

CHARTER

High Performance Building Council

(1/24/08)

ARTICLE 1. ESTABLISHMENT

The High Performance Building 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 2. VISION

The Council's vision is harmonized standards—in place and used—that result in high performing buildings.

ARTICLE 3. MISSION

The mission of the Council is to seek industry consensus to establish and update the definition of high performance buildings and to promote the harmonization of industry standards to meet that definition and encourage the production of high performance buildings throughout the United States.

ARTICLE 4. SCOPE

The Council will identify high performance building standards, guidelines, rating and certification programs (existing and needed); stimulate innovation within the buildings industry; reduce barriers to the deployment of high performance building technology; and, promote understanding of whole building (harmonized) performance.

ARTICLE 5. MEMBERSHIP

Section 1. Eligibility. The membership in the Council is open to any non-profit organization or governmental agency engaged directly or indirectly in activities supporting the purpose, mission and scope of the Council as stated in ARTICLE 2, 3 & 4.

Section 2. Admission of Members. Eligible organizations will be admitted as members upon filing a completed Membership Application and payment of the applicable dues. Each member will designate a representative and alternate to the Council. The Council will strive to create and maintain a membership having a reasonable representation from standards development organizations, professional societies, trade associations, and government agencies.

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.

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 two 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 fifty per cent (50%) 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.

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.

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.

ARTICLE 6. OFFICERS

Section 1. Officers. The officers of the Council shall be the Chair, Vice-Chair, Secretary, and Treasurer.

Section 2. Selection of Officers. The officers (Chair/Vice-Chair/Secretary/Treasurer) 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, designation as a representative from a member organization.

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 NIBS 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
- d. Treasurer. The Treasurer shall: (1) review the Council's financial reports prepared by the Institute; (2) maintain a liaison with the Institute's financial officers to provide guidance and oversee the accounting and administration of council funds; (3) report on the financial condition of the Council at Council meetings and when otherwise deemed appropriate; (4) coordinate fundraising activities; (5) prepare an annual budget; and (6) monitor expenditures as authorized by the Council.

ARTICLE 7. 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 five elected Council members. NIBS staff will provide support as needed.

Section 3. Inability of Executive Committee Volunteers 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 4. Removal of Executive Committee Volunteers. Elected persons may be removed from office with an affirmative vote of 75% of the Council members.

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). In the event that one of the five elected council seats 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).

Section 6: Officer Election. Interim Officers and Executive Committee volunteers shall serve in the capacities defined in Articles 6 and 7. At the next annual election, the Nomination Committee shall present a full and proper slate to the Council.

Section 7: Emergency Action. In the event that there are three or more vacancies within the Executive Committee during any given election cycle, an emergency meeting of the remaining members of the Executive Committee shall be held (with proper notice provided to all Council members) to convene the

Nominating Committee and to give further direction for filling the vacancies.

ARTICLE 8. 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. 30 days prior to the Council’s meeting, the Nominations Committee shall submit a slate of nominees for Council officers 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 9. 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 designated representative of 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 10. 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. Fiscal Year. The fiscal year of the Council shall be the same as that of the Institute. (Currently October 1 – September 30)

ARTICLE 11. 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 12. 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 13. 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 ad hoc High Performance Building Council on November 2, 2007. Approved by the NIBS Board of Directors on January 24, 2008.