



Chapter Bylaws

U.S. Green Building Council Nevada Chapter

December 3, 2008

Revision #6



CHAPTER BYLAWS

Article I. PURPOSE

The U.S. Green Building Council is the nation's foremost coalition of leaders from across the building industry working to promote buildings that are environmentally responsible, profitable and healthy places to live and work.

The Nevada Chapter is affiliated with the US Green Building Council. Our chapter engages in primarily educational and scientific efforts to offer programs and events that accomplish our purpose.

Article II. NAME AND OFFICE

Section 2.01 NAME: The name of the organization is the U.S. Green Building Council – Nevada Chapter, a nonprofit organization incorporated in the state of Nevada.

Section 2.02 OFFICE: The principal address of this organization will be at a location approved by the Board of Directors in Clark County, Nevada.

Article III. PROPERTY

Section 3.01 PROPERTY: No part of the chapter's property shall inure to the benefit of any Officer, Director, or member of the Chapter.

Article IV. MEMBERSHIP

MEMBERSHIP TYPES AND QUALIFICATIONS:

Section 4.01 Nevada Chapter Membership - Available to individuals whose companies or organizations are national USGBC members. As such, they may:

- Vote locally on Chapter Board of Directors and chapter related issues
- Eligible to serve on Nevada Chapter Board of Directors
- Chair committees
- Serve on national committees
- Be listed on the chapter website as a chapter member
- Receive discounts to local chapter programs and events

Section 4.02 Nevada Chapter Associate (non-voting) Membership – Available to individuals whose companies are not national USGBC members. As such, they may:

- Serve on committees
- Be listed on the chapter website as a chapter member
- Receive discounts to local chapter programs and events



Section 4.03 Nevada Chapter Student (non-voting) Membership – For students enrolled in an accredited degree program. As such, they may:

- Serve on committees
- Be listed on the chapter website as a chapter member
- Receive discounts to local chapter programs and events

Section 4.04 Each USGBC member company or organization may be eligible for membership in more than one Chapter. Such members shall join the additional Chapter(s) upon the payment of dues to the Chapter(s). They shall be eligible to vote or hold elective office in the additional Chapter(s).

Article V. DUES

Section 5.01 DUES: The Chapter will collect chapter member dues as set forth in USGBC Chapter policy.

Section 5.02 REFUNDS: No fees will be refunded.

Article VI. BOARD OF DIRECTORS

Section 6.01 DIRECTORS: The governing body of the Chapter is the Board of Directors, which has the authority and is responsible for the supervision, control, and direction of the Chapter.

Section 6.02 COMPOSITION OF THE BOARD: The Board of Directors consists of nine persons elected by and from the membership from among the various categories of Council membership. Non-voting members are not eligible to serve on the board. In addition, the immediate Past-president serves as an ex-officio Board member. The Board has discretion to appoint directors to represent the northern area of the chapter until such time as it is turned over to membership for voting.

The Immediate Past President serves as an ex officio member of the Board. The Board determines its own leadership as defined in Article VII.

Section 6.03 MEMBERS: Board members shall be representative of the following fourteen USGBC membership categories, as is reasonably possible:

1. Building Product Manufacturers
2. Building Controls Manufacturers/Building Operations, Maintenance
3. Building Owners, Facility Managers and Developers
4. Real Estate Brokers and Property Management Firms
5. Contractors and Builders
6. Professional Societies
7. Local and State Governments
8. Environmental and Nonprofit Organizations
9. Professional Firms
10. Financial Institutions (Lenders, Insurers, Others)
11. Utilities, ESCOs and Energy Service Providers
12. Insurance Companies, Brokers and Agents
13. Universities and Research Institutes
14. Federal Agencies

Section 6.04 TERMS: A term on the Board is limited to two years with no more than two seats held



at any one term by any one member category. The immediate Past President serves an extra year on the board as an Ex-Officio, voting member.

Section 6.05 ELECTIONS: Annual Chapter board elections will be held in the fall using the online voting booth or other means necessary. The Chapter President shall convene the Nominating Committee which will develop qualified candidates for the Election. The Election will be open to all Chapter members. Candidates will be given an opportunity to address the membership and members will be given adequate time to vote.

Each member may a vote on behalf of their company or organization. When a company or organization has more than one chapter member, each member's vote will be pro-rated so that the total votes cast by those members will equal one vote for that company.

Section 6.06 RESIGNATION: If a board member resigns, the President shall nominate a replacement and put it to vote before the board.

Section 6.07 ATTENDANCE: Failure to attend three Board meetings may result in removal from the Board.

Section 6.08 VACANCIES: If a vacancy occurs on the Board for any reason, the position is filled by the Board for the unexpired portion of the term.

Section 6.09 MEETINGS: The Board of Directors meets at least quarterly at whatever time and place it selects. A quorum is a majority of the board of directors or delegates, at a meeting duly assembled. The act of a majority of the directors or delegates present at a meeting at which a quorum is present is the act of the board of directors or delegates.

Unless otherwise restricted by the articles or bylaws, any action required or permitted to be taken at any meeting of the board of directors or the delegates or of any committee thereof may be taken without a meeting if, before or after the action, a written consent thereto is signed by a majority of the board of directors or the delegates or of such committee. If the vote of a different proportion of the directors or delegates is required for an action, then the different proportion of written consents is required.

Unless otherwise restricted by the articles or bylaws, members of the board of directors, the delegates or any committee designated by the board or the delegates may participate in a meeting by means of a telephone conference or similar method of communication by which all persons participating in the meeting can hear each other. Participating in a meeting pursuant to this subsection constitutes presence in person at the meeting. All board members must attend the Chapter monthly membership meetings.

Section 6.10 COMPENSATION: Directors do not receive compensation for their service but may be reimbursed for expenses incurred in direct relation to attendance of required meetings.

Section 6.11 DUTIES: Policy and Procedures: 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 the U.S. Green Building Council.

Section 6.12 COMPLIANCE POLICY: Each Director agrees to follow the policies and procedures as set forth by the Chapter and USGBC National, including but not limited to, Conflict of Interest and Anti-Trust Compliance policies.



Section 6.13 COMMITTEES: The Board of Directors may appoint a board liaison for key committees as necessary, each to serve a one to two year term. The Board may appoint other committees, working groups or task forces as necessary to carry out the business of the organization.

Article VII. OFFICERS

Section 7.01 OFFICERS: The Officers of the Chapter shall be a President, Vice-President, Secretary, and Treasurer. The President, Vice-president, Secretary, Treasurer and Immediate Past-President shall constitute the Executive Committee of the Board. The President of the Board shall be the presiding officer of the Executive Committee.

Section 7.02 QUALIFICATIONS. Officers must be regular members of the Chapter who have been elected to the Board of Directors. No person may hold more than one office at the same time. Officers may serve two consecutive years.

Section 7.03 ELECTIONS: The Board of Directors shall vote for and elect the Officers for the coming fiscal year, at the first meeting following the Board Election. Any duly elected or appointed member of the Board of Directors is eligible to become an officer of the Board subject to the criteria provided by this section. The Board shall elect from among its members a Vice-President, a Secretary and a Treasurer. The Vice-President shall also serve as President-elect, but shall be subject to a confirmation vote of the Board before assuming the office of President. In the event that the person selected as Vice-President/President-elect is in his or her second year of a board term, the term is automatically extended one year to allow him or her to serve as President.

Section 7.04 DUTIES: Officers shall perform those duties usual and customary to their positions and as outlined in the policies of the Chapter. In addition, the Vice President acts in the place of the President when the President is not available. The Treasurer is the financial officer of the organization.

Section 7.05 VACANCIES: If a vacancy occurs among the Officers, for any reason, the Board fills the position for the unexpired term.

Section 7.06 REMOVAL: An Officer or Director may be removed for cause by two-thirds vote of the Board of Directors.

Section 7.07 COMPENSATION: Officers, Board of Directors or Committee members do not receive compensation for their services but may be reimbursed for expenses incurred in direct relation to attendance of required meetings, as deemed appropriate by the Board of Directors.

Section 7.08 RESPONSIBILITIES: The Officers primary responsibilities are to supervise control and direct the affairs of the Chapter, its committees, supervise the disbursement of funds. To take such actions as may be necessary to conduct ordinary business, establish policies, delegate authority and responsibilities required to meet the Chapters goals and objectives.

Article VIII. MEETINGS AND VOTING

Section 8.01 ANNUAL MEMBERSHIP MEETING: The Chapter holds an annual membership meeting at the place and on the date decided by the Board of Directors.

Section 8.02 SPECIAL MEETINGS: Special meetings may be called by the Board of Directors at any time.



Section 8.03 NOTICE: The Board of Directors must give Chapter members a fourteen day notice of annual meeting and seven day notice of any special meetings. The notice must include an agenda and general description of the business to be discussed.

Section 8.04 VOTING: The presence of thirty three percent of the general membership constitutes a quorum. A simple majority of those present is required on all votes except where some other number is required by law or these Bylaws.

Section 8.05 PROXY: Proxy voting is permitted when executed by the member or his/her duly authorized representative. A proxy is valid for only one meeting. The number of proxies that a member may represent shall be limited to one.

Section 8.06 MAIL OR ELECTRONIC: Voting by mail or by electronic means (e-mail) is permitted in appropriate circumstances as determined by the Board of Directors. A decision shall be made by a majority of those responding. If a cutoff date/time is specified, only the votes received by the specified date/time will be accepted as valid. If there is a tie, the election shall be determined by lot.

Section 8.07 MEMBERSHIP STATUS: Only current USGBC Chapter Members in good standing are allowed to vote in the election of the Board of Directors or on other Chapter business matters. If membership status is questioned, the USGBC website will be checked on the date/time of the cutoff for membership status. If the company or organization is not listed by the USGBC on the date/time of the specified cutoff, the vote will NOT be accepted. It is the responsibility of each company or organization to see that their listing on the USGBC website is correct and up to date prior to any issue upon which it depends.

Article IX. BOARD MEMBER NOMINATIONS AND ELECTIONS

Section 9.01 NOMINATING COMMITTEE: The Nominating Committee shall prepare a slate of candidates for each office at least thirty days prior to the annual meeting of the Chapter. At least one candidate shall be nominated for each open seat on the Board. All candidates shall consent to serve before elections. The Chapter President shall present the slate of candidates for election at the annual meeting of the Chapter. At that time additional nominations may be made from the floor prior to the election.

Section 9.02 ELECTION: Election of officers shall be by a method deemed most appropriate by the Board, including electronic voting. Vote counting shall be in accordance with USGBC policy regarding counting of member company votes.

Article X. INDEMNIFICATION

Section 11.01 INDEMNIFICATION: The Chapter shall indemnify any person who may be designated from time to time to perform official duties on behalf of the Chapter. Such persons shall be indemnified by the Chapter against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been an officer, employee, or person acting on behalf of the Chapter, except in such cases wherein the Officer, employee or person is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.



Article XI. DISSOLUTION

Section 12.01 DISSOLUTION: 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 U. S. Green Building Council. On the dissolution or liquidation of the Chapter, any of its assets remaining after payment of all liabilities shall be distributed by a vote of the Chapter Board of Directors to any tax exempt non-profit corporation or association whose objectives are similar to the Chapter's.

Article XII. AMENDMENTS

Section 13.01 AMENDMENTS: Amendments to these Bylaws may be proposed at any properly called meeting with a two-week prior notice to the membership. Amendments will be presented at one meeting and voted on at the next regular meeting thus allowing time for the membership to consider the amendment(s). Amendments shall be adopted upon a two-thirds vote of the membership present and voting. Emergency amendments may be made at any time by a quorum vote of the Board of Directors, but emergency amendments are temporary and subject to subsequent approval by a majority vote at the next meeting of the membership.

END OF CHAPTER BYLAWS

Approved this 3rd day of December, 2008
By unanimous vote of the Board of Directors

Pamela Vilkin
President

Deepika Padam
Vice President

Gail Stranske
Secretary

Gail Stranske
Treasurer