

MULTIHAZARD MITIGATION COUNCIL CHARTER

ARTICLE I. MISSION AND FUNCTIONS

Section 1. Mission

The mission of the Multihazard Mitigation Council (hereinafter referred to as the Council) is to disseminate credible information and counsel on major policy issues involving multihazard disaster resilience and risk reduction. The Council will promote increased all-hazard (man-caused and natural) disaster resilience and risk reduction in the built environment as part of a whole building strategy. This strategy will focus on sustainable, economic, and practical solutions through effective research and policy making.

Section 2. Functions

The Council will perform the following functions:

2.1 Improve communication, coordination, cooperation, and technology flow among all entities and stakeholders involved with all hazards disaster risk reduction and resilience in the built environment.

2.2 Exchange information on emerging trends in technology and public sector policy and address building systems and software applications, such as geographic information systems based models and data maintenance and distribution platforms, that play a critical role in disaster resilience and risk reduction.

2.3 Promote deliberate consideration of multihazard risk reduction and resilience in all efforts that affect the planning - including location, design, construction, operation, and modeling - of the built environment.

2.4 Promote and conduct investigations, studies, and research and development activities related to disaster resilience and risk reduction in the building environment. The Council also will recommend the development of standards, guidelines and certification programs for execution by other appropriate organizations.

2.5 Serve as a focal point for the dissemination of credible information and sage counsel on major policy issues involving multihazard risk reduction and resilience.

The Multihazard Mitigation Council is subject to the authority of the Institute Board of Directors and acts in accordance with the Institute Bylaws and policies, the provisions of this Charter, and any approved budget.

ARTICLE II. ORGANIZATION

Section 1. Council Membership

Council membership shall be voluntary and open to all organizations and individuals having a substantial interest in the Council's purposes and are members in good standing of the Institute. Organizations may include, but are not limited to 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, academia, and consumer groups. An organization member shall be permitted to designate one person to act as the member's representative and to exercise the rights and responsibilities of membership.

Section 2. Size of Council

The size of the Council and the number of members are not limited provided, however, that the Council will make all reasonable efforts to maintain a reasonable balance of membership among industry sector and organizational interests, recognizing that equality of membership among sectors and organizations is not mandated.

Section 3. Admission of Members

To be admitted as a Council member, individual and 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 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 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 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 of Direction.

Section 6. Good Standing

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

ARTICLE III. CONDUCT OF COUNCIL BUSINESS

Section 1. Policy

The business of the Council shall be conducted in accordance with the Institute Bylaws, the Council Charter, 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 (1) 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. The Chair of the Board of Direction also shall call for a Council meeting upon majority vote of its Board of Direction or by petition of at least twenty (20) percent of the Council membership. At least fifteen (15) days written notice of such meetings shall be provided to all members.

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).

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

- 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 members present vote in favor. Abstentions shall reduce the number of persons required to reach quorum.
- b. Written ballots to the voting members of the Council shall be required in the following instances:
 1. All amendments to this *Charter* (see Article XI).
 2. All matters petitioned by ten (10) 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 members present at a Council meeting.
 3. Ratification of Council business where a meeting quorum is absent.

- c. Written ballots may be requested and returned by post, e-mail, fax, or other means that provides a tangible record of the vote.
- d. Failure to vote three consecutive times on written ballots shall result in removal from Council membership.

ARTICLE IV. BOARD OF DIRECTION

Section 1. Duties and Responsibilities

The Board of Direction shall:

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

Section 2. Membership

The Board of Direction shall consist of not more than twenty (22) elected persons plus a Chair, Vice-Chair and Secretary. Board of Direction members shall be selected from among the designated representatives of the Council's members. Membership of the Board of Direction shall be broadly representative of all interests in the Council.

Section 3. Terms

The initial appointment of the Board of Direction and Officers shall be made by the Institute Board of Directors. The initial Officers of the Board of Direction shall serve until the election held in conjunction with the second Annual Meeting of the Council that follows. 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. All members shall have the right to vote on the selection of officers. The initial 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 Annual Meeting. Afterwards, one-third of the members of the Board of Direction whose terms expire will be elected by majority vote of the Council members at the Annual Meeting for a term of three (3) years.

Section 4. 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 5. Termination of Membership

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 of Direction can be removed by simple majority vote of the Council's voting membership upon petition by twenty (20) percent of the members of the Council.

Section 6. 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 7. Quorum

A quorum for conduct of the business of the Board of Direction shall be a simple majority of the Board of Direction members holding office. Only those individuals elected to the Board of Direction, not alternates, substitutes or observers, are counted in constituting a quorum.

Section 8. Voting

All issues require a simple majority for passage. Only those individuals elected to the Board of Direction, not alternates, substitutes or observers, are authorized to act on matters coming before that body.

ARTICLE V. OFFICERS

Section 1. Officers

The officers of the Board of Direction shall be the Chair, the Vice Chair, and the Secretary.

Section 2. 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 the Council. The Chair, in counsel with the Board of Direction, shall appoint individuals to serve on all Council committees and to fill vacancies on the Board of Direction and all Council committees, and shall 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 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 of Direction as are required by law, by the Council, or by other Council-adopted rules and procedures; (3) sign such instruments as require the signature of the Secretary; and (4) 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 AND ELECTIONS

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 and name its Chair. At least sixty (60) days prior to a scheduled Annual Meeting of the Council, this Committee shall name a slate of nominees from among the Council's membership for election to the vacant seats on the Board of Direction. The Committee shall solicit recommendations from the full membership of the Council and make a concerted effort to provide a balanced slate that broadly represents all interests of the Council.

Section 2. Membership

The Nominations Committee shall be composed of a minimum of five (5) individuals selected from among the Council's membership. Board of Direction members who are subject to re-election in that year shall be ineligible to serve on the Nominations Committee. The Council Chair shall recommend individuals for Nominations Committee membership to the Board of Direction for approval. No more than two may be members of the preceding year's Nominations Committee.

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. Elections

The Nominations Committee shall distribute the slate of candidates, with space for write-in candidates, to ballot by the full membership of the Council not less than forty-five (45) days prior to the Annual Meeting. Executed ballots must be received by the Nominations Committee not less than fifteen (15) days prior to the Annual Meeting. Upon receipt of ballots, the Nominations Committee shall tally the votes, 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 Council community on the Board of Direction.

ARTICLE VII. COUNCIL COMMITTEES

Section 1. Operations

All Council committees shall function under written rules and procedures approved by the Board of Direction. Administrative committees, or standing committees, shall be those deemed by the Board of Direction as necessary to carry about on-going operations of the Multihazard Mitigation Council.

- 1.1 All Committees, ad-hoc and standing, shall be reviewed at the annual meeting to determine the necessity and viability of the committee.

Section 2. Term

The Board of Direction, by majority vote, may create and terminate such subunits as it deems appropriate. Administrative or standing committees shall have membership terms of one-year and re-appointment can be made by the executive committee with ratification by majority vote of the Board of Direction. There are no limits on terms for standing committee members.

Section 3. Membership

Membership on other than administrative committees shall not be restricted to the Council's membership.

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

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

Section 6. Communications

Communications by committees intended for public release and representing the Council shall be reviewed and approved by the officers of the Board of Direction prior to issuance and be subject to the Institute Policy on Publications.

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

Council Members shall be in good standing as members of the Institute.

ARTICLE IX. STAFF AND CONTRACTED WORK

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 of Direction member or any organization he or she represents shall serve as a paid contractor or consultant to the Multihazard Mitigation Council unless specifically exempted from this prohibition by Board of Direction action and recusal by the affected individual(s) on any action voted by the Board of Direction related to the paid activity.

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 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 XI. AMENDMENTS

Proposed amendments to any article of this Charter 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 shall be reviewed by the Board of Direction prior to submission to the Council membership for ballot. The Secretary 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. Amendments mandated by the Institute Board of Directors will be deemed adopted upon publication.