

CONSULTATIVE COUNCIL CHARTER

ARTICLE I. MISSION AND FUNCTIONS

Section 1. Mission

The mission of the Consultative Council (the Council) is to advise and support the National Institute of Building Sciences (the Institute) by making findings and recommendations for presentation by the Institute to the President of the United States on developing and applying science and technology to improve the built environment in the public interest through standards, codes, regulations, and industry practices affecting the design, construction and operation of buildings.

Section 2. Functions

The Council, acting subject to the authority of the Institute Board of Directors, will perform the following functions:

- 2.1 Communicate with the Institute and the building community with respect to matters of science and technology concerning the built environment;
- 2.2 Identify and prioritize industry issues for Council study and report;
- 2.3 Hold hearings on issues identified for study and report;
- 2.4 Provide, maintain and oversee a consensus process for projects and programs as described in the Consultative Council Consensus Procedures;
- 2.5 Create and supervise consensus topical committees;
- 2.6 Make and report Council findings concerning identified issues;
- 2.7 Develop, adopt and report recommendations to the Institute Board of Directors for submittal by the Institute in its Annual Report to the President of the United States on matters within the Institute's areas of authority and interest, as prescribed in the Institute's enabling legislation; and
- 2.8 Perform such other tasks as may be assigned by the Institute Board of Directors.

The Consultative Council is subject to the authority of the Board of Directors and acts in accord with the Institute Bylaws and policies, the provisions of this Charter and the approved Budget.

ARTICLE II. ORGANIZATION

Section 1. Composition

Council membership shall consist of organizations representing the following sectors of the building community:

- Consumer and General Interest - Consumers, users, academia, media, and public interest groups.
- Architects - Architects and related professionals in private practice.
- Engineers - Engineers and related professionals in private practice.

Federal Government - Officials and representatives of federal government agencies.
State and Local Government - Officials and representatives of state and local government, including code officials.
Building Construction - Building construction contractors, subcontractors, and utilities.
Labor Organizations - Building trade unions.
Housing - Builders, developers, and housing producers.
Building Materials and Products - Producers, manufacturers, and distributors of materials and products (including software) used in the building process.
Codes and Standards - Standards and model code developing organizations.
Real Estate, Finance and Insurance - Owners, real estate, financial, and insurance organizations.
Research, Testing and Other Services - Research organizations, testing laboratories, and other service organizations.

The size of the Council and the number of members in each of the sectors identified in Section 1 of this Article are not limited; provided, however, that the Institute will make all reasonable efforts to invite and appoint at least one member from each sector to the initial Council and, thereafter, to maintain a reasonable balance of membership among the twelve sectors identified in Article II, Section 1, recognizing that equality of membership among the sectors is not practical or necessary.

The Council may begin to act when at least 12 members representing at least seven different sectors have been appointed to membership.

Section 2. Member's Representative

Each member organization shall designate its chief staff officer or executive to occupy the member's seat on the Council, represent the member in all Council activities, and exercise the authority accruing to membership.

ARTICLE III. MEMBERSHIP

Section 1. Appointments

The Institute's Board of Directors, with advice from the Council, shall invite eligible organizations to join the Council and appoint as members those organizations that accept the Board's invitation and the obligations of membership. The Board shall make its invitations and appointments with due regard for the needs of the Council in terms of expertise, interest, representative balance among the building community sectors and Council finances.

Section 2. Eligibility

Any corporation, association, partnership, government agency or other entity, public or private, which represents the interests of one or more sectors identified in Article II, §1 shall be eligible for membership on the Council. Operating units, divisions and wholly owned subsidiaries,

which are under direct management control of a parent, shall not be treated as separate entities eligible for membership. For purposes of membership, the term “government agency” shall include any executive department, military department, independent agency, the Administrative Office of the United States Courts, the Legislative Branch of the United States Government or any office of such agency possessing delegated authority to take final action on behalf of the agency with respect to matters of design, construction, operation or maintenance of the built environment.

Section 3. Conditions of Membership

As a condition of appointment, members shall be required to file an organizational identifying document in a form prescribed by the Institute, agree to undertake the obligations of membership and pay the applicable membership fees. The member shall be responsible for making and maintaining a written identification of its representative in a form prescribed by the Council. Without appropriate credentials, an individual shall not be permitted to act as the representative of a member.

Section 4. Requirements for Continued Membership

Continued membership in the Council shall be based upon a member’s satisfactory fulfillment of its continuing obligations to the Council. These obligations include but are not limited to:

- a. participating as requested by the Council in the activities of the Council, including appropriate committee and membership meetings;
- b. discharging accepted Council responsibilities and adhering to the Council’s Organizational Rules and Procedures; and
- c. paying, on a timely basis, all dues and other financial obligations to the Council.

Section 5. Membership Fees

The Council shall establish and from time to time may change the annual membership fees by a vote of at least seventy-five percent (75%) of all members. Any such change will become effective thirty (30) days after notice of the change is sent to each member. Membership fees may be variable, depending upon the size of the organization and whether it is a public or private entity.

Section 6. Termination of Membership

A member shall be subject to immediate termination in the event it does not pay, on a timely basis, all fees and other financial obligations to the Council. A member may be terminated in the event such member is in breach of one or more of the other requirements of continued membership, conducts itself with flagrant disregard for the rules or policies of the Council, or if the Council determines that such continued membership would be clearly detrimental and/or adverse to the goals and purposes of the Council. Such termination may be effected by a vote of seventy-five percent (75%) of the entire Council at a duly called and convened meeting. Prior to such meeting, the affected member shall receive thirty (30) days written notice from the Council.

The decision of the Council shall be conclusive and no right of rehearing or appeal from the Council decision, administrative or judicial, shall be available to a terminated member.

Section 7. Withdrawal

A member may voluntarily terminate its membership by giving written notice to the Council.

ARTICLE IV. OFFICERS

Section 1. Officers

The officers of the Council shall be the chair, the vice chair, and the secretary, each of whom shall be the designated representative of a Council member.

Section 2. Appointment and Elections

The officers of the Council shall be appointed annually by the Council using the following procedures:

- 2.1 With permission of the individual, the Nominations Committee shall list eligible incumbent officers as candidates in their present or a higher office.
- 2.2 The Nominations Committee shall, having checked with potential candidates as to their availability, prepare a list of candidates with at least one name but preferably two for each position.
- 2.3 The Nominations Committee shall distribute to the Council at least 30 days before the Annual Meeting its list of officer candidates along with biographic information.
- 2.4 Immediately following adjournment of the Annual Meeting of the Council, the Chair shall call a meeting of the new Council and shall preside over the recognition of any retiring or withdrawing Council members, representatives or officers and seating of any new Council members or representatives. Following the seating of the new Council, nominations shall be accepted from the floor for each of the officer positions. When nominations are closed, the election of council officers shall be by majority vote and by secret ballot. The chair shall appoint three persons not standing for election as tellers to count the ballots.
- 2.5 Following the election process the Council Chair shall announce the election results.
- 2.6 The elected term for any officer is one full year. No officer holding the position of Chair or Vice-Chair may serve in the same position for consecutive terms. Officers holding the position of Secretary shall not serve more than two full consecutive terms in the same office. Each shall hold office until a successor has been elected or until the officer resigns or has been removed from office by the Consultative Council.

Section 3. Vacancies

Any vacancy in any office may be filled by a majority vote at any duly constituted meeting.

Section 4. Chair of the Consultative Council

The chair of the Consultative Council shall preside at all meetings of the Council, and function generally as the chief executive officer of the Council.

Section 5. The Vice Chair of the Consultative Council

In the absence of the chair, the vice chair shall act in all respects instead of the chair during such absence and shall perform such other duties as from time to time may be assigned.

Section 6. Secretary

The secretary shall perform all the duties incident to the office of the Secretary and such other duties as from time to time may be assigned.

ARTICLE V. MEETINGS OF THE COUNCIL

The Council shall hold an Annual Meeting, at the call of the chair, within thirty days prior to the Annual Meeting of the Institute Board of Directors, and such other meetings as the chair shall deem necessary to accomplish the work of the Council, upon the chair's call and ten days written notice. Meetings also shall be called at the request of a majority of members of the Council.

ARTICLE VI. CONDUCT OF BUSINESS

Section 1. Meeting Quorum

Meetings of the Council shall be duly constituted and officially ready for business when a simple majority of members is present through their qualified representatives. If a quorum is not present, actions may be taken subject to confirmation by letter ballot.

Section 2. Meeting Forum

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. Proxies

The member's Representative to the Council may designate a proxy to act for and in the name of the Representative at any meeting of the Council; provided, however, that the Representative may not authorize a proxy to vote on final approval of the Council's report and recommendations to the Institute for inclusion in the Institute's Annual Report to the President of the United States. The Representative may authorize a proxy by submitting a written designation of the proxy to

the Chair of the Council in a form acceptable to the Council in advance of the meeting at which the proxy is to act. The proxy shall have all authority to exercise the privileges of membership in the Council.

Section 4. Voting Privileges

Each participating Council member present at any meeting of the Council shall be entitled to one vote on any issue brought before the Council. The Council chair may vote only to break a tie vote or if such vote would result in reaching a threshold required under this charter or under the Council's Consensus Procedures.

Section 5. Voting Procedures

In a scheduled meeting of the Council, voting and approval of actions shall be conducted in accord with the Consultative Council Consensus Procedures then in effect. Vote abstentions shall be counted in the total of votes cast unless a unanimous vote is required in which case the abstention will be noted, but will not be counted in the total votes cast. All members present at meetings of the Council must cast a vote aye, nay or abstain on motions before the Council. 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. Consensus Procedures

The Council shall establish Consensus Procedures for approval of actions by the Council. Such Procedures shall be established and subject to amendment by approval of two-thirds of the Council.

Section 7. Conflict of Interest

Members of the Council and their representatives are subject to the Institute's Code of Ethical Conduct as it may apply to conflicts of interest.

Section 8. Rules of Order

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.

Section 9. Visitors and Guests

Meetings of the Council shall be open to all members of the Institute Board of Directors, Institute Staff and invited guests. Institute board members, Institute staff and invited guests may participate in meeting discussions but are not eligible to make motions, second motions or vote.

ARTICLE VII. STANDING COMMITTEES

Section 1. General

Except for the Steering Committee and Nominations Committee, chairs and members of standing committees shall be appointed by the Council Chair, with the advice and consent of the Council, immediately following the annual meeting, and shall serve until the next annual meeting. Standing committees will meet at the call of the committee chair.

Section 2. Steering Committee

The Steering Committee shall exercise all of the powers of the Consultative Council between meetings of the Council, subject to ratification at the next Council meeting. Records of all meetings and actions of the Steering Committee shall be maintained and presented at the next following meeting of the Council. The Steering Committee shall consist of the Chair, Vice Chair, and Secretary of the Consultative Council and two additional Council members nominated and elected by the Council.

Section 3. Nominations Committee

The Nominations Committee shall be responsible for selecting nominees for Council membership, vacancies and officers in accordance with Articles III and IV of these Rules. The Committee shall consist of a chair and two other members, nominated and elected by the Consultative Council. An incumbent officer shall not be a member of the Nominations Committee nor shall any member of the Nominations Committee be nominated for any Council office. Nominations Committee members shall have served not less than one year on the Council prior to election to the Committee.

ARTICLE VIII. TOPICAL COMMITTEES

Section 1. Function

Committees may be formed to conduct consensus projects, to address subjects of interest related to the Institute's mission, to hold hearings, to make findings and to make recommendations on issues assigned to the committee by the Council. The committees shall provide an opportunity for members having a common interest to work together under the guidance of the Consultative Council in pursuit of these interests and the objectives of the Institute.

Section 2. Composition

Membership on a Topical Committee shall be open to Council members, Institute Members and such other persons as the committee may deem necessary to contribute their expertise to the issue that is the subject of the committee's designated responsibility. The committee chair shall be appointed by the Council Chair with the advice and consent of the Council. Topical Committees shall meet at the call of the chair of the committee.

Section 3. Consensus Procedures

Where the Council has directed that a topical committee be formed and has determined that a building community consensus is required with respect to the subject matter of the project, the Topical Committee shall be formed and perform its work in accord with the Consultative Council Consensus Procedures then in effect.

ARTICLE IX. COUNCIL BUDGET

The Council shall operate in accord with an Annual Budget submitted to and approved by the Institute's Board of Directors at the Board's September meeting.

ARTICLE X. 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 from time to time 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.