

OFF-SITE CONSTRUCTION COUNCIL

CHARTER

ARTICLE I. ESTABLISHMENT

The Off-Site Construction Council (Council) is established as a voluntary program of the National Institute of Building Sciences (Institute), a District of Columbia nonprofit corporation, to carry out the purposes and perform the functions set forth in this Charter, subject to the authority of the Board of Directors of the Institute, and in accord with the rules and procedures stated herein as well as those of the Institute.

ARTICLE II. MISSION

The mission of the Council is to serve as a research, education, and outreach center for relevant and current information on off-site design and construction for commercial and multifamily buildings.

ARTICLE III. SCOPE

The OSCC:

- Provides a neutral forum for off-site construction interest groups across materials and construction types to share information and solidify the expert base of the off-site construction sector;
- Fosters partnerships and integration of industry designers (architects and engineers) with builders (manufacturers, fabricators and contractors) to increase the productivity of the construction sector and promote knowledge sharing across the building industry disciplines;
- Provides a mechanism for industry and academia to work through knowledge transfer partnerships to advance off-site methods and practices by identifying gaps in research, R&D to commercialization of off-site systems, and promote, collect and disseminate findings and best practices in off-site construction;
- Utilizes the partnerships identified above to encourage development and identification of best practices, standards and guidance for off-site construction sectors in connection with other Institute councils and industry groups, promoting an integrated approach to building science/technology delivery for the construction sector.

ARTICLE IV. MEMBERSHIP

Section 1. Eligibility

Membership in the Council is open to any individual or organization engaged directly or indirectly in activities supporting the purpose, mission and scope of the Council as stated in Article II and III and a member in good standing of the Institute.

- a. **Organizational Members:** Public or private sector organizations supportive of the Council's purpose and objectives and who agree to work towards the realization of the Council's objectives shall be eligible to join. Each member shall designate a primary and alternate individual who will serve as their representative with the authority to vote on items before the Council. The Council Board of Direction may by majority vote establish categories of Organizational Members based on their primary trade, occupational, or business affiliation.
- b. **Individual Members:** This category shall include any individual not included in the above category.

Section 2. Admission of Members

Eligible individuals and organizations will be admitted as members upon filing a completed Membership Application and payment of the applicable dues. Each organizational member will designate a representative and alternate to the Council.

Section 3. 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, through its designated representatives, in the activities of the Council including appropriate committee and membership meetings;
- b. adhering to the Council's Charter; and
- c. paying, on a timely basis, all dues and other financial obligations to the Council and the Institute.

Section 4. Membership Fees

The Council may establish and from time to time change the annual membership fees by a vote of at least seventy-five percent (75%) of votes cast. Any such change will become effective ninety (90) days after notice of the change is sent to each member.

Section 5. Termination of Membership

A member shall be subject to immediate termination in the event it does not pay, on a timely basis, all dues and other financial obligations to the Council. Any 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, including its antitrust policy, 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 only by a vote of seventy-five percent (75%) of votes cast. Prior to such meeting, the affected member shall receive thirty (30) days written notice from the Council. 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 member. A member may terminate

its membership by giving written notice to the Council. The member will receive no reimbursement.

Section 6. Meetings

The Council shall hold at least one members' meetings annually. The meeting shall be announced to the Council membership with at least 30 days notice. Other meetings of the Council may be called by the Chair with the approval of a majority of the Executive Committee. Robert's Rules of Order (most recent edition) shall govern the transaction of all business of the Council membership. A quorum for the conduct of business shall be more than twenty-five percent (25%) of the voting members of the Council. All matters submitted to a vote during meetings of the Council membership shall be considered passed if a simple majority of the quorum present votes in favor. The lack of a duly constituted quorum shall not preclude those in attendance from conducting business provided that the minutes are distributed and action items are balloted and accepted by Council membership. Minutes shall be kept of all meetings.

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 7. Voting

In any situation in which voting by members is called for, each voting member in good standing, through its duly authorized representative, shall be entitled to cast one (1) vote on each matter submitted to a vote of members. A member may change its representative at any time by written notification to the Secretary. At any meeting of members, 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. Any electronic message shall be deemed to be sufficient written communication, including voting. Mail ballots may be requested and returned by post, e-mail, fax or other means that provides a tangible record of the vote.

Section 8. Policy

The business of the Council shall be conducted in accordance with the Institute's Congressional authorizing legislation, Articles of Incorporation, Bylaws and status as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Service Code, this Charter, and the duly adopted policies, rules, and procedures of the Council and the Institute.

Section 9. Visitors and Guests

Any individual, whether a member of the Council or not, shall be entitled to attend meetings of the Council or any of its committees except when closed sessions are duly held. Such visitors

and guests may participate in meeting discussions but are not eligible to make motions, second motions or to vote.

ARTICLE V. BOARD OF DIRECTION

Section 1. Duties and Responsibilities

The Council Board of Direction, subject to the oversight and authority of the Board of Directors of the Institute, shall: (a) administer the affairs of the Council; (b) through the Institute's president, assign responsibility to the Council senior staff officer; (c) assign responsibility to all committees, panels, and other units of the Council necessary to conduct the Council's business; (d) develop and propose an annual budget for the Council; (e) review and approve all reports and other documents containing findings, conclusions and recommendations of the Council and its Committees before public release; (f) make reports to the Board of Directors of the Institute; (g) solicit participating members for the Council, and (h) raise funds for the programs of the Council. The Board of Directors of the Institute shall have ultimate authority to approve the Council budget, to approve and authorize the execution of contracts related to the Council program and activities, and to approve, prior to their release, all public reports, studies and other documents.

Section 2. Membership

No two designated representatives of any one corporation or its subsidiaries can serve concurrently as Directors of the Council. The Council Board of Direction shall include:

- a. At least nine directors and no more than 13 elected by and from the members in good standing.
- b. The immediate Past-Chair of the Council. In the event the immediate Past-Chair is not available to serve, the immediate Past-Chair position shall be appointed by a simple majority vote of the Board of Direction from the membership in good standing.
- c. A Board Member representative appointed by the Institute Board of Directors shall serve as an ex-officio member of 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 terms of members of the Council Board of Direction appointed by the Institute Board of Directors, subsequent members of the Council Board of Direction shall be elected by Members in good standing. Following expiration of the two- and one-year term positions, subsequent terms shall all be three years. Board 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 Council Board of Direction for an unexpired term.

Section 5. Inability of Directors to Fulfill Responsibilities

In the event that an elected person is unable to fulfill his/her responsibilities that person is required to vacate the Council position.

Section 6. Removal of Directors

Elected persons may be removed from office with an affirmative vote of 75% of the Council members.

Section 7. Meetings

The Council Board of Direction shall hold one annual meeting and other meetings as called by the Chair and majority of the Council Board of Direction.

Section 8. Quorum

A quorum for conduct of the business of the Council Board of Direction shall be a simple majority of the current members, not to include ex-officio members.

Section 9. 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.

Section 10. Indemnification

Members of the Council Board of Direction shall be indemnified in accordance with Article X, Section 1 of the Bylaws of the Institute.

Section 11. 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 12. Robert's Rules

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.

ARTICLE VI. OFFICERS

Section 1. Officers

The officers of the Council shall be the Chair, Vice-Chair and Secretary.

Section 2. Selection of Officers

The officers (Chair/Vice-Chair/Secretary) shall be elected by majority vote of the Council from among its members. Elected officers are eligible to serve two consecutive terms in each office. Elected officers must be, and maintain, individual membership or be designated as a representative from a member organization. Initial officers are to be appointed by the Institute Board of Direction.

Section 3. Terms

The officers shall serve at the pleasure of the Council for a term of two (2) years beginning immediately following the meeting at which they are elected.

Section 4. Duties and Responsibilities

The duties and responsibilities of officers shall be as follows:

- a. Chair. The Chair shall serve as the chief elected officer and representative of the Council and shall preside at all meetings of the Council. The Chair shall appoint with confirmation by the Executive Committee all committees, panels, and other working groups of the Council. The Chair shall report on the activities of the Council at Institute Board meetings.
- b. Vice-Chair. The Vice-Chair shall act for the Chair in all respects during the temporary absence of the Chair and execute such other duties as may be assigned and delegated by 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 as required by law or by this Charter; (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.

Section 5. Interim Succession

If the Chair position is vacated/removed the Vice Chair will assume the position of Council Chair. If any other Officer position is vacated, the Council Chair shall temporarily fill the open position(s) by promoting/appointing an existing Executive Committee member (with the consensus of the balance of the Executive Committee) to the opening(s).

Section 6. Officer Election

Interim Officers shall serve in the capacities defined in Article VI. At the next annual election, the Nomination Committee shall present a full and proper slate to the Council.

ARTICLE VII. EXECUTIVE COMMITTEE

Section 1. Functions

In the intervals between meetings of the Council, the Executive Committee may meet and may exercise any authority delegated by the Council.

Section 2. Composition

The Executive Committee will be composed of the current Council Officers, the immediate Past Chair and one at-large member elected by the Council membership. Institute staff will provide support as needed.

Section 3. Interim Succession

In the event that the at-large Executive Committee member seat is vacant, the Chair shall appoint a member in good standing from the general Council membership (with the consensus of the balance of the Executive Committee). Interim Executive Committee members shall serve in the capacities defined in Article VII. At the next annual election, the Nomination Committee shall present a full and proper slate to the Council.

ARTICLE VIII. NOMINATIONS COMMITTEE

Section 1. Composition

The Nominations Committee shall consist of four (4) members appointed by the Chair of the Council, subject to the concurrence of the Council. In addition, the immediate past Council Chair shall serve as Chair of the Nominating Committee.

Section 2. Functions

Thirty (30) days prior to the Council's meeting, the Nominations Committee shall submit a slate of nominees for Council officers and Board of Direction Members to the Council for election.

Section 3. 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 Council members.

ARTICLE IX. OTHER COMMITTEES AND PROJECTS

Section 1. Operation

The Council, by majority vote of the quorum, may create and terminate committees (other than the Executive Committee and Nominating Committee) and projects as it deems appropriate, subject to the concurrence of the Executive Committee.

Section 2. Membership

Participation on individual committees need not be restricted to Council representatives. Any person who is not a Council member will be non-voting. Representatives from each Council member shall be limited to one vote per committee per member organization.

Section 3. 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.

Section 4. Committee and Project Leadership

Leadership of other committees and project activities shall be appointed by the Council Chair. Such leaders serve at the pleasure of the Council Chair.

ARTICLE X. 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 Executive Committee. The Council shall not have the authority on its own to bind the Institute.

Section 2. Minimum Funding

The Institute Board of Directors may require that the Council maintain a minimum level of annual income either through membership fees, donations or project contracts.

Section 3. Fiscal Year

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

ARTICLE XI. STAFF

Section 1. Senior 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. Support Staff

The Institute will provide support staff as requested by the Council Board of Direction subject to available and approved funding. The selection, retention, duties, responsibilities, and titles of the staff shall be determined by the Institute President in consultation with the Council Board of Direction.

Section 3. Technical Consultants

Technical consultants to the Council will be retained by the Institute as requested by the Council, subject to available and approved funding. 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 XII. 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 XIII. TRANSACTIONAL CONFLICTS OF INTEREST

Whenever any member of the Council first becomes aware that he or she has or may have any direct or indirect actual or potential conflict of interest with the Council concerning any matter that is before the Council, that member shall promptly disclose the existence of that conflict of interest to the Council, whether or not the conflict has been previously disclosed. Full disclosure of the nature and details concerning the conflict is encouraged but not required, so long as the existence of the conflict is disclosed. Any such disclosure shall be duly recorded in the minutes. If the member makes full disclosure of the nature and details of the conflict, the member may thereafter engage in any discussion on the matter and may vote, unless the Council believes that the nature and extent of the conflict of interest warrants the member's exclusion from either or both of the discussion and vote. If the member does not make full disclosure, he or she thereafter must leave the meeting room during any discussion or vote on the matter.

ARTICLE XIV. AMENDMENTS

Proposed amendments to this Charter may be offered by the Executive Committee or a written petition of at least twenty-five percent (25%) of the members of the Council. The proposed amendments will be passed by a 2/3 affirmative vote of the quorum of the voting members of the Council. Proposed amendments will be reviewed by the Institute. The proposed amendments will be submitted to the Institute's Board to certify their compliance with the Institute's Congressional authorizing legislation, Articles, Bylaws and tax-exempt status. The Secretary shall cause such duly authorized proposed amendments to be submitted to the full membership for written/electronic ballot. All passing amendments shall be approved by the Institute Board.

Approved by the Institute Board of Directors, September 26, 2014