

# MULTIHAZARD MITIGATION COUNCIL CHARTER

## ARTICLE I. CHARTER

### Section 1. Purpose and Scope

The purpose of the Multihazard Mitigation Council (hereinafter referred to as the Council) is to reduce the total costs associated with natural and other related hazards to buildings by fostering and promoting consistent and improved multihazard risk mitigation strategies, guidelines, practices, and related efforts.

Total costs are considered to include the direct and indirect cost of deaths and injuries; property damage; business, personal, and governmental/civil disruptions; disaster assistance and emergency services; and redundant or duplicative mitigation measures associated with training, planning, programming, design, construction, operation, maintenance, and enforcement.

The scope of the Council's interests is diverse and reflects the concerns and responsibilities of all those public and private sector entities involved with building and nonbuilding structure and lifeline facility research, planning, design, construction, regulation, management, and utilization/operation and the hazards that affect them. In recognition of this diversity, the Council believes that appropriate multihazard risk reduction measures and initiatives should be adopted by existing organizations and institutions and incorporated into their legislation, regulations, practices, rules, relief procedures, and loan and insurance requirements whenever possible so that these measures and initiatives become part of established activities rather than being superimposed as separate and additional. Further,

the Council's activities are structured to provide for explicit consideration and assessment of the social, technical, administrative, political, legal, and economic implications of its deliberations and recommendations.

### Section 2. Establishment

The Council is established as a voluntary advisory, facilitative body 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.

### Section 4. Goals

To achieve its purpose, the Council shall conduct activities and provide the leadership needed to:

- a. Improve communication, coordination, and cooperation among all entities involved with mitigation.
- b. Promote deliberate consideration of multihazard risk reduction in all efforts that affect the planning including location, design, construction and operation of the built environment.
- c. Serve as a focal point for the dissemination of credible information and sage counsel on major policy issues involving multihazard risk mitigation.

## **ARTICLE II. MEMBERSHIP**

### **Section 1. Classification of Council Members**

The Council's membership shall be composed of organizational members and affiliate members.

### **Section 2. Qualifications**

- a. Organizational membership in the Council is open to all nonprofit organizations and government agencies with an interest in or involvement with hazard risk mitigation and management including, but not limited to, the following:
1. Organizations and associations involved in hazard risk mitigation activities for the built environment.
  2. Professional and technical societies of architects, engineers, planners, specialist consultants, builders, contractors, subcontractors, and others.
  3. Organizations and associations of materials and products manufacturers and suppliers.
  4. Organizations of model code and building regulatory officials, insurers, trade and labor organizations, lenders and lending institutions, building and facilities owners and managers, consumers, and the public interest.
  5. Standards development and testing and research organizations.
  6. Organizations and associations involved in preparedness, response and recovery.
- b. Affiliate membership is open to any individual or entity desiring notification of Council activities and meetings and wishing to participate in the Council's business as well as receive information supplied by the Council to its members.

### **Section 3. Admission of Members**

To be admitted as a Council member, nonprofit organizations and associations and government agencies qualified to be organizational members shall file a completed membership application with the Secretary of the Council for approval by

the Board of Direction. To be an affiliate member, an individual, organization, association, etc., shall file a completed application for affiliate membership.

Although membership on the Council is not limited, the Board of Direction shall use its judgment to maintain a reasonable balance of interests in the Council, in all Council projects and activities, and on all Council committees, panels, and other working groups.

Each organizational member shall designate a representative and an alternate authorized to act on behalf of the organization. Affiliate members that are organizations, associations, etc., shall designate a representative to serve as the point of contact between the Council and the entity. The designated representatives of organizational members should be individuals who will actively promote the purpose and objectives of the Council. Any change in the designated representative or alternate 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 organizational member shall be entitled to one (1) vote on all matters brought before the Council. Affiliate members shall have the privilege of the floor and are entitled to vote on committee issues but not on Council matters. All members shall receive notice of meetings, summaries of such meetings, and other appropriate documentation of the affairs of the Council.

### **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. Repeated failure to return mail ballots may be considered a cause for removal.

## **ARTICLE III. CONDUCT OF COUNCIL BUSINESS**

### **Section 1. Policy**

The business of the Council shall be conducted in accordance with the NIBS Bylaws; the charter of the Council; and the policies, rules, and

procedures established by vote of the voting 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 with at least sixty (60) days notice. The Chair also shall call for a Council meeting upon majority vote of its Board or by petition of at least twenty (20) percent of the voting members; at least fifteen (15) days written notice of such meetings shall be provided all members.

## **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 ten percent (10%) of the voting members of the Council and 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**

- 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, Non Voting. "Yes with Reservations" and "No" votes shall be accompanied by a complete explanation of the basis for the vote.
  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. Meeting Summaries and Annual Report**

Summaries shall be kept of all meetings of the Council and its committees and shall be approved by the members attending the meetings. Approved summaries 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 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 responsibility to the senior staff officer 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;
- 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 NIBS Board at each of its scheduled meetings.

### **Section 2. Membership**

The Board shall consist of twenty-one (21) elected persons plus a Chair. Board members shall be selected from among the designated representatives of the Council's voting members. The Chair shall be selected by the Board.

Membership of the Board shall be broadly representative of all interests in the Council.

At any time that a Board member other than the Chair ceases to be the designated 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 elected three (3) year terms.

### **Section 4. Vacancies**

Vacancies shall be filled by the Chair, in consultation with 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 voting membership upon petition by twenty (20) percent of the voting members of the Council.

### **Section 6. Meetings**

Each year, the Board shall meet at least three (3) times in addition to meeting in conjunction with the Annual Meeting of the Council. Other meetings may be called by the Chair upon majority vote of the Board or upon written request of a majority of the Board members. Board members shall be given at least ten (10) days written notice of all Board meetings.

### **Section 7. Quorum**

A quorum for conduct of the business of the Board shall be a simple majority of the Board members then holding office.

### **Section 8. Voting**

Only those individuals elected to the Board, not alternates or substitutes, are authorized to act on matters coming before that body and are counted in constituting a quorum.

## **ARTICLE V. OFFICERS**

### **Section 1. Officers**

The officers of the Board shall be the Chair, the Vice Chair, and the Secretary. The officers shall function as the Executive Committee of the Board.

### **Section 2. Selection of Officers**

The Chair shall be selected by majority vote of the Board. For purposes of the Council, the Chair also is a member and Chair of the Council but shall not be the designated representative or alternate of any voting member during his or her term of office.

Should the Chair be selected from the membership of an elected Board, the Chair's prior position on the Board shall be deemed a vacancy. The Vice Chair and the Secretary shall be selected by quorum majority vote of the Board from among its members.

Each such officer shall hold office until a successor is duly elected and qualified or until resignation or removal by the Board.

### **Section 3. Terms**

The Chair, Vice Chair, and 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 (1) year terms. 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. Chair -- The Chair shall serve as the principal spokesperson for the Council and preside at all meetings of the Board and the Council. The Chair shall appoint, in counsel with the Board, individuals to serve on all Council committees, shall appoint replacements for vacancies on the Board 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.
- 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) 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, 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.

## **ARTICLE VI. NOMINATIONS COMMITTEE**

### **Section 1. Functions**

At least 120 days prior to the anniversary of the seating of the Board of Direction, the Chair, with the approval of the Board, shall appoint a Nominations Committee. At least sixty (60) days prior to a scheduled Annual Meeting of the Council, this Committee shall submit to the Secretary a slate of nominees from among the designated representatives of the Council's voting membership for election to the vacant seats on the Board. In drawing up the slate, the Committee shall first solicit recommendations from the full membership of the Council and shall make a best effort attempt to provide a slate that is broadly representative of all segments and interests of Council.

### **Section 2. Membership**

The Nominations Committee shall be composed of a minimum of five (5) individuals selected from among the designated representatives of the Council's voting membership. Board members who are subject to re-election in that year shall be ineligible to serve on the Nominations Committee. The Chair shall recommend individuals for Nominations Committee membership to the Board for its 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 and shall expire with the Annual Meeting.

### **Section 4. Elections**

The Secretary shall submit the slate of candidates from the Nominations Committee, with space for write-in candidates, to ballot by the full voting 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 Committee selected from among Board members, 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 Council 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 subunits as it deems appropriate.

### **Section 3. Membership**

Membership on other than administrative committees shall not be restricted to the designated representatives of the Council's voting 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 prior to publication. (See also Article III, Conduct of Council Business.)

## **ARTICLE VIII. FINANCIAL AFFAIRS**

### **Section 1. Membership Fees**

The Council shall establish annual membership fees; however, the Board may waive these fees for particular organizational members. The Chair 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 4. Fiscal Year**

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

## **ARTICLE IX. STAFF AND CONTRACTED WORK**

### **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 NIBS President, and the annual performance evaluations of these individuals shall be performed by the Executive Committee of the Board in consultation with the NIBS 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 voting members of the Council or by majority vote of the Board. Proposed amendments shall be reviewed by the Board to certify their compliance with statutes referenced in Article I, Section 3, prior to submission to the voting membership for ballot. The Secretary of the Council shall cause such duly authorized proposed amendments to be submitted to the full voting 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.