

BYLAWS

OF

U.S. GREEN BUILDING COUNCIL, COLORADO CHAPTER

ARTICLE 1
GENERAL

SECTION 1. NAME

The name of the organization is the U.S. Green Building Council - Colorado Chapter, a nonprofit corporation in the state of Colorado, hereinafter referred to as the Chapter. The U.S. Green Building Council, located in Washington, D.C. is hereinafter referred to as USGBC.

SECTION 2. LOCATION

The Chapter shall be located in the State of Colorado with offices as appropriate to support the Chapter's mission, objectives and purposes.

ARTICLE 2
NONPROFIT PURPOSES

SECTION 1. IRS SECTION 501(C)(3) PURPOSES

This Chapter is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The mission of the Chapter is to advance and promote sustainable planning, design, construction and operation of the built environment through education, improving industry guidelines, policy advocacy, and information and resource sharing.

The primary purposes of this Chapter shall be to promote responsibility for Colorado's environmental legacy and built environment. To fulfill this purpose, specific objectives shall include:

- Transform Colorado's Built Environment

- Provide Green Building Education, Resources and Outreach
- Build a Green Building Community
- Advance the Organization

ARTICLE 3 MEMBERSHIP

SECTION 1. ELIGIBILITY FOR MEMBERSHIP

The Chapter Board of Directors in collaboration with the U.S. Green Building Council shall determine membership in the Colorado Chapter.

- 1) The Chapter welcomes individuals from, located or employed within the State of Colorado. The Board may expand this definition.
- 2) Any individual of a member company or organization in good standing with the USGBC is qualified to be a member in the Chapter.

SECTION 2. REPRESENTATION

- 1) Each member, including EGB or student members, will be entitled to one vote on each matter submitted to a vote of the membership by the decision of the Board of Directors.
- 2) The Chapter may have Associate non-voting members who do not work for a USGBC member company.
- 3) A simple majority of voting members will determine the results.
- 4) Proxy voting is not permitted but voting by mail or electronic means may be permitted in appropriate circumstances as determined by decision of the Board of Directors.
- 5) Each USGBC member may be eligible for membership in more than one Chapter. The requirements for membership in additional Chapter(s) shall be governed by the bylaws of said additional Chapter(s). Such members shall be eligible to vote or hold elective office in the additional Chapter(s) in accordance with the bylaws of said additional Chapter(s).
- 6) Special membership categories may be developed by the Board subject to USGBC policy and Chapter policy.

SECTION 3. FEES AND DUES:

- 1) Annual Dues will be determined by the Chapter Board in accordance with USGBC Chapter policy.
- 2) Dues will be refunded at the Discretion of the Board.

SECTION 4. MEETINGS:

- 1) Normal Chapter operations will be voted upon by board members at board meetings. The general membership may attend, but not vote at board meetings. One general membership meeting per year may be designated at the discretion of the Board for general membership issues.
- 2) **Special Meetings.** Special meetings of the Chapter may be called at the discretion of the Chair, Vice Chair, Secretary, or Treasurer or with the written request of at least 10% of the current Chapter members.
 - a. **Notice:** notice of a special meeting stating the purposes for which the meeting is called will be given not less than thirty days before the date of the meeting.
 - b. **Quorum:** The Board shall determine quorum for special meetings.

ARTICLE 4 DIRECTORS

SECTION 1. NUMBER

The Chapter may have 12 Directors and collectively they shall be known as the Board of Directors. The Board of Directors is elected by and from the membership representing a diverse group from among the various categories of Chapter membership.

SECTION 2. COMPOSITION

- 1) Four of the Directors will be the Chapter Officers (Chairperson, Vice Chairperson, Secretary, and Treasurer), two will be Directors – At–Large and one will represent the Colorado Emerging Green Builders.
- 2) Directors may have the dual duties of Director, Officer and/or Committee Chairperson, but each individual on the Board will be eligible to cast one vote on Board matters.
- 3) **Ex-Officio Board Members.** There shall be any number of additional seats for Ex-Officio Board members. These members are invited by the Board of directors to provide advice, liaison and understanding in the operation of the Board. The Board of Directors may withdraw this invitation at any time. In their capacity as Ex-officio members, they shall have no vote in the matters and actions of the Board of Directors.

SECTION 3. QUALIFICATIONS AND ELIGIBILITY

The Colorado Chapter is a public benefit nonprofit Corporation. Directors shall represent the public interest. Although not every category must be represented, the Board will strive to adequately represent diverse categories.

- Building Product Manufacturers
- Building Controls Manufacturers/Building Operations, Maintenance
- Building Owners, Facility Managers and Developers
- Real Estate Brokers and Property Management Firms
- Contractors and Builders
- Professional Societies
- Local and State Governments
- Environmental and Nonprofit Organizations
- Professional Firms
- Financial Institutions (Lenders, Insurers, Others)
- Utilities, ESCOs and Energy Service Providers
- Insurance Companies, Brokers and Agents
- Universities and Research Institutes
- Federal Agencies

Any member of the Chapter is eligible to serve as a Director, except that no more than one representative of a given member organization will serve as a director during a given year.

SECTION 4. NOMINATIONS AND ELECTIONS

1) **Nominations.** The Board shall appoint a Nominating Committee. The Nominating Committee shall prepare and submit a slate of candidates for each position to the Board. The Nominating Committee is encouraged to nominate the immediate past Chapter Chairperson for one of the Director – At – Large positions. All candidates must consent to serve before being added to the list. The Nominating Committee shall present the slate to the Chapter Chair, who will present the list to the Board and take additional nominations from the floor. The Board will approve the final slate of candidates.

2) **Elections.** Chapter Candidates shall be presented to the membership with all information submitted in the Candidate Application at least four weeks prior to the Election.

Annual Chapter elections will be held using the online voting booth. If the online voting booth does not work, elections will be held using a similar anonymous voting procedure.

Eligible members may cast one vote. A majority of votes cast shall elect. If there is a tie in the online election, the election shall be determined by lot.

SECTION 5. DUTIES

The Board of Directors may establish policies, procedures, or such other rules that are consistent with these Bylaws and with the Bylaws and Policies of USGBC.

SECTION 6. TERM OF OFFICE

All Board members, except the EGB Director, will serve two-year terms. The EGB Director will serve at one year terms. A Board member may serve no more than two consecutive terms without taking a minimum of one year off before returning to the Board of Directors.

By Resolution of the Board, a Director may take a Leave of Absence from the Board for up to six months. Such Leaves of Absence shall not extend Directors terms. The Board may approve more than one Leave of Absence for a Director. An extended Leave of Absence may trigger a vacancy on the Board of Directors.

SECTION 7. VACANCIES

- 1) **General.** Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, (2) when the number of authorized directors is increased or a positions remain unfilled after elections (3) at the discretion of the Board during a Leave of Absence.
- 2) **Resignation.** Any director may resign effective upon giving written notice to the Chairperson of the Board, the Executive Director, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Corporation would then be left without at least a Chair, Secretary and Treasurer in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.
- 3) **Warnings and Removal.** A Director may be removed for cause in accordance with Colorado law, by vote of three fourths of the active Board and after three documented warnings from the Board without corrective action. Causes for such action could include failure to abide by the Chapter's Bylaws and policies, repeated and inexcusable absences from meetings of the Board of Directors, serious deviation from the mission of the Chapter, or the commission of a felony under the laws of the State of Colorado.

An active Board member has not missed more than 2 board meetings for good cause within a 12 month timeframe.

- 4) **Filling Vacancies.** Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, a majority of duly elected directors may appoint an individual to fill a vacant Board position. If the number of duly elected directors in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the directors in office. A person appointed to fill a vacancy on the Board shall be equal to, have all the power, authority and duties of other board members and shall hold office until the next election of the Board of Directors.

SECTION 8. COMPENSATION

Directors shall serve without compensation. Board members may be reimbursed for expenses provided they are budgeted and approved in advance by the Board of Directors.

The Board will determine the disbursement of these funds and the Executive Director will make the disbursements.

SECTION 9. MEETINGS

Regular meetings of the Board of Directors may be held the first Monday of each month.

Attendance at such meeting will be in person or by telecommunication. The Board of Directors will meet at least nine times per year.

Notice:

- a. Notice shall be provided via e-mail, postal mail, personal phone call, posting on the Chapter website or other equivalent method.
- b. Notice of meetings shall be published at least two weeks in advance.
- c. The Board of Directors must give members a thirty-day notice of all membership meetings and special meetings. The notice must include a description of the business to be discussed.

SECTION 10. QUORUM FOR MEETINGS

A quorum for voting at regular meetings is two-thirds of the Board Members. A quorum of Board Members present is required on all votes except where some other number is required by law or these Bylaws.

Unanimous response is required for voting via electronic mail.

SECTION 11. CONSENSUS ACTION AS BOARD ACTION

Every act or decision done or made by the directors present at a meeting duly called and held at which a quorum is present and consensus is reached through dynamic governance is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, the Board so decides, or provisions of law require different voting rules for approval of a matter by the Board.

SECTION 12. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be called and presided over by the Chairperson of the Board, or, in the Chair's absence, by the Vice Chair. If no such person has been so designated or, in his or her absence, the Executive Director of the Chapter or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting.

The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. At any time, the Board may go into closed or executive

session to discuss private matters, inviting guests and/or staff to leave the meeting during the session. The Board shall operate to the extent possible in an open and transparent process.

SECTION 13. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE 5 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the Chapter shall be the Chairperson, Vice Chair, Secretary, and Treasurer.

SECTION 2. QUALIFICATIONS

Any duly elected or appointed member of the Board of Directors will be eligible for office. Only Board Members shall serve for each office position.

SECTION 3. NOMINATION, ELECTION, TERM AND ELIGIBILITY

Nominations and Elections. Officers will be nominated and elected following the procedure for Directors under Article 4, Section 5 of these bylaws.

Terms. Starting January 1, 2008, all Officers will serve two-year terms. To implement staggering of the officer positions, the Secretary and Treasurer will serve one-year terms in 2007 and may be eligible for an additional two-year term in 2008. An officer may serve no more than two consecutive terms without taking a minimum of one year off. Officers are eligible for a Leave of Absence under Article 4, Section 6 of these bylaws.

Eligibility. Any member of the Chapter is eligible to serve as an Officer, except that no more than one representative of a given member organization will serve as an Officer during a given year.

SECTION 4. VACANCIES, REMOVAL AND RESIGNATION

Vacancies, removal and resignation of Officers will be addressed per the procedure under Article 4, Section 7 under these bylaws.

SECTION 6. DUTIES OF OFFICERS

Officers shall perform those duties usual and customary to their positions, as listed herein,

and as outlined in the policies of the Chapter. In addition, the Vice Chairperson acts in the place of the Chairperson when the Chairperson is not available. The Treasurer is the chief financial officer of the organization.

ARTICLE 6 EXECUTIVE DIRECTOR

SECTION 1. SELECTION AND APPOINTMENT

The Chairperson shall appoint a hiring committee to determine and recommend the best candidate for the Executive Director per the qualifications outlined by the Board. The Board of Directors shall approve and appoint the Executive Directors, who serves at the will of the Board. The Executive Director may recommend additional Chapter staff members for approval by the Board of Directors.

SECTION 2. DUTIES

The Board, in collaboration with the Executive Director, shall establish the roles and responsibilities for the Executive Director which are incorporated into these Bylaws by reference. The Executive Director shall carry out the policies and programs of the Chapter and perform other such duties as may be directed by the Board.

ARTICLE 7 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee of the Corporation shall consist of the officers of the Chapter. The Executive Committee is not a standing committee of the Board. It meets as required under special circumstances between regularly scheduled Board meetings. The Chair may decide whether to hold regularly scheduled meetings of the Executive Committee. Under exceptional circumstances, the Board of Directors may, by a majority vote of its members, delegate to the executive committee the powers and authority of the Board in the management of the business and affairs of the Chapter, to the extent permitted, and except as may otherwise be provided, by provisions of law. In all other circumstances, the Board of Directors speaks with one voice and individual Directors, Officers and Committees do not speak for the Board, except when a clear delegation has been made.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the Chapter records, and report the same to the Board as the Board may require.

SECTION 2. OTHER COMMITTEES

General. In addition to, and separate from the Executive Committee, the Chapter shall have such other committees and task forces as deemed necessary by the Board. These committees may consist of persons who are not members of the Board and shall act in an advisory capacity to the Board. Committees shall recommend options and propose activities for the Chapter to the Board for decision by the Board. Committees shall not make decisions or take action for the Board unless delegated to do so as documented by the Board. The Board shall establish procedures for committee interaction with the Board.

Committee Responsibilities. Committees shall establish and record roles and responsibilities which are incorporated into these Bylaws by reference, to be approved by a majority of the Board.

Meetings and Action by the Committees. Committee Chairpersons shall establish regular meeting times and provide notice to the membership of committee meetings. Each Committee Chairperson shall keep regular minutes of its proceedings and report to the Board at least one week prior to monthly meetings of the Board.

ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors except as otherwise provided in these Bylaws, may by resolution authorize any officer, agent or employee of the Chapter to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Chapter by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

The contract must be within the policy, budget and mission of the organization. Instruments and contracts in the areas of conflicts of interest and/or loan or line of credit documents absolutely may not be executed without the express consent of the Board.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Chapter shall be signed by two of the Treasurer, Chair or Executive Director. The Board may add additional signatories as deemed necessary for the efficient transaction of business.

SECTION 3. DEPOSITS

All funds of the Chapter shall be deposited to the credit of the Chapter in such banks, trust companies, or other depositories as selected by the Treasurer and Chair of the Chapter.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Chapter any donation, contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

ARTICLE 9 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Chapter shall keep:

Minutes of all meetings of the Board of Directors indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; (Secretary)

Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; (Treasurer)

A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership; (Membership Director)

A copy of the Chapter's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during normal business hours. (Secretary)

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Chapter and shall have such other rights to inspect the books, records and properties of this Chapter as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 3. PUBLIC'S INSPECTION RIGHTS

Each and every member of the Chapter shall have the following inspection rights, for a purpose reasonably related to such person's legitimate interest in accordance with State

law to inspect at any reasonable business hour the books, records, required federal and state tax forms, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the Secretary of the Chapter by the member, for a purpose reasonably related to such person's legitimate interests as a member.

The chapter membership shall have such other rights to inspect the books, records and properties of this Chapter as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 5. PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of this Chapter, to be so prepared and delivered within the time limits set by law.

ARTICLE 10 IRS 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Section 501(h) of the Internal Revenue Code, and this Chapter 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 provisions of these Bylaws, this Chapter shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this Chapter shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Chapter.

SECTION 3. DISTRIBUTION OF ASSETS

The Chapter status may be revoked by failure to meet the Chapter standards established by the USGBC, or upon the request of the Chapter Board of Directors with the approval of the Board of Directors of the USGBC. Upon the dissolution of this Chapter, its assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed by a vote of the Chapter Board of Directors for one or more exempt purposes in the State of Colorado within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 11 NON-DISCRIMINATION

The Chapter is committed to a policy of fair representation and treatment. Representatives of the Chapter will not discriminate on the basis of race, disability, sex, color, religion, sexual orientation, geography or age.

ARTICLE 12 CONFLICTS OF INTEREST

Business of the Chapter shall be conducted in a manner that does not constitute a conflict of interest in accordance with Chapter policies and that is consistent with the USGBC Conflict of Interest Policy and the USGBC-Colorado Chapter Conflict of Interest Policy which are incorporated into these Bylaws by reference. Directors shall offer to recuse themselves until called back to the room to allow discussion where conflict arises.

ARTICLE 13 NON-COMMERCIALISM

Directors and members shall represent the chapter in a way that is informative, educational, promotes sustainability, and is non-commercial in accordance with Chapter and USGBC policies.

ARTICLE 14 AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by 2/3 vote of a quorum of the Board of Directors.

**ARTICLE 15
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or other founding document of this Chapter filed with an office of this state and used to establish the legal existence of this Chapter.

**ARTICLE 16
INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS**

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

**ARTICLE 17
INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Chapter would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.