

# **CHARTER OF THE NATIONAL INFORMATION SHARING CONSORTIUM (NISC)**

## **A NON-STOCK CORPORATION**

The undersigned, for the purpose of forming a non-stock corporation pursuant to Oregon Revised Statutes (ORS) Chapter 65, hereby adopt the following charter for the above listed corporation:

### **PREAMBLE**

We, the volunteers of the National Information Sharing Consortium, Inc., in order to achieve our mission described in Article III, promote mutual interests, provide a forum for topics of mutual interest, and undertake other activities not inconsistent with the Statutes of the State of Oregon, do ordain and establish this charter for the National Information Sharing Consortium, a non-stock corporation.

### **ARTICLE I: NAME OF CORPORATION**

The name of this corporation is the National Information Sharing Consortium (“corporation”).

### **ARTICLE II: TYPE OF CORPORATION**

The corporation is a public benefit corporation organized for such educational, administrative, scientific, and charitable purposes as shall qualify it for exemption from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue laws and Treasury regulations promulgated thereunder, including, but not limited to, serving as a proponent for collaboration and information sharing in support of improving homeland security and State and local emergency, preparedness, management, and response.

### **ARTICLE III: STATEMENT OF PURPOSE/MISSION**

The National Information Sharing Consortium (NISC) brings together data owners, custodians, and users involved in the fields of emergency preparedness, management, and response, to drive an ongoing dialogue on how to best leverage efforts related to the governance, development, and sharing of technology, data, and best practices. By bringing together practitioners on local, state, regional, tribal, and federal levels, the NISC strives to influence national policy around emergency management and public safety, standardize information sharing efforts on a global scale, and improve community resilience. The NISC presents an opportunity for information sharing on a “whole of government” scale.

By bringing together practitioners on local, state, and federal levels, the NISC strives to:

1. Enhance situational awareness capabilities of the nation’s emergency management community
2. Influence national policy around public safety and emergency management,
3. Standardize information sharing efforts on a global scale, and
4. Improve community resilience.

## ARTICLE IV: MEMBERSHIP

The corporation offers four major benefits to its members:

1. Access to a repository of resources including sample governance documents, standard operating procedures, and trainings; contractual templates; and other educational materials related to situational awareness, information sharing, and communications interoperability
2. Access to data sets and application code that can inform and/or be adapted to suit the situational awareness needs of state and local jurisdictions
3. Guidance and technical assistance on identifying available technology, usability considerations, and data standards
4. Knowledge exchange and networking opportunities through informational webinars, topic-based seminars, strategic initiative working groups, and other events and activities

The corporation shall have four categories of membership and one category for sponsors, as defined in Exhibit IV-a. Categories do not necessarily distinguish differences in membership benefits. Rather, categories, for the most part, are intended to help distinguish the different disciplines and types of members the NISC involves. No member or sponsor, except for members who sit on the board of directors will be granted voting rights in regard to the appointment or removal of board members or the bylaws of the corporation.

**Exhibit IV-a: Member and Sponsor Categories**

CATEGORY	QUALIFICATIONS	BENEFITS
<b>State/Local/ Federal Partner</b>	<b>State, local, or federal organization</b> responsible for any aspect of public safety, preparedness and/or emergency management and response activities, or other government functions that interrelate with or support such efforts	<ul style="list-style-type: none"> <li>• Access to resources shared by other members*</li> <li>• NISC events, trainings, and other activities</li> <li>• Opportunity to participate in topic-based workgroups</li> <li>• Networking opportunities with other NISC members</li> </ul>
<b>NGO Partner</b>	<b>Non-governmental organization (NGO)</b> committed to supporting state, local, or federal emergency preparedness or relief efforts through volunteerism, the donation of in-kind funds or supplies, or other resources or efforts provided in the spirit of collaboration and support of states, localities, or other relief agencies	<ul style="list-style-type: none"> <li>• Access to resources shared by other members*</li> <li>• NISC events, trainings, and other activities</li> <li>• Opportunity to participate in topic-based workgroups</li> <li>• Networking opportunities with other NISC members</li> </ul>
<b>Int'l Partner</b>	<b>Governmental organization or NGO</b> outside of the U.S. committed to supporting emergency preparedness or relief efforts through volunteerism, the donation of in-kind funds or supplies, or other resources or efforts provided in the spirit of collaboration and support of states, localities, or other relief agencies	<ul style="list-style-type: none"> <li>• Access to resources shared by other members*</li> <li>• NISC events, trainings, and other activities</li> <li>• Opportunity to participate in topic-based workgroups</li> <li>• Networking opportunities with other NISC members</li> </ul>
<b>Private Industry Partner</b>	<b>Private industry organization</b> committed to supporting state, local, or federal emergency preparedness or relief efforts through volunteerism, the donation of in-kind funds or supplies, or other resources or efforts provided in the spirit of collaboration and support of states, localities, or other relief agencies	<ul style="list-style-type: none"> <li>• Access to resources available to members <b>excluding</b> data sets and technology code <i>unless they are available in the public domain (exceptions to be dealt with on a case by case basis)</i></li> <li>• NISC events, trainings, and other activities</li> <li>• Opportunity to participate in topic-based workgroups</li> <li>• Networking opportunities with other NISC members</li> </ul>
<b>Sponsor (member or non)</b>	Any NGO, private company, foundation, or individual that donates funds to support NISC events, activities, and operations.	<ul style="list-style-type: none"> <li>• Citation as a sponsor on NISC materials</li> <li>• Rights to cite NISC as a supported entity on corporate materials</li> <li>• Opportunity to exhibit at NISC events</li> <li>• Opportunity to partner with NISC on appropriate initiatives and projects</li> </ul>

*\*Sharing of some items such as data sets and technology code may be contingent upon limitations specific to the product. In such cases, members will be expected to initiate and execute MOAs to ensure appropriate use.*

## **ARTICLE V: REGISTERED AGENT**

The corporation's registered agent is NATIONAL REGISTERED AGENTS, INC.

## **ARTICLE VI: REGISTERED ADDRESS**

The corporation's registered address is:

NATIONAL REGISTERED AGENTS, INC.  
325 13<sup>TH</sup> STREET NE, SUITE 501  
SALEM, OR 97301

## **ARTICLE VII: GOVERNANCE**

The corporation's initial directors and executive committee members are as follows:

*Sean McSpaden, Chair*

Deputy State Chief Information Officer  
State of Oregon  
Chief Information Office  
Revenue Building  
955 Center Street, Room 470  
Salem, OR 97301  
Phone: 503-378-5257

*Jeff Dulin, Treasurer and Director*

Deputy Chief  
Charlotte Fire Department  
City of Charlotte  
Charlotte-Mecklenburg Government Center  
600 E. Fourth Street  
Charlotte, NC 28202  
Phone: 704-995-3258

*Chris McIntosh, Initial Registered Agent, Vice-chair  
and Secretary*

Statewide Interoperability Coordinator  
Office of Veterans Affairs and Homeland Security  
Office of the Governor  
10501 Trade Court  
Richmond, VA 23236  
Phone: 804-897-9837

*Charles L. Werner, Director*

Chief  
Charlottesville Fire Department  
City of Charlottesville  
203 Ridge Street  
Charlottesville, VA 22902  
Phone: 434-970-3323

These directors shall elect any additional directors, board members, and successors. Management of the property, affairs, business, and activities of the corporation shall be supervised and directed by the board of directors. The board shall possess and may exercise all the powers and authority granted to the corporation by this charter or by the bylaws of corporation as now or hereafter in effect. Job descriptions, qualifications, and rights of board members and its executive committee are as set forth in the bylaws.

## **ARTICLE VIII: EARNINGS AND PROPERTY**

The corporation is organized on a non-stock basis. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Statement of Purpose hereof. The property of this corporation is irrevocably dedicated the

corporation and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

The Corporation may exercise all power or authority granted to it under the Oregon Revised Statutes or otherwise, including, but not limited to, the power to accept donations of money, property, or any interest therein, or any other thing of value, and to own or lease property, whether real or personal.

#### **ARTICLE IX: DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Articles of dissolution will be prepared in accordance with requirements set forth in Oregon Revised Statutes Chapter 65.

#### **ARTICLE X: ACTIVITIES**

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### **ARTICLE XI: BYLAWS**

The bylaws shall be the working rules of the corporation. The election for the adoption of the bylaws must occur within six (6) months following the approval of this corporation by the State of Oregon.

\* The NISC Board of Directors held an organizational meeting and adopted the NISC Charter and Bylaws on February 5, 2013.