

BUILDING ENCLOSURE TECHNOLOGY AND ENVIRONMENT COUNCIL

CHARTER

ARTICLE I. ESTABLISHMENT

The Building Enclosure Technology and Environmental Council (Council) is a voluntary entity established under the auspices of the National Institute of Building Sciences (Institute).

ARTICLE II. PURPOSE

The purposes of the Council are: (a) to develop a sound technical and economic basis for the design, construction, and operation of new building enclosures and the modification of existing building enclosures to optimize energy efficiency, while maintaining function, durability, and a healthy and comfortable indoor environment; and (b) to expedite the use of promising new and improved technologies and practices to enhance energy efficiency and the building environment.

ARTICLE III. OBJECTIVE

The objectives of the Council are: (a) development of policy recommendations; (b) conception of new organizational relationships; (c) modification and acceleration of technology flow processes; (d) promotion and coordination of public and private cooperation; and (e) planning, coordination, conduct and evaluation of technical programs to benefit the building community.

ARTICLE IV. 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 V. MEMBERSHIP

Section 1. Membership

The membership of the Council is open to any individual engaged directly or indirectly in activities consistent with the purpose of the Council as stated in Article II and a member of the Institute in good standing.

Membership shall be sought from all sectors of the building industry with the ability to participate in the Council.

Section 2. Rights of *Council* 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 3. Meetings

The Council shall hold at least one meeting each year as an Annual Meeting of the Council in conjunction with the Institute's Annual Meeting. The annual meeting shall be announced to the general membership with at least 30 days' notice.

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. 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 by the Council Secretary or other person designated by the Chair.

Section 4. Quorum

A quorum for conduct of the business of the Council shall be ten percent (10%) of the members of the Council. 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.

ARTICLE VI. OFFICERS

Section 1. Positions

The Officers shall consist of a Chair, a Vice Chair and a Secretary.

Section 2. Selection Process

Officers should be elected from within the Council membership through a nominations process, which includes nominations at large and from a nominating committee.

The election goes to the Candidate Officer who receives the most votes from a quorum of at least 20% of the members of the Council.

Selected officers of the Council shall be presented to the Institute Board of Directors for review and acceptance. The Institute Board, in the exercise of its discretion, may by majority vote decline to accept a presented officer on grounds that it is in the best interest of the Institute to do so.

Section 3. Terms

Officers shall be elected to one year terms. An Officer may serve no more than two consecutive terms in a single office.

Section 4. Termination of Membership

Officers may be removed from office for failure to adhere to the Charter of the Council or Institute Policies. Any Officer may be removed by the Council only by a vote of two-thirds of the Council at a duly called and convened meeting or by mail ballot fulfilling the quorum requirements under Article V, Section 4. Prior to such meeting or request for mail ballot, the affected officer shall receive thirty (30) days written notice from the other officers. The decision of the Council in this regard shall be conclusive and no right of rehearing or appeal, administratively or judicially, shall exist as to the terminated officer.

Section 5. Nominations Committee

5.1 Functions

The Nominations Committee shall be comprised of at least three (3) individuals selected by the Chair and approved by the Board from among the Council's membership. The Nominations Committee shall include the Institute Board Liaison as a member.

Prior to the Council's Annual Meeting, the committee shall submit to the Chair, a list of nominees for election to the Executive Committee and a list of proposed Officers as is necessary.

5.2 Processing of Nominations

At least forty-five (45) days prior to the Annual Meeting the list of candidates shall be submitted for ballot by the Council. Executed ballots shall be received at least five (5) 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.

Section 6. Duties of the Chair

The Chair shall: (a) preside at all meetings of the Executive Committee and the Council, (b) be the spokesperson for the Council unless the Council has otherwise authorized someone else to speak, (c) report to each annual meeting of the voting members of the Council concerning the operations of the Council, (d) represent the Council at public or official functions, (e) perform such other duties as may from time to time be determined by the Council, and (f) be a member ex-officio of all Committees of the Council.

Section 7. Duties of the Vice-Chair

The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be specified by the Council.

Section 8. Secretary

The Secretary may be empowered by the Officers to carry out the affairs of the Council generally under the supervision of the Officers thereof. The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose or appoint a person to do so. The Secretary shall give or cause to be given notice of all meetings of the Council. The Secretary shall be under the supervision of the Officers or Chair and shall perform other duties as may be prescribed by the Officers or Chair.

ARTICLE VII. EXECUTIVE COMMITTEE

Section 1. Members

The Executive Committee shall be comprised of the Officers, two members at large, and the immediate past chair, plus an AIA liaison and an Institute Board liaison in ex-officio capacity.

Section 2. Duties and Responsibilities

The Executive Committee shall: (a) propose the direction of the Council; (b) administer the affairs of the *Council*, (c) assign responsibility to 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 three times per year to the Board of Directors of the Institute, (f) appoint all members to committees, panels, and other units of the Council, (g) work with Institute leadership to identify projects and fund raising opportunities advancing the Council's purpose and objectives, and (h) conduct mail ballots on any issue by any means that provides a tangible record of the vote. Mail ballots require a quorum of 20% of the membership to be valid, and items voted on require a simple majority for passage.

Section 3. Selection of At-Large Members

At-large members of the Executive Committee shall be elected from within the Council membership through a nominations process as outlined in Article VI, Section 5, which includes nominations at large and from a nominating committee.

The election goes to the Candidate who receives the most votes from a quorum of at least 20% of the members of the Council.

Selected at-large representatives of the Council shall be presented to the Institute Board of Directors for review and acceptance. The Institute Board, in the exercise of its discretion, may by majority vote decline to accept a presented officer on grounds that it is in the best interest of the Institute to do so.

ARTICLE VIII. COMMITTEES

The Council may establish committees for specific tasks under the scope of the Council.

Committees may not operate outside the scope of the Council and must report their activities at each Council Meeting.

Members of Committees shall be subject to the same requirements as Members of the Council.

Section 1. Scope and Operations

Committees shall function under rules and procedures approved by the Council.

Section 2. Term

The Officers, by a simple majority vote, may create and terminate committees as it deems appropriate.

ARTICLE IX. 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 Council's Officers.

Section 2. Funds

The Institute 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 or the Chair.

Section 3. Fiscal Year

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

ARTICLE X. STAFF

Section 1. Support Staff

The Institute may retain senior staff and support staff as requested by the Council's Officers. 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 Officers, consistent with the direction of the Council. Such consultants shall be selected and, where necessary, terminated with the concurrence of the Officers. Neither the Chair nor any Officer 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 Officer vote recorded in duly approved minutes or mail ballot and recusal by the affected individual(s) on any vote by the Officers.

ARTICLE XI. 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 this Charter shall be subject to approval and acceptance by the Institute Board of Directors.

ARTICLE XII. COUNCIL AND COMMITTEE MANUAL

The Council shall operate under the direction provided by the Institute as outlined in the most recent version of the Institute's Council and Committee Manual.

ARTICLE XIII. ANTITRUST COMPLIANCE

The Council, Officers 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 Officers and the Institute shall ensure that the intent of the Antitrust Policy shall be conveyed to all members participating in activities of the Council, committees 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
As amended July XX, 2015