

# **BYLAWS**

## **Building Enclosure Technology and Environment Council**

*A council of the National Institute of Building Sciences*

### ARTICLE 1. ESTABLISHMENT

The Council is a voluntary entity established under the auspices of the National Institute of Building Sciences (*Institute*).

### ARTICLE 2. PURPOSE

The purposes of the Building Enclosure Technology and Environment Council (*Council*) are:

- (1) to develop a sound technical and economic basis for the design, construction, and operation of new buildings and the modification of existing buildings to optimize energy efficiency, while maintaining function, durability, and a healthy and comfortable indoor environment; and
- (2) to expedite the use of promising new and improved technologies and practices to enhance energy efficiency and the building environment.

### ARTICLE 3. OBJECTIVE

The objectives of the *Council* are:

- (1) development of policy recommendations;
- (2) conception of new organizational relationships;
- (3) modification and acceleration of technology flow processes;
- (4) promotion and coordination of public and private cooperation; and
- (5) planning, coordination, conduct, and evaluation of technical programs to benefit the building community.

### ARTICLE 4. SCOPE

The *Council* will;

- (1) coordinate and promote research and development activities related to the building enclosure and building environment,
- (2) establish consortia arrangements for conducting research,
- (3) conduct forums and workshops,
- (4) manage research and research-related projects,
- (5) disseminate information,
- (6) review work performed by others,
- (7) recommend the development of standards, guidelines and certification programs for execution by other appropriate organizations,
- (8) stimulate innovation and reduce constraints to technology flow in the building process, and
- (9) promote increased understanding and communications between producers, voluntary standards organizations, users, and government agencies.

### ARTICLE 5. COUNCIL MEMBERSHIP

Section 1 Eligibility The membership of the *Council* is open to all organizations and individuals having a substantial interest in the *Council's* purposes.

Section 2 Admission of Members Organizations and individuals will be admitted as members upon

filing a completed and submitted a Membership Application and payment of dues. The *Council* will strive to maintain membership having a reasonable balance among the major sectors of the building community.

Section 3 Honorary Membership Honorary members may be elected by the Board by a two-thirds affirmative vote. Honorary members are exempt from paying dues.

Section 4 Rights of Members Each *Council* member shall be entitled to one vote on all matters brought before the *Council*, and shall receive notice of meetings, minutes of such meetings, and other appropriate documentation of the affairs of the Council.

Section 5 Meetings *Council* shall hold at least one meeting annually that shall be designated as its annual meeting. The annual meeting shall be announced to the general membership with at least 30 days notice. Other meetings may be called by the Chair or by a petition signed by at least 20 percent of the membership. Robert's Rules of Order shall govern the transaction of all business before the *Council*. Minutes shall be kept of all meetings of the *Council*. Meetings of the *Council* may be conducted in person or by any means of electronic communication that allows each person attending to hear and participate in discussions with all other persons attending the meeting or by a combination of both in-person and electronic attendance. Persons properly attending by electronic communication shall be deemed present for purposes of establishing the existence of a quorum and for voting on all matters voted upon at the meeting.

Section 6 Quorum A quorum for conduct of the business of the *Council* shall be twenty percent (20%) of the members of the *Council* and a simple majority of the Board of Direction. Members of the Board of Direction may also be counted toward the 20% requirement. The lack of a duly constituted quorum shall not preclude those in attendance from conducting *Council* business provided that the minutes are ratified by the *Council* in accord with the requirements for a mail ballot.

Section 7 Mail Ballots The Mail ballots may be requested and returned by post, e-mail, fax, or other means that provides a tangible record of the vote.

## ARTICLE 6 BOARD OF DIRECTION

Section 1 Duties and Responsibilities. The Board shall:

- (a) propose the direction of the *Council*;
- (b) vote on affairs of the Board
- (c) administer the affairs of the *Council*
- (d) assign responsibility to staff, all committees, panels, and other units of the *Council* necessary to conduct the *Council's* business;
- (d) review and approve all reports and other documents containing findings, conclusions and recommendations of the *Council* and its Committees before public release (all publications also shall be reviewed and issued in accordance with the Institute Policy on Publications);
- (e) make a report annually to the *Council* and the Board of Directors of the *Institute*;
- (f) appoint all members to committees, panels, and other units of the *Council*; and
- (g) establish membership fees and vote to waive these fees for select members.

Section 2 Membership The Board shall consist of not less than fifteen (15) members. All Board members shall be members of the *Council*. Members of the Board shall be elected by the *Council* from a

slate provided by the Nominations Committee. The slate shall include a broad representation of all segments of the building community, the public interest, and geographic areas.

Section 3 Ex-Officio and Honorary Members of the Board: The Board may elect non-voting ex-officio members to the Board. Ex-officio members shall not count against the limits of Board membership indicated under Section 2 above.

Section 4 Terms One-third of the members of the Board will be elected annually for a term of three (3) years.

Section 5 Vacancies Vacancies shall be filled by a *Council* member elected by the Board for the unexpired term.

Section 6 Termination of Membership. Any Board member who is absent at two out of three consecutive meetings of the Board, in the absence of extenuating circumstances acceptable to the Chair, shall be considered as having resigned, and shall be so notified. Any member of the Board can be removed by simple majority vote of the Board's membership, upon petition by twenty percent (20%) of the members of the Board.

Section 7 Meetings. The Board shall hold at least two meetings each year called by the Chair.

Section 8 Quorum. A quorum for conduct of the business of the Board shall be a simple majority of the current Board members.

## ARTICLE 7 OFFICERS

Section 1 Officers. The Officers shall be the Chair, Vice-Chair, Secretary, and Treasurer.

Section 2 Appointment of Officers. The officers shall be appointed by majority vote of the Board.

Section 3 Terms. The Officers shall serve for a term of two (2) years beginning immediately following the Annual Meeting. Officer vacancies shall be filled by a Board member elected by the Board.

Section 4 Duties and Responsibilities. The duties and responsibilities of Officers shall be as follows:

- a. Chair. The Chair shall serve as the executive officer and principal representative for the *Council* and the Board, and preside at all meetings of the Board and of the *Council*.
- 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 by the Chair.
- c. Secretary. The Secretary shall:
  - (1) see that all notices of meetings are distributed with appropriate advance notice
  - (2) keep or cause to be kept all books, minutes, and other records of the activities of the Council and its Board as required by law or by these bylaws;
  - (3) sign such instruments as require the signature of the Secretary; and
  - (4) in general, perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned.
- d. Treasurer The treasurer shall:
  - (1) review financial reports prepared for the *Council* and Board by the *Institute*;
  - (2) maintain a liaison with the Institute's financial officers to provide guidance and oversee the

- accounting and administration of funds as provided for in Article 10, Section 3;
- (3) report on the financial condition of the *Council* at Board/*Council* meetings and when otherwise deemed appropriate;
  - (4) coordinate fundraising activity;
  - (5) prepare annual budget; and
  - (6) monitor expenditures as authorized by the Board.

## ARTICLE 8      STANDING COMMITTEES

Section 1    Scope and Operations. Committees shall function under rules and procedures approved by the Board.

Section 2.    Term. The Board, by majority vote, may create and terminate committees as it deems appropriate.

Section 3.    Membership. Membership on other than Board committees need not be restricted to members of the *Council*.

### Section 4    Nominations Committee

4.1 Functions. The Nominations Committee members of at least three (3) individuals shall be selected by the Chair and approved by the Board from among the Council's membership. Prior to the Council's Annual Meeting the committee shall submit to the Chair a list of nominees for election to the Board and a list of proposed Officers.

#### 4.2 Processing of Nominations

At least forty-five (45) days prior to the Annual Meeting the list of Board candidates shall be submitted for ballot by the *Council*. Executed ballots shall be received at least fifteen (15) days prior to the Annual Meeting. Upon receipt of ballots, the Nominations Committee shall tally the ballots and present the vote to the *Council* at the Annual Meeting.

## ARTICLE 9            FINANCIAL AFFAIRS

Section 1    Grants, Contracts, and Donations The Institute, on behalf of the *Council*, may receive grants, contracts, and donations, and may execute contracts, grants and other appropriate agreements that are approved by the Board.

Section 2    Funds The National Institute of Building Sciences shall maintain separate accounting for the business of the *Council* and render an annual financial report and such other financial reports at such times as may be requested by the *Council*, its Board, or Treasurer.

Section 4    Fiscal Year The fiscal year of the *Council* shall be the same as that of the Institute.

## ARTICLE 10        STAFF

### Section 1        Support Staff.

The *Institute* may retain senior staff and support staff as requested by the Board of Direction. Technical staff, including selection, duties, responsibilities, and titles, shall be determined by the *Institute* President in consultation with the *Council's* Board of Direction. The *Institute* President shall perform annual performance reviews of staff.

Section 2 Technical Consultants. Technical consultants to the *Council* will be retained by the *Institute* as requested by the Board, consistent with the direction of the *Council*. Such consultants shall be selected and, where necessary, terminated with the concurrence of the Board. 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* unless specifically exempted from this prohibition by formal Board vote recorded in duly approved minutes or mail ballot and recusal by the affected individual(s) on any vote by the Board related to the paid activity.

ARTICLE 11      AMENDMENTS

Proposed amendments to any article herein may be offered by a written petition by twenty (20) percent of the members of the *Council* or by majority vote of the Board. Proposed amendments will be reviewed by the *Institute* to certify their compliance with the statutes authorizing the Institute, prior to submission to membership for ballot. The Secretary of the *Council* shall cause such duly authorized proposed amendments to be submitted to the full membership for ballot. All amendments to these bylaws shall be subject to approval and acceptance by the *Institute* Board of Directors.

ARTICLE 12      ANTITRUST COMPLIANCE

The *Council* 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 *Council* Board of Direction and the *Institute* shall ensure that the intent of the Antitrust Policy shall be conveyed to all members participating in activities of the *Council* Board of Direction, committees, membership or any other meeting that can be construed to be convened or sanctioned by the *Council*.

Adopted at Organizing Meeting November 15, 1982  
Approved by NIBS Board of Directors November 19, 1982  
    As Amended May 8, 1984  
    As amended July 19, 1985  
    As amended May 20, 1991  
Approved by NIBS Board of Directors, 6/10/91  
    As amended September 25, 1992  
Approved by NIBS Board of Directors November 5, 1992  
    As Amended November 15, 1993  
    As Amended June and November 1997  
Approved by NIBS Board of Directors November 6, 1997  
    As Amended 2007  
Approved by NIBS Board of Directors 2007  
    As Amended April 5, 2012  
Approved by NIBS Board of Directors May 24, 2012