stated in Section 2, and (b) a centralized process for strategic planning, resource allocation and decision making for the member programs.

Section 4 Scope

The Alliance will raise resources needed to conduct, coordinate, promote and sponsor research and development activities related to the dynamic information exchange in the building community, establish consortia arrangements, conduct forums and workshops, manage research and research-related projects, disseminate information, and review work performed by others. The Alliance may develop (or support the development of) and recommend standards, guidelines and conformity assessment programs; stimulate innovation in the industry and reduce constraints upon technology flow in the building process; and promote increased understanding and communications between producers, voluntary standards organizations, users, government agencies and other sectors of the building community.

For the purposes of the Alliance, the building community is considered to include all those involved in the planning, design, construction, regulation, utilization, operation and maintenance of buildings.

ARTICLE II. MEMBERSHIP

Section 1 Eligibility

Membership in the Alliance is open to any person, corporation, agency or other entity, public or private, engaged directly or indirectly in activities supporting the purpose of the Alliance as stated in ARTICLE I. Section 2.

Section 2 Admission of Members

All Committees, Councils and Programs of the Institute are automatically accepted as members upon submission of written notification of the intent to participate in the Alliance. All such entities which become members of the Alliance may retain their autonomy as separate Institute programs.

All other persons, corporations, agencies or other entities, public or private, shall apply for membership in accordance with the below requirements:

1. Persons, corporations, agencies, programs or other entities, public or private, shall submit an application and pay applicable dues to become a member of the Institute.
2. Associations and Societies, public or private, may sign a Memorandum of Agreement (MOA) with the Institute which includes the following:
 - a. Acceptance of buildingSMART alliance mission;
 - b. Statement of intent to participate in Alliance Standards development efforts;
 - c. Agreement to participate in Alliance through financial and/or “in-kind” contributions;

- d. Identification of a primary and alternate Alliance member representing the MOA holder.

ARTICLE III. CONDUCT OF THE ALLIANCE BUSINESS

Section 1 Policy

The business of the Alliance shall be conducted in accordance with the Institute's Congressional authorizing legislation, Articles of Incorporation, Bylaws and status as a tax exempt organization under section 501(c)(3) of the Internal Revenue Code, this Charter, and the duly adopted policies, rules, and procedures of the Institute Board of Directors and the Alliance.

Section 2 Visitors and Guests

Any individual, whether a member of the Alliance or not, shall be entitled to attend meetings of the Alliance or any of its subcommittees except when closed sessions are duly held. Such visitors and guests may participate in meeting discussions, but are not eligible to make motions, second motions or to vote.

Section 3 Voting Privileges

Voting: In any situation in which voting by members is called for, each voting member in good standing, through its duly authorized representative, shall be entitled to cast one (1) vote on each matter submitted to a vote of members. A member may change its representative at any time by written notification to the Secretary. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member. Such proxy shall be filed with the Secretary before or at the time of the meeting. An electronic message shall be deemed to be a written notification. A voting member in good standing shall meet the requirements of Article II, Section 3.

Section 4 Voting Procedures

In a scheduled meeting of the Alliance, a simple majority (51%) of votes cast by the members in attendance shall constitute due and proper procedure to validate the actions of the Alliance. Vote abstentions shall be counted in the total of votes cast in determining compliance with the simple majority rule. All members present at meetings of the Alliance must cast a vote aye, nay, or abstain on motions before the Alliance.

ARTICLE IV. BOARD OF DIRECTION

Section 1 Duties and Responsibilities

The Alliance Board of Direction (BOD), subject to the oversight and authority of the Board of Directors of the Institute, shall: (a) administer the affairs of the Alliance; (b) through the Institute's president assign responsibility to the Alliance staff Director; (c)

assign responsibility to all subcommittees, panels, and other units of the Alliance necessary to conduct the Alliance's business; (d) Develop and propose an annual budget for the Alliance; (e) provide technical oversight to the programs participating in the Alliance; (f) review and approve all reports and other documents containing findings, conclusions and recommendations of the Alliance and its Subcommittees before public release; (g) review the scope of all contracts on behalf of the Alliance; (h) make reports to the Board of Directors of the Institute; (i) provide content for marketing of the Alliance by the Institute; (j) solicit participating members for the Alliance; and (k) raise funds for the programs supported by the Alliance. The Board of Directors of the Institute shall have ultimate authority to approve the Alliance budget; approve and authorize the execution of contracts related to the Alliance program and activities; approve, prior to their release, all marketing content, public reports, studies and other documents; and to approve membership memorandum of agreement and understanding.

Section 2 Members

The Alliance BOD shall include a total of five members. The BOD will include a Chair, Vice Chair, Secretary, the Past Chair, and one additional representative selected by the Chair with the majority approval of the BOD members.

Section 3 Terms

Term limitations for Alliance officer positions are defined in ARTICLE V, Section 3.

Section 4 Vacancies

Vacancies may be filled by the BOD for the unexpired term. Vacant positions will require a majority approval of remaining BOD members.

Section 5 Meetings

The BOD shall hold at least one annual meeting of the full Alliance membership and other meetings as called by the Chair and a majority of the BOD members.

Section 6 Quorum

A quorum for conduct of the business of the Alliance BOD shall be a simple majority of the current members.

Section 7 Compensation

The BOD members shall not receive compensation for their services as members of the Alliance BOD but may be entitled to reimbursement for expenses incurred on behalf of the Alliance in accordance with Institute policies and available funding.

Section 8 Indemnification

Members of the Alliance BOD shall be indemnified in accordance with ARTICLE X, Section 1 of the Bylaws of the Institute.

Section 9 Proxies and Alternates

Proxies and alternates shall not be permitted at meetings of the BOD.

Section 10 Robert's Rules

Where these rules and procedures are in conflict with Robert's Rules of Order, these rules and procedures shall prevail. Where an issue is not covered by these rules and procedures, the most current version of Robert's Rules of Order shall prevail.

ARTICLE V. OFFICERS

Section 1 Officers

The officers of the Alliance BOD, who also shall be the officers of the Alliance, shall be the Chair, Vice-Chair, and Secretary.

Section 2 Selection of Officers

The officers shall be elected from within the Alliance through a nominations process, which includes nominations at large and from a nominations committee consisting of at least three members of the Alliance (see ARTICLE VII for details). An officer must receive a majority vote (51%) of the votes cast from voting members of the Alliance and must be approved by the Institute Board of Direction.

Section 3 Terms

The officers shall serve at the pleasure of the Alliance and the Institute Board of Directors. Officers shall be elected to one year terms. Elected officers are eligible to serve a maximum of two consecutive one-year terms in each officer position.

Section 4 Termination

Officers may be removed from office for failure to adhere to the Charter of the Alliance or Institute Policies.

Section 5 Duties and Responsibilities

The duties and responsibilities of officers shall be as follows:

- a. Chair. The Chair shall serve as the chief elected officer and representative of the Alliance and the Alliance BOD, and shall preside at all meetings of the Alliance

- BOD and the Alliance full membership meetings. The BOD Chair, with confirmation by the Alliance BOD, shall appoint the Chair and Vice- Chair, of all subcommittee, panels, and other working groups of the Alliance. The Chair shall report on the activities of the Alliance at Institute Coordinating Council meetings.
- b. Vice-Chair. The Vice-Chair shall act for the Chair in all respects during the temporary absence of the Chair and execute such other duties as may be assigned and delegated by the Chair.
 - c. Secretary. The Secretary shall: (1) see that all notices of meetings are duly given; (2) keep or cause to be kept all minutes, and other records of the activities of the Alliance and the Alliance BOD as required by law or by this Charter; and (3) in general, perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned.

ARTICLE VI. NOMINATIONS COMMITTEE

Section 1 Composition

The Nominations Committee shall consist of at least 3 members of the Alliance, and not more than four (4) members plus a chair. The Institute Board of Directors Liaison for the Alliance shall be one of the members. The remaining members shall be appointed by the Chair of the Alliance BOD.

Section 2 Functions

Prior to the Alliance's Annual Meeting, the Nominations Committee shall submit a slate of nominees to the Alliance for election to the Alliance BOD.

Section 3 Processing of Nominations

Annually, the Secretary shall submit the slate of candidates from the Nominations Committee, with space for write-in candidates, to ballot by the Alliance members.

ARTICLE VII. SUBCOMMITTEES AND PROJECTS

Section 1 Operation

Subcommittees may not operate outside the scope of the Alliance and shall function under rules and procedures approved by the Alliance BOD. Projects and activities shall function under either the Alliance BOD or its Subcommittee.

Section 2 Term

The Alliance BOD, by majority vote, may create and terminate such subcommittees and projects as it deems appropriate, subject to the concurrence of the Institute Board of

Directors.

Section 3 Membership

Membership on other than the Alliance BOD and administrative committees are restricted to members of the Institute. Visitors and guests may participate in open meeting discussions, but are not eligible to make motions, second motions or to vote [see ARTICLE III, Section 2].

Section 4 Termination

Subcommittee Chairs, Vice Chairs and members may be removed by the Alliance Chair with confirmation by the Alliance BOD, for failure to adhere to the Charter of the Alliance, Subcommittee Roles and Responsibilities or Institute Policies.

Section 5 Notice and Invitation

Timely notice shall be given of the formation of each subcommittee and project, stating its mission and purpose and offering membership to all interested members of the Alliance.

ARTICLE VIII. FINANCIAL AFFAIRS

Section 1 Grants, Contracts and Donations

The Institute, on behalf of the Alliance, may receive grants, contracts, and donations, and may execute contracts, grants and other appropriate agreements on behalf of the Alliance. The Alliance shall not have the authority to bind the Institute.

Section 2 Funds

Fundraising shall be the responsibility of all participants in the Alliance and shall be carried out under the direction of the Alliance BOD, subject to the authority of the Institute President and Board of Directors. Accountability and administration of funds shall be the responsibility of the Institute. Disposition of such funds shall be used only for the activities authorized by the Alliance BOD. The Institute shall maintain separate accounting for the business of the Alliance and render an annual financial report and such other financial reports at such times as may be requested by the Alliance BOD.

Section 3 Fiscal Year

The fiscal year of the Alliance shall be the same as that of the Institute.

ARTICLE IX. STAFF

Section 1 Staff

The Institute will appoint a Staff Director to assist the Alliance in carrying out its mission and scope of work subject to available and approved funding. The selection, retention, duties, and responsibilities, of the Staff Director shall be determined by the Institute President in consultation with the Alliance BOD.

Section 3 Technical Consultants

Technical consultants to the Alliance will be retained by the Institute as requested by the Alliance BOD, subject to available and approved funding. Neither the Chair nor any Board member or the organization he or she represents shall serve as a paid contractor or consultant to the Council or its subunits unless specifically exempted from this prohibition by formal Board action recorded in duly approved minutes or mail ballot and recusal by the affected individual(s) on any action voted by the Board or subunit related to the paid activity.

ARTICLE X. ANTITRUST COMPLIANCE

The Alliance Board of Direction and the Institute shall ensure that an Antitrust Policy that conforms to the requirements of federal and state law and any requirements of the United States government shall be in effect at all times and enforced. Further, the Alliance Board of Direction and the Institute shall ensure that the intent of the Antitrust Policy shall from time to time be conveyed to all members participating in activities of the Alliance Board of Direction, committees, membership or any other meeting that can be construed to be convened or sanctioned by the Alliance.

ARTICLE XI. AMENDMENTS

Proposed amendments to this Charter may be offered by a written petition of twenty-five percent (25%) of the members of the Alliance or by majority vote of the Alliance BOD. Proposed BOD approved amendments will be reviewed by the Institute, prior to their submission to the membership, to certify their compliance with the Institute's Congressional authorizing legislation, Articles, Bylaws and tax-exempt status. The Secretary shall cause duly authorized and petitioned amendments to be submitted to the full membership for approval by written ballot. All amendments shall be subject to acceptance by the Institute.

Revision Notes:

Revised and approved by the buildingSMARTalliance Task Group on January 16, 2007

Approved by the Institute Board of Directors on January 25, 2007

Revisions approved by buildingSMART alliance BOD on September 14, 2007

Revisions approved by the Institute Board of Directors on September 27, 2007

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Revisions approved by the Institute Board of Directors on September 17, 2015