

CHARTER

buildingSMART Alliance

*A program of the National Institute of Building Sciences (NIBS)
December 21, 2006*

FOREWORD: NIBS recognizes the value and significance of establishing and furthering the buildingSMART Alliance as a cooperative public/private effort to significantly advance the widespread use of interoperability and the coordinated use of innovative information technology (IT) by the nation's fragmented building industry. Through the leadership and resources of NIBS' buildingSMART Alliance, there is strong potential to help greatly improve the U.S. construction industry, through the development and application of integrated process, and open data standards, to achieve dramatic time and cost savings in the design, construction, maintenance and operation of the constructed environment. A unified buildingSMART Alliance has the potential to secure funding from public and private sources to efficiently and cooperatively support coordinated initiatives aimed at providing industry-wide integration, interoperability and the improved use of IT.

ARTICLE 1. ESTABLISHMENT

The buildingSMART Alliance (Alliance) is established as a 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. PURPOSE

The purpose of the Alliance is to provide and promote methods for the integration of all facility life-cycle processes that embody the planning, construction, operation, occupancy and disposal of the built environment through the dynamic and interoperable exchange, use and retention of digital representation, and the functional characteristics of accurate and useful information.

ARTICLE 3. OBJECTIVES

The objectives of the Alliance are to provide: (a) an organization for members to work together to provide technical, balanced and representative oversight of participating programs and activities meeting the purpose stated in ARTICLE 2, (b) a coordination point for fund raising and uniform marketing of member programs, and (c) a centralized process for strategic planning, resource allocation and decision making for the member programs.

ARTICLE 4. SCOPE

The Alliance will raise resources needed to conduct, coordinate, promote and sponsor research and development activities related to the dynamic information exchange in the building community, establish consortia arrangements, conduct forums and workshops, manage research and research-related projects, disseminate information, and review work performed by others. The Alliance may develop (or support the development of) and recommend standards, guidelines and conformity assessment programs; stimulate innovation in the industry and reduce constraints

upon technology flow in the building process; and promote increased understanding and communications between producers, voluntary standards organizations, users, government agencies and other sectors of the building community.

ARTICLE 5. MEMBERSHIP

Section 1. Eligibility. The membership in the Alliance is open to any person, corporation, agency or other entity, public or private, engaged directly or indirectly in activities supporting the purpose of the Alliance as stated in ARTICLE 2.

Section 2. Admission of Members.

- a. All Committees, Councils and Programs of the National Institute of Building Sciences are automatically accepted as members upon submission of written notification of the intent to participate in the buildingSMART Alliance. All such entities which become members of the Alliance may retain their autonomy as separate NIBS programs.
- b. All other persons, corporations, agencies or other entities, public or private, shall apply for membership in accordance with Section 3, Requirements for Membership. Membership shall be granted provided that the requirements are fulfilled.

Section 3. Requirements for Membership.

- a. Councils, committees and programs which are part of the National Institute of Building Sciences may submit a notice of intent to become a member of the buildingSMART Alliance.
- b. Persons, corporations, agencies, programs or other entities, public or private, which are not programs of the National Institute of Building Sciences, shall submit an application and pay applicable dues to become a member of the buildingSMART Alliance.
- c. Persons, corporations, agencies, programs or other entities, public or private, which are not programs of the National Institute of Building Sciences that have submitted an application and paid applicable dues may sign a Memorandum of Understanding which includes the following:
 1. Acceptance of buildingSMART concepts;
 2. Acceptance of fund raising agreement;
 3. Acceptance of marketing agreement;
 4. Acceptance of labeling agreement; and
 5. Agreement to participate through financial and/or "in-kind" contributions.

Section 4. Member Classification. Alliance members are categorized in one of the following classifications based on their primary trade, occupational or business affiliation. Representatives of trade and professional associations, and societies are categorized in the interest classification they primarily represent. Consultants, private attorneys and other similar individuals are classified in the categories they predominantly serve. The purpose of the "interest classifications" is to insure an appropriate representation of the various interest sectors of the building community in the makeup of the Alliance Board of Direction, and for guidance in determining the balance and representation of project committees.

- Consumer and General Interest - Consumers, users, academia, media, and public interest groups.
- Architects - Architects and related professionals in private practice.
- Engineers - Engineers and related professionals in private practice.
- Federal Government - Officials and representatives of federal government agencies.
- State and Local Government - Officials and representatives of state and local government including code officials.
- Building Construction - Building construction contractors, subcontractors and utilities.
- Labor Organizations - Building trade unions.
- Housing - Builders, developers and housing producers.
- Building Materials and Products - Producers, manufacturers and distributors of materials and products used in the building process.
- Codes and Standards – Codes, Standards writing or producing organizations.
- Real Estate, Finance, Legal and Insurance - Owners, real estate financial and insurance organizations.
- Research, Testing and Other Services - Research organizations, testing laboratories, and other service organizations.
- Technology Providers – Companies developing and providing technology to the construction industry
- Private Developers, Owners, Operators – (unless this is covered under “users” in the “Consumers and General Interest” category – another approach is to expand “Housing” category to include all commercial entities)

Section 5. Termination of Membership.

- a. Any member may be terminated in the event such member is in breach of one or more of the requirements of membership, conducts itself with flagrant disregard for the rules and policies of the buildingSMART Alliance and the National Institute of Building Sciences, or acts in a manner which is clearly detrimental to the purpose and objectives of the Alliance. Such a termination may be effected only by a vote of seventy-five percent (75%) of the Board of Direction at a duly called and convened meeting. Prior to such meeting, the affected member shall receive thirty (30) days written notice from the Board of Direction. The decision of the Board of Direction in this regard shall be conclusive and no right of rehearing or appeal, administratively or judicially, shall exist as to the terminated member.
- b. A member may terminate membership at any time by giving written notice to the Board of Direction.

Section 6. Policy. The business of the Alliance 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 Code, this Charter, and the duly adopted policies, rules, and procedures of the Alliance.

Section 7. Visitors and Guests. Any individual, whether a member of the Alliance or not, shall be entitled to attend meetings of the Alliance 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.

Section 8. Voting Privileges. 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 the meeting. An electronic message shall be deemed to be a written notification.

Section 9. Voting Procedures. In a scheduled meeting of the Alliance, a simple majority of votes cast by the members in attendance shall constitute due and proper procedure to validate the actions of the Alliance, except as regards termination of membership. Vote abstentions shall be counted in the total of votes cast in determining compliance with the simple majority rule. All members present at meetings of the Alliance must cast a vote aye, nay, or abstain on motions before the Alliance.

ARTICLE 6. BOARD OF DIRECTION

Section 1. Duties and Responsibilities. The Alliance Board of Direction, subject to the oversight and authority of the Board of Directors of the Institute, shall: (a) administer the affairs of the Alliance; (b) through the Institute's president assign responsibility to the Alliance senior staff officer; (c) assign responsibility to all committees, panels, and other units of the Alliance necessary to conduct the Alliance's business; (d) Develop and propose an annual budget for the Alliance; (e) provide technical oversight to the programs participating in the Alliance, (f) review and approve all reports and other documents containing findings, conclusions and recommendations of the Alliance and its Committees before public release; (g) review the of all contracts on behalf of the Alliance; (h) make reports to the Board of Directors of the Institute; (i) provide marketing of buildingSMART, (j) solicit participating members for the Alliance, (k) raise funds for the programs participating in the Alliance, (l) and approve the membership application forms and memorandum of understanding, and (m) set dues for membership in the Alliance. The Board of Directors of the Institute shall have ultimate authority to approve the Alliance budget, to approve and authorize the execution of contracts related to the Alliance program and activities, to approve, prior to their release, all public reports, studies and other documents, and to approve the membership memorandum of understanding.

Section 2. Membership. The Alliance Board of Direction shall include:

- a. One representative appointed by each of the NIBS Councils, Committees and Programs participating in the Alliance;
- b. One representative elected by the Alliance membership from each sector category described in ARTICLE 5 Section 4, and
- c. One representative from each of the relevant (to be determined by the Board) organizations, corporations, agencies, programs or other entities, public or private, which are not programs of the National Institute of Building Sciences that have signed the Memorandum of Understanding described in ARTICLE 5 Section 3c.

Section 3. Terms. Initially, one-third of the industry members of the Alliance Board of Direction will be elected annually for a term of three (3) years, one third shall be elected to a two year term and one third shall be elected to a one year term. 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 term(s). All other members shall serve in accord with the requirements of their sponsoring entity.

Section 4. Vacancies. Vacancies may be filled by the Alliance Board of Direction for the unexpired term.

Section 5. Meetings. The Alliance Board of Direction shall hold one annual meeting and other meetings as called by the Chair and majority of the Alliance Board of Direction.

Section 6. Quorum. A quorum for conduct of the business of the Alliance Board of Direction shall be a simple majority of the current members.

Section 7. Compensation. The Alliance Board of Direction members shall not receive compensation for their services as members of the Alliance Board of Direction but may be entitled to reimbursement for expenses incurred on behalf of the Alliance in accordance with the expense reimbursement policy established by the Alliance Board of Direction in accordance with Institute policies and available funding.

Section 8. Indemnification. Members of the Alliance Board of Direction shall be indemnified in accordance with Article X, Section 1 of the Bylaws of the Institute.

Section 9. Proxies and Alternates. Proxies and alternates shall not be permitted at meetings of the Board of Direction.

Section 10. 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 7. OFFICERS

Section 1. Officers. The officers of the Alliance Board of Direction, who also shall be the officers of the Alliance, shall be the Chair, Vice-Chair, Secretary and Treasurer.

Section 2. Selection of Officers. The officers shall be elected by majority vote of the Alliance Board of Direction from among its members.

Section 3. Terms. The officers shall serve at the pleasure of the Alliance Board of Direction. Elected officers are eligible to serve a maximum of two consecutive one-year terms in each officer position.

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 Alliance and the Alliance Board of Direction, and shall preside at all meetings of the Alliance Board of Direction and of the Alliance. The Chair shall appoint with confirmation by the Alliance Board of Direction all committees, panels, and other working groups of the Alliance. The Chair shall report on the activities of the Alliance 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 Alliance and the Alliance Board of Direction 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 financial reports concerning the Alliance prepared by the Institute; (2) maintain a liaison with the Institute's financial officers; (3) report on the financial condition of the Alliance at the Alliance Board of Direction meetings and when otherwise deemed appropriate; (4) coordinate fundraising activities; (5) prepare an annual budget; and (6) monitor expenditures as authorized by the Alliance Board of Direction.

ARTICLE 8. EXECUTIVE COMMITTEE

Section 1. Functions. Subject to applicable provisions of law and to the direction of the Alliance Board of Direction, in the intervals between meetings of the Alliance Board of Direction, the Executive Committee may meet and may exercise any authority delegated by the Alliance Board of Direction.

Section 2. Composition. The Executive Committee will be composed of the Alliance Board of Direction Officers and the immediate Past Chair. The Executive Committee may determine that additional representatives shall be added to the Executive Committee.

ARTICLE 9. NOMINATIONS COMMITTEE

Section 1. Composition. The Nominations Committee shall consist of not more than four (4) members plus a chair, and shall be appointed by the Chair of the Alliance Board of Direction, subject to the concurrence of the Alliance Board of Direction.

Section 2. Functions. Prior to the Alliance Board of Direction's Annual Meeting, the Nominations Committee shall submit a slate of nominees to the Alliance Board of Direction for election to the Alliance Board of Direction.

Section 3. Processing of Nominations. Annually, the Secretary shall submit the slate of candidates from the Nominations Committee, with space for write-in candidates, to ballot by the Alliance Members.

ARTICLE 10. COMMITTEES AND PROJECTS

Section 1. Operation. Committees shall function under rules and procedures approved by the Alliance Board of Direction. Projects and activities shall function under either the Alliance Board of Direction or a Committee.

Section 2. Term. The Alliance Board of Direction, by majority vote, may create and terminate

such committees and projects as it deems appropriate, subject to the concurrence of the NIBS Board of Directors.

Section 3. Membership. Membership on other than the Executive Committee and administrative committees need not be restricted to members of the Alliance

Section 4. 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 Alliance.

ARTICLE 11. FINANCIAL AFFAIRS

Section 1. Grants, Contracts, and Donations. The Institute, on behalf of the Alliance, may receive grants, contracts, and donations, and may execute contracts, grants and other appropriate agreements on behalf of the Alliance. The Alliance shall not have the authority to bind the Institute.

Section 2. Funds. Fundraising shall be the responsibility of all participants in the Alliance and shall be carried out under the direction of the Alliance Board of Direction, subject to the authority of the NIBS Board of Directors. Accountability and administration of funds shall be the responsibility of the Institute. Disposition of such funds shall be used only for the activities authorized by the Alliance Board of Direction. Indirect costs of the Institute will be charged at a rate equal to that charged on other program income of the Institute. The Institute shall maintain separate accounting for the business of the Alliance and render an annual financial report and such other financial reports at such times as may be requested by the Alliance, the Alliance Board of Direction, or the Alliance Treasurer.

Section 3. Fiscal Year. The fiscal year of the Alliance shall be the same as that of the Institute.

ARTICLE 12. STAFF

Section 1. Senior Staff. The Institute will provide executive direction and technical direction as requested by the Alliance Board of Direction subject to available and approved funding. The selection, retention, duties, and responsibilities shall be determined by the NIBS President in consultation with the Alliance Board of Direction. The annual performance evaluations of staff shall be performed by the NIBS president or assigned staff manager in consultation with the Alliance Executive Committee.

Section 2. Support Staff. The Institute will provide support staff as requested by the Alliance Board of Direction subject to available and approved funding. The selection, retention, duties, responsibilities, and titles of the staff shall be determined by the NIBS President in consultation with the Alliance Board of Direction.

Section 3. Technical Consultants. Technical consultants to the Alliance will be retained by the Institute as requested by the Alliance, subject to available and approved funding.

ARTICLE 13. ANTITRUST COMPLIANCE

The Alliance Board of Direction 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 Alliance Board of Direction and the Institute shall ensure that the intent of the Antitrust Policy shall from time to time be

conveyed to all members participating in activities of the Alliance Board of Direction, committees, membership or any other meeting that can be construed to be convened or sanctioned by the Alliance.

ARTICLE 14. AMENDMENTS

Proposed amendments to this Charter may be offered by a written petition of twenty-five percent (25%) of the members of the Alliance or by majority vote of the Alliance Board of Direction. Proposed amendments will be reviewed by the Institute, prior to their submission to the membership for approval, 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 ballot. All amendments shall be subject to acceptance by the Institute.

Revision Notes:

Revised and approved by the buildingSMART Task Group on January 16, 2007.

Approved by the NIBS Board of Directors on January 25, 2007.

Recommended revisions approved by buildingSMART Alliance BOD dated September 14, 2007.

Recommended revisions approved by NIBS BOD dated September 27, 2007