

BUILDING SEISMIC SAFETY COUNCIL CHARTER

ARTICLE I. INTRODUCTION

Section 1. Purpose and Scope

The purpose of the Building Seismic Safety Council (Council) is to enhance the public's safety by providing a national forum to foster improved seismic safety of buildings and related infrastructure.

The scope of the Council's activities encompasses seismic safety of structures with explicit consideration and assessment of the social, technical, administrative, political, legal, and economic implications of its deliberations and recommendations.

Achievement of the Council's purpose is important to all in the public and private sectors. Council activities will provide an opportunity for participation by those at interest, including local, state, and federal government, voluntary organizations, business, industry, the design professions, the construction industry, the research community and the public. Regional and local differences in the nature and magnitude of potentially hazardous earthquake events require a flexible approach adaptable to the relative risk, resources and capabilities of each community.

The Council recognizes that appropriate earthquake hazard reduction measures and initiatives should be adopted by existing organizations and institutions and incorporated into their legislation, regulations, practices, rules, codes, relief procedures and loan requirements, whenever possible, so that these measures and initiatives become part of established activities rather than being superposed as separate and additional.

Section 2. Establishment

The Council is established as a voluntary advisory, facilitative council of the National Institute of Building Sciences (hereinafter referred to as the Institute), a nonprofit corporation incorporated in the District of Columbia.

Section 3. Statutory Authority

The Council is established under the authority given the Institute by the Housing and Community Development Act of 1974, (Public Law 93-383), Title VIII, in furtherance of the objectives of the Earthquake Hazards Reduction Act of 1977 (Public Law 95-124) and in support of the President's National Earthquake Hazards Reduction Program, June 22, 1978.

Section 4. Objectives

To achieve its purposes, the Council shall conduct activities and provide the leadership needed to:

- a. Promote development of seismic safety provisions suitable for use throughout the United States;
- b. Recommend, encourage, and promote adoption of appropriate seismic safety provisions in voluntary standards and model codes;
- c. Assess implementation progress by federal, state, and local regulatory and construction agencies;
- d. Identify opportunities for the improvement of seismic regulations and practices and encourage public and private organizations to effect such improvements;

- e. Promote the development of training and educational courses and materials for use by design professionals, builders, building regulatory officials, elected officials, industry representatives, other members of the building community and the public.
- f. Provide advice to governmental bodies on their programs of research, development, and implementation; and,
- g. Periodically review and evaluate research findings, practice, and experience and make recommendations for incorporation into seismic design practices.

ARTICLE II. MEMBERSHIP

Section 1. Qualifications

Council membership shall be voluntary and open to all organizations having a substantial interest in the Council's purposes and are members in good standing. Organizations may include federal, state and local agencies, professional societies, emergency managers and first responders, code developers, standards testing and research organizations, materials and product manufacturers, insurers, trade and labor organizations, lenders, building owners and facilities managers and consumer groups. An organization member shall be permitted to designate one person to act as the member's representative, and one alternate representative to exercise the rights and responsibilities of membership. The Council will make a reasonable effort to create and maintain a membership that is a broad and balanced representation of all segments of the building community and the public interest.

Section 2. Good Standing

Organizational and Individual Members of the Council are in good standing if they hold a membership in the Institute.

Section 3. Admission of Members

To be admitted as a Council member, organizational members shall file a completed membership application with the Secretary of the Board of Direction for approval by the Board of Direction. Applications shall include a statement of the reasons the organization or individual is seeking membership in the Council. Any change in a designated organizational representative or alternate shall be accomplished by filing a notice of such change with the Secretary to be effective thirty (30) days after such notification.

Section 4. Rights of Members

Each member shall be entitled to one (1) 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. Each person serving on any committee, panel or other unit of the Council shall be entitled to one (1) vote on all matters before that unit.

Section 5. Removal of Members

Members failing to abide by the policies, rules, and procedures of the Council may be removed by a two-thirds (2/3) vote of the Board. Repeated failure to return mail ballots may be considered a cause for removal.

Section 6. Affiliates

Affiliates shall be those organizations and individuals desiring notification of Council activities and meetings and wishing to receive information supplied by the Council to its members. Affiliates shall not be entitled to vote on Council business.

ARTICLE III. CONDUCT OF COUNCIL BUSINESS

Section 1. Policy

The business of the Council shall be conducted in accordance with the Institutes Bylaws; the Charter of the Council; and the policies, rules, and procedures established by vote of the members of the Council.

Section 2. Meetings

The Council shall hold at least one meeting annually that shall be designated as its annual meeting. The Annual Meeting shall be held in conjunction with the Institute Annual Meeting with at least sixty (60) days' notice to all council members. Other meetings will be called by the Chair of the Council upon at least fifteen (15) days written notice to all members. These meetings shall be called by the Chairman upon majority vote either of the Council or its Board or by petition of at least twenty (20) percent of the members, with the same 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.

Section 3. Rules of Order

The transaction of all business before the Council shall be governed by *Roberts' Rules of Order* (latest edition) unless otherwise set forth herein.

Section 4. 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 mail by the Council in accord with the requirements for a mail ballot.

Section 5. Voting

The voting policy of the Council shall be as follows:

- a. All matters submitted to a vote during meetings of the Council at which a quorum is present shall be considered passed if a simple majority of the voting members present vote in favor.
- b. Mail ballots to the voting members of the Council shall be required in the following instances:
 1. All amendments to this *Charter* (see Article X).

2. All matters petitioned by ten (10) voting members in writing, and received a minimum of five (5) days before a scheduled Council meeting.
 3. All matters petitioned by called or voice vote by one-third (1/3) of the voting members present at a Council meeting.
 4. All matters called for by a simple majority of the Board.
- c. When a mail ballot is called for, the following shall apply:
1. Ballots shall provide four alternatives:
 - i. Yes
 - ii. Yes with Reservations
 - iii. No
 - iv. Not Voting.

"Yes with Reservations" and "No" votes shall be accompanied by a complete explanation of the basis for the vote. A "no" vote should be accompanied by specific suggestions for change if those changes would change the negative to affirmative.
 2. The time allowed for mail balloting shall be no less than thirty (30) days after the date of ballot mailing.
 3. The Secretary shall review and count ballots and report results to the Board. The Board shall review the comments submitted with the ballots, and may ratify a vote on an issue or issues requiring only non-substantive changes as a result of ballot comments. If the Board determines substantive changes are required to resolve negative or "Yes with Reservations" votes, the issue(s) in question shall be resubmitted to vote by the Council.
 - i. A vote resubmitted to the Council shall require return of at least one-half (1/2) of the number of ballots received from the initial balloting. For recording of a favorable vote, affirmative votes ("Yes" and "Yes with Reservations") shall represent at least two-thirds (2/3) of the number of votes of the "Yes," "Yes with Reservations," and "No" votes received from the initial balloting.
 4. All votes and supporting materials shall be filed with the Secretary of the Council.
 5. Mail ballots may be requested and returned by post, e-mail, fax, or other means that provides a tangible record of the vote.
- d. The results of votes by the full Council or any of its committees shall not be considered binding on organizations participating as members of the Council but shall be binding with respect to the business of the Council or any of its committees.

See Articles IV, V, and VI for the procedures for the election of the Board, Officers, and Nominations Committee.

Section 6. Minutes and Annual Report

Minutes shall be kept of all meetings of the Council and its constituent groups and shall be approved by the members attending the meetings. Approved minutes shall be filed with the Secretary of the Council. The Secretary shall submit a written annual report to the membership following the close of the fiscal year and not later than at the ensuing Annual Meeting.

ARTICLE IV. BOARD OF DIRECTION

Section 1. Duties and Responsibilities

The Board shall:

- a. Administer the affairs of the Council in accordance with the Institute Bylaws and policies, this charter and approved policy by the Council;
- b. Explore matters and initiate and carry out all activities within the Council's sphere of interest;
- c. Assign responsibility to all committees, panels, and other units of the Council necessary to the conduct of the Council's business;
- d. Review and approve for public release all reports and other documents containing findings, conclusions, and recommendations of the Council or any of its subcommittees (all publications also shall be reviewed and issued in accordance with the Institute Policy on Publications);
- e. Approve the scope of all proposals on behalf of the Council;
- f. Approve applications for Council membership;
- g. Provide a report to the Institute at each of its scheduled Board meetings; and,
- h. Vote as Council members on all matters brought before the Council.

Section 2. Membership

The Board shall consist of not less than nine (9), nor more than fifteen (15) elected persons. Board members shall be individuals selected from the designated representatives and alternates of the membership of the Council.

Membership of the Board shall be broadly representative of all segments of the building community and the public interest.

At any time a Board member other than the Chairman ceases to be the representative of his or her organization, the Board member shall be deemed to have resigned from the Board.

Section 3. Terms

One-third (1/3) of the members of the Board shall be elected annually for a term of three (3) years. No individual shall serve for more than two (2) successive three (3) year terms.

Section 4. Lapses in Board Function

Should the Board of Direction fail to hold two consecutive annual meetings with a quorum, the Institute Board of Directors reserves the right to appointment a new Board of Direction and Officers. The appointed Officers of the Board of Direction shall serve until the election held in conjunction with the following Annual Meeting of the Council. At this meeting and Annual Meetings afterward, the Chair, Vice Chair and Secretary shall be elected for two-year terms by majority vote of the Council members. The appointed members of the Board of Direction shall be appointed as follows: one third for a term of up to one-year, one third for a term of two years, and one third for a term of three years following the first election of the officers. Afterwards, the terms identified in Section 3 above shall prevail.

Section 5. Vacancies

Board of Direction member vacancies shall be filled by the Chair, in consultation with the Board of Direction, until the next Annual Meeting, at which time an election shall be held to fill the unexpired term. Officer vacancies shall be filled by an election of the Board of Direction until the next Annual Meeting, at which time a Council election shall be held for a new two year term.

Section 6. Recall

Any Board of Direction member who is absent at two out of three consecutive meetings of the Board of Direction, 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 Council's membership, upon petition by twenty (20) percent of the members of the Council.

Section 7. Meetings

The Board of Direction shall hold one Annual Meeting and other meetings as called by the Chair and a majority of the Board of Direction. Board of Direction members shall be given at least ten (10) days written notice of all Board of Direction meetings.

Section 8. Quorum

A quorum for conduct of the business of the Board shall be a simple majority.

Section 9. Proxies

At any meeting of the Board of Direction, 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.

Section 10. Compensation

The Council Board of Direction members shall not receive compensation for their services as members of the Council Board of Direction but may be entitled to reimbursement for expenses incurred on behalf of the Council in accordance with the expense reimbursement policy established by the Council Board of Direction in accordance with Institute policies and available funding.

ARTICLE V. OFFICERS

Section 1. Officers

The officers of the Board, who also shall be the officers of the Council, shall be the Chair, the Vice Chair, and the Secretary.

Section 2. Selection of Officers

The Chair, Vice Chair and the Secretary shall be selected by majority vote of the Board from among its members. Each such officer shall hold office until a successor shall have been duly elected and qualified, or until resignation or removal by the Board.

Section 3. Terms

The Chair, Vice Chair, and the Secretary shall serve at the pleasure of the Board for a term of two years beginning immediately following the Annual Meeting. No individual shall serve in any one office for more than two (2) consecutive two year terms. Vacancies shall be filled for any unexpired term by the Board.

Section 4. Duties

The duties and responsibilities of officers shall be as follows:

- a. Chair - The Chair shall serve as the principal spokesperson for the Council, and preside at all meetings of the Board and of the Council. The Chair shall appoint, in counsel with the Board, all committees, panels, and other units of the Council and verify the review and approval of all reports and other documents for public release on behalf of and with the approval of the Board and in accordance with the Institute Policy on Publications.
- b. Vice Chair - The Vice Chair shall act for the Chair in all respects during the temporary absence of the Chair.
- c. Secretary - The Secretary shall: 1) working with assigned staff, see that all notices of meetings are duly given; 2) keep or cause to be kept all books, minutes, and other records of the activities of the Council and its Board as are required by law, by the Council, or by these Rules and Procedures; 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 by the Chair or the Board.

ARTICLE VI. NOMINATIONS COMMITTEE

Section 1. Functions

Not less than 120 days prior to the anniversary of the seating of the Board of Direction, the Chair, with the approval of the Board of Direction, shall appoint a Nominations Committee. The Nominations Committee shall annually, at least sixty (60) days prior to the Annual Meeting, submit to the Secretary of the Council a slate of candidates for election to the Board that fulfills the requirement to maintain a balanced membership of the Board and is broadly representative of all segments of the building community and the public interest. The slate of candidates shall be equal to the number of vacancies to be filled. In drawing-up a slate, the Nominations Committee shall first solicit recommendations from the full membership of the Council.

Section 2. Membership

The Nominations Committee shall be composed of five (5) individuals selected from among the Council's membership. Board members who are subject to re-election in that year shall be ineligible to serve on the Nominations Committee. The Board Chair shall recommend individuals for Nominations Committee membership to the Board for its approval.

Section 3. Terms

The term of the Nominations Committee members shall begin with their appointment by the Board of Direction and shall expire with the Annual Meeting.

Section 4. Processing of Nominations

The Secretary shall submit the slate of candidates from the Nominations Committee, with space for write-in candidates, to ballot by the full membership of the Council at least forty-five (45) days prior to the Annual Meeting. Executed ballots must be received by the Secretary at least fifteen (15) days prior to the Annual Meeting. Upon receipt of ballots, the Secretary, in concert with the Nominations Committee, shall tally the ballots, determine those elected to the Board on the basis of the largest vote, and present the vote to the Board for announcement at the Annual Meeting. In case of a tie vote that will affect the Board's

composition, the Board shall fill the disputed vacancy from among the tied candidates with due regard to maintaining a balanced representation of all segments of the building community on the Board.

ARTICLE VII. COUNCIL COMMITTEES

Section 1. Operations

All Council committees shall function under written rules and procedures approved by the Board.

Section 2. Term

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

Section 3. Membership

Membership on other than administrative committees shall not be restricted to members of the Council.

Section 4. Voting

Each member of a Council committee shall be entitled to one (1) vote on all matters before that committee.

Section 5. Publications

Reports and other documents of all committees that are intended for public release as reports of the Council shall be reviewed and approved by the Board prior to publication. All publications also shall be reviewed and issued in accordance with the Institute Policy on Publications.

Section 6. Notice and Invitation

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

ARTICLE VIII. FINANCIAL AFFAIRS

Section 1. Grants, Contracts, and Donations

The Council may not contract in its own name and may not bind the Institute. The Institute may receive grants, contracts, and donations on behalf of the Council and may execute contracts, grants, and other appropriate agreements for the benefit of the Council.

Section 2. Membership Fees

A Council member is considered in good standing if they maintain a membership with the Institute. The Council may establish additional annual membership fees but the Board may waive these fees for particular members.

Section 3. Funds

Fundraising shall be carried out under the direction of the Council Board of Direction, subject to the authority of the Institute 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 Council Board of Direction. Indirect costs of the Institute will be charged at a rate equal to that charged on other program income of the Institute. 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 Council Board of Direction.

Section 4. Fiscal Year

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

ARTICLE IX. STAFF

Section 1. 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 evaluations of staff.

Section 2. Technical Consultants

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. AMENDMENTS

Proposed amendments to any article 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 Board prior to submission to the Council membership for ballot to certify their compliance with statutes referenced in Article I, Section 3, 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 written ballot at least forty-five (45) days prior to the next Annual Meeting or special meeting called for that purpose. Votes received at least fifteen (15) days prior to the meeting shall be tallied by the Secretary in accordance with procedures established herein.

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

ARTICLE XI. 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 from time to time 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.