

BUILDING SEISMIC SAFETY COUNCIL CHARTER, ORGANIZATIONAL RULES, AND PROCEDURES

ARTICLE I. CHARTER

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 provisions for use by the building community. For the purposes of the Council, the building community is taken to include all those involved in the planning, design, construction, regulation, and utilization of buildings.

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

The membership of the Council is open to all professional societies, and labor, trade, model code, voluntary standards, public interest, and public agency organizations which 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 (Board). 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 accompanied by filing a notice of such change with the Secretary.

Section 3. 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. Alternates of representatives elected to the Board are not authorized to act on matters coming before that body. 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 4. 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 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 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 preferably during November of each year with at least (30) days notice. Other meetings will be called by the Chairman 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.

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. 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 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; 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. 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.
 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.

- 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 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 the senior staff officer, 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;
- 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 meetings.

Section 2. Membership

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

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. Vacancies

Vacancies may be filled by the Board 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 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 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 Chairman, upon majority vote of the Board, or upon written request of a majority of the Board, with ten (10) days written notice.

Section 7. Quorum

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

ARTICLE V. OFFICERS

Section 1. Officers

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

Section 2. Selection of Officers

The Chairman shall be selected by majority vote of the Board from individuals who are not necessarily the designated representatives of member organizations. For purposes of the Council, the Chairman is a member of the Council but shall not be the representative or alternate of any specific member organization during his term of office. The Vice Chairman 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 Chairman, Vice Chairman, and the Secretary shall serve at the pleasure of the Board 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 may vote to extend the service of the Chairman 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.

Section 4. Duties

The duties and responsibilities of officers shall be as follows:

- a. Chairman - The Chairman shall serve as the principal spokesperson for the Council, and preside at all meetings of the Board and of the Council. The Chairman 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.
- b. Vice Chairman - The Vice Chairman shall act for the Chairman in all respects during the temporary absence of the Chairman.
- 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 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 Chairman or the Board.

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 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 those Board members who are not eligible for nomination for re-election that year. The Board Chairman shall recommend individuals for Nominations Committee membership to the Board 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 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. 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.

ARTICLE VIII. FINANCIAL AFFAIRS

Section 1. Membership Fees

The Council shall establish annual membership fees but the Board may waive these fees for particular members. The Chairman 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 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 IX. STAFF

Section 1. Staff

The selection, retention, duties, responsibilities, and titles of the senior staff designee and deputy shall be determined by the Council's Board in consultation with the Institute's President, and the annual performance evaluations of these individuals shall be performed by the Executive Committee of the Board in consultation with the Institute's President.

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 unless specifically exempted from this prohibition by Board action and recusion by the affected individual(s) on any action voted by the Board 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 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 acceptance by the Institute.