

# COMMERCIAL WORKFORCE CREDENTIALING COUNCIL (CWCC) CHARTER

## ARTICLE I. ESTABLISHMENT

### Section 1. Establishment

The Commercial Workforce Credentialing Council (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. The Council 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 Council is to advance the preparation of professionals to evaluate, commission, operate and manage commercial and institutional building systems.

### Section 3. Scope

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

- a. Promote development of voluntary national guidelines for knowledge-based certificates and competency-based certification programs suitable for use throughout the United States;
- b. Develop voluntary national guidelines to address both competency-based professional certifications and training or knowledge-based certificate programs. Such guidelines may be licensed by qualified certification bodies, certificate program providers, or registered apprenticeship programs recognized by the Department of Labor and issuing interim credentials in accordance with 29 CFR Part 29.5(b)(16).

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

## ARTICLE II. MEMBERSHIP

### Section 1. Qualifications

The membership of the Council is open to all professional societies, and labor, trade, model code, voluntary standards, public interest, education and training, certifying, accreditation, and public agency organizations that have an interest in the Council's purpose. Organizations not meeting these requirements, but nonetheless interested in pursuing the purpose and objectives of the Council, may petition and be elected to membership by the Board of Direction. 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. Admission of Members**

Qualified organizations will be admitted as members upon filing a completed membership application with the Secretary of the Council and approval by the Board of Direction. Member organizations will designate a representative and an alternate authorized to act on behalf of the organization. Any change in the authorized representative or alternate will be accomplished by filing a written notice of such change with the Secretary to be effective thirty (30) days after such notification.

## **Section 3. Rights of Members**

Each member organization 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 organization serving on any committee, panel or other unit of the Council shall be entitled to one (1) vote on all matters before that unit. Alternates of representatives elected to the Board of Direction may act on matters coming before that body in the absence of the primary representative.

## **Section 4. Removal of Members**

Members or their representative may be terminated in the event such member or representative is in breach of one or more of the requirements of membership, conducts him/herself with flagrant disregard for the rules or policies of the Council or the National Institute of Building Sciences, or acts in a manner which is clearly detrimental to the purpose and objectives of the Council. Failure to return mail ballots may be considered a cause for removal. Such a termination may be effected only by a vote of seventy-five percent (75%) of the Board of Direction at a duly called and convened meeting. Prior to such meeting, the affected member or representative shall receive thirty (30) days written notice from the Board of Direction. The decision of the Board of Direction in this regard shall be conclusive and no right of rehearing or appeal, administrative or judicial, shall exist as to the terminated member or representative.

## **Section 5. 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 Institute's 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 preferably in conjunction with the Institute's annual meeting with at least (30) days' notice. 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 Chair upon majority vote either of the Council or its Board of Direction or by petition of at least twenty (20) percent of the members, with the same notice.

## **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 at least one-third (1/3) of the voting members of the Council plus a quorum of the Board of Direction. 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 written 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 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 or called for a 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 of Direction.
- c. When a written ballot is called for, the following shall apply:
  1. Ballots shall provide four alternatives; Yes; Yes with Reservations; No; and, 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 of Direction. The Board of Direction 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.

4. A two-thirds (2/3) affirmative ("Yes" and "Yes with Reservations") vote of the "Yes," "Yes with Reservations," and "No" votes received shall be sufficient to record a favorable vote provided at least one-half (1/2) of the ballots are returned.
  5. All votes and supporting materials shall be filed with the Secretary of the Council.
  6. Written 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.
  - e. Voting may be conducted in person, by show of hands or written ballot, by telephone, by mail, by electronic mail, or by any other means of electronic or telephonic communication authorized by the Council in advance of the meeting at which the vote is taken.

## **Section 6. 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 of Direction and the Institute's management prior to publication.

## **Section 7. 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 of Direction shall, subject to the policies and procedures of the Institute Board of Directors:

- a. Administer the affairs of the Council in accordance with this Charter and policy as approved 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 boards, 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;
- e. Approve the scope of all proposals on behalf of the Council;
- f. Approve applications for Council membership; and
- g. Provide a report to the Institute at each of its scheduled Board of Directors meetings.

## **Section 2. Membership**

The Board of Direction shall consist of not less than nine (9), or more than fifteen (15) elected persons, plus a Chair. Board of Direction members shall be individuals selected from the designated representatives and alternates of the membership of the Council. The Chair shall be selected by the Board of Direction. A majority of members on the Board of Direction shall represent organizations using or causing the use of building professionals to evaluate, commission, operate and manage commercial building systems.

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

## **Section 3. Terms**

Initially, the Institute Board of Directors will appoint one-third of the members of the Council Board of Direction for a term of three (3) years, one third shall be appointed to a two-year term and one third shall be appointed to a one-year term. Following expiration of the two- and one-year term positions, subsequent terms shall all be three years. Subsequent Council Board of Direction Members shall be elected by the Council members in good standing. Board of Direction members shall not serve more than two consecutive full three-year terms. However, nothing in this section shall preclude a director, initially appointed to a one- or two-year term or appointed to fill an unexpired term, from being elected to two subsequent full terms.

## **Section 4. Vacancies**

Vacancies may be filled by the Board of Direction until the next annual meeting, at which time an election shall be held to fill the unexpired term.

## **Section 5. Recall**

Any member of the Board of Direction 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 6. Meetings**

The Board of Direction shall hold at least two (2) other meetings in addition to a meeting in conjunction with the Annual Meeting of the Council. Other meetings may be called by the Chair, upon majority vote of the Board of Direction, or upon written request of a majority of the Board of Direction, with ten (10) days written notice.

## **Section 7. Quorum**

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

## **ARTICLE V. OFFICERS**

### **Section 1. Officers**

The officers of the Board of Direction, who also shall be the officers of the Council, shall be the Chair, the Vice Chair and the Secretary. The officers and the immediate past chair shall function as the Executive Committee of the Board of Direction.

### **Section 2. Selection of Officers**

The Board of Direction, by majority vote, shall select the Chair. The Chair may be the designated representative of a member organization or an individual with an interest in the Council's purpose. For purposes of the Council, the Chair is a member of the Council, but shall not be the representative or alternate of any specific member organization during his term of office. If a member organization's designated representative or alternate is elected as Chair, the organization may designate an additional representative or alternate. The Vice Chair and the Secretary shall be selected by majority vote of the Board of Direction 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 of Direction.

### **Section 3. Terms**

The Chair, Vice Chair and the Secretary shall serve at the pleasure of the Board of Direction for a term of one (1) year beginning immediately following the Annual Meeting. No individual shall serve in any one office for more than three (3) consecutive one-year terms except that the Board of Direction may vote to extend the service of the Chair for one additional one-year term when it deems it has good and sufficient reason and supports that position with adequate documentation. Vacancies shall be filled for any unexpired term by the Board of Direction.

### **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 of Direction and of the Council. The Chair shall appoint, in counsel with the Board of Direction, 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 of Direction.
- 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) 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 of Direction as are required by law 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 of Direction.

## **ARTICLE VI. NOMINATIONS COMMITTEE**

### **Section 1. Functions**

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 of Direction that fulfills the requirement to maintain a balanced membership of the Board of Direction 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 those Board of Direction members who are not eligible for nomination or re-election that year. The Board of Direction Chair shall recommend individuals for Nominations Committee membership to the Board of Direction for its approval.

### **Section 3. Terms**

The term of the Nominations Committee shall begin prior to June 1 of each year 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 a Tellers Meeting, shall tally the ballots, determine those elected to the Board of Direction on the basis of the largest vote, and present the vote to the Board of Direction for announcement at the Annual Meeting. In case of a tie vote that will affect the Board of Direction's composition, the Board of Direction 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 of Direction.

## **ARTICLE VII. BOARD OF ADVISORS**

### **Section 1. Operations**

The Board of Advisors shall function under written rules and procedures approved by the Board of Direction.

## **Section 2. Membership**

Membership on the Board of Advisors shall be restricted to member organizations of the Council proposing to provide credentialing training or testing and the issuance of accreditation or credentials for the job categories being considered by the Council and who are selected by the Board of Direction. They shall be selected by the Board of Direction based on criteria established by the Board of Direction and submitted credentials and interviews. The Secretary shall make all such credentials available for review by the public.

## **Section 3. Purpose**

The Board of Advisors shall make recommendations to the Board of Direction on the membership of Subject Matter Expert Committees; provide the Board of Direction with recommendations on the development, approval or disapproval of guidelines; assist the Board in engagement of relevant stakeholders and dissemination of Council materials; and other tasks as assigned by the Board of Direction.

## **Section 4. Leadership**

The Board of Advisors, by majority vote, may select a Chair, Vice-Chair and Secretary 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 of Direction or the Board of Advisors. The Chair, Vice Chair and the Secretary shall serve at the pleasure of the Board of Advisors for a term of one (1) year beginning immediately following the Annual Meeting. No individual shall serve in any one office for more than two (2) consecutive one-year terms except that the Board of Advisors may vote to extend the service of the Chair for one additional one-year term when it deems it has good and sufficient reason and supports that position with adequate documentation. Vacancies shall be filled for any unexpired term by the Board of Advisors.

The duties and responsibilities of officers shall be as follows:

- a. Chair - The Chair shall serve as the principal spokesperson for the Board of Advisors, and preside at all meetings of the Board of Advisors. The Chair shall appoint, in counsel with the Board of Advisors, all committees, panels, and other units of the Board of Advisors and verify the review of all reports and other documents for reporting to the Board of Direction.
- 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) 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 Board of Advisors as are required by law or by these Rules and Procedures; 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 by the Chair or the Board of Advisors.

## **ARTICLE VIII. COUNCIL COMMITTEES**

### **Section 1. Operations**

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

### **Section 2. Term**

The Board of Direction, 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. 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 of Direction and the Institute's management prior to publication.

## **ARTICLE IX. SUBJECT MATTER EXPERT (SME) COMMITTEES**

### **Section 1. Operations**

The Board of Direction, by majority vote, shall establish an SME Committee for each scheme approved for development by the Board of Direction. All SME committees shall function under written rules and procedures approved by the Board of Direction.

### **Section 2. Term**

The Board of Direction, by majority vote, may create and terminate SME Committees, as it deems appropriate.

### **Section 3. Membership**

SME Committees shall be made up of no less than ten, but no more than 14 people. Membership shall not be restricted to members of the Council. Committee membership shall be determined by the Board of Advisors based on submitted qualifications with the advice and consent of the Board of Direction. The Council Secretary shall make qualifications available to the public.

#### **Section 4. Purpose**

The SME Committees shall, at the request of the Board of Direction, develop or revise and validate job task analyses; develop certification schemes, certificate program requirements and other guidance; and other tasks as assigned by the Board of Direction.

### **ARTICLE X. FINANCIAL AFFAIRS**

#### **Section 1. Membership Fees**

The Council shall establish annual membership fees but the Board of Direction may waive these fees for particular members. The Chair shall not be assessed a membership fee.

#### **Section 2. Funds**

Collected membership fee funds shall be used only to defray expenses of the Council authorized by its Board of Direction and subject to its approved budget.

#### **Section 3. Fiscal Year**

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

### **ARTICLE XI. ANTITRUST COMPLIANCE**

The Council 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 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, membership or any other meeting that can be construed to be convened or sanctioned by the Council.

### **ARTICLE XII. STAFF AND TECHNICAL CONSULTANTS**

#### **Section 1. Staff**

The Institute will provide executive direction and technical direction as requested by the Council Board of Direction subject to available funding approved by the Institute Board of Directors in the annual Council budget. The selection, retention, duties and responsibilities shall be determined by the Institute President in consultation with the Council Board of Direction. The annual performance evaluations of staff shall be performed by the Institute President or assigned staff manager in consultation with the Council Executive Committee.

#### **Section 2. Technical Consultants**

Neither the Chair nor any Board of Direction 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 of Direction action recorded in duly approved minutes or written ballot and recusal by the affected individual(s) on any action voted by the Board of Direction or subunit related to the paid activity.

### **ARTICLE XIII. 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 of Direction. Proposed amendments will be reviewed by the Board of Direction to certify their compliance with the Institute's enabling legislation and other applicable law, 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 acceptance by the Institute.