



Chapter Bylaws

USGBC Nevada

Last Amended July 5, 2011



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 USGBC Nevada is a chapter of the US Green Building Council. The mission of the USGBC Nevada is to advocate adoption of sustainable codes, implementation of sustainable construction practices for existing and new buildings and access to sustainable education throughout the state.

Article II. NAME AND OFFICE

Section 2.01 NAME: The name of the organization is the USGBC Nevada, 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 USGBC Nevada'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 USGBC Nevada Membership - Available to any individual:

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

Section 4.02 USGBC Nevada 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



Article V. DUES

Section 5.01 DUES: The Chapter will collect chapter member dues as approved by the Board of Directors. A member current on his/her dues is considered a member in good standing.

Section 5.02 REFUNDS: No fees will be refunded.

Section 5.03 DELINQUENT PAYMENT: The Board of Directors may drop from membership any member delinquent in payment by more than 60 days.

Article VI. BOARD OF DIRECTORS

Section 6.01 DIRECTORS: The governing body of the Chapter is the Board of Directors (Board), 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 shall consist of a minimum of nine and a maximum of thirteen directors. Nine directors are elected by and from the voting membership. In addition, the immediate Past-president serves as a voting ex-officio Board member. There may be up to three additional directors appointed by the board to represent the northern Nevada area.

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

Section 6.04 TERMS: A term on the Board is two years.

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

Section 6.06 ATTENDANCE: Failure to attend three Board meetings may result in removal from the Board.

Section 6.07 REMOVAL: A director may be removed for cause by two-thirds vote of the Board of Directors.

Section 6.08 VACANCIES: If a vacancy occurs on the Board for any reason, the Governance committee shall nominate a replacement candidate(s) for approval 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 present in person or via teleconference at a meeting duly assembled. The act of a majority of a quorum is the act of the Board of Directors

Unless otherwise restricted by the articles or bylaws, members of the Board of Directors or any committee designated by the Board 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.



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: The business and affairs of the corporation shall be managed by the Board, except as otherwise provided in the Nevada Revised Statutes, the articles of incorporation or these bylaws. Policies, procedures or such other rules shall be reviewed and recommended by the Governance Committee for approval by the Board of Directors.

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

Section 6.13 COMMITTEES: The Board of Directors shall appoint a board liaison for each committee. The Board may appoint 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, President-elect, Secretary, and Treasurer.

Section 7.02 QUALIFICATIONS. Officers must be voting members of the Chapter who have been elected or appointed to the Board of Directors. No person may hold more than one office at the same time.

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 President-elect, a Secretary and a Treasurer.

Section 7.04 TERMS:

- a) President: The president shall serve a one-year elected term. The president shall serve as immediate Past-president for one year following the term.
- b) President-elect: The president-elect shall serve a one-year elected term. The President-elect shall automatically become President at the end of the President's term. In the event that the person selected as 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.
- c) Secretary: The secretary shall serve a two-year elected term. In the event that that the person selected as Secretary 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 a two-year term.
- d) Treasury: The treasury shall serve a two-year elected term. In the event that that the person selected as Treasury 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 a two-year term.

Section 7.05 DUTIES: Officers shall perform those duties usual and customary to their positions and as outlined in the policies of the Chapter. In addition, the President-elect acts in the place of the President when the President is not available.



Section 7.06 VACANCIES: If a vacancy occurs among the Officers, for any reason, the Board fills the position for the unexpired term.

Section 7.07 REMOVAL: An Officer may be removed for cause by two-thirds vote of the Board of Directors.

Section 7.08 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.

Article VIII. COMMITTEES

Section 8.01 Committees: Committees to perform such tasks and to serve for such periods (subject to the limitation set forth below) as may be designated by the Board are hereby authorized. The Board shall designate at minimum committees to fulfill the duties as required by the U.S. Green Building Council. Such committees shall perform such duties and have such powers as may be provided in the resolution. Each committee shall be composed of such persons and shall operate in accordance with such terms as the Board designating the committee may provide, so long as each committee includes at least one director. The chairman of each committee shall be appointed by the President.

Section 8.02 Executive Committee: The Executive Committee shall consist of not less than five (5) and not more than seven (7) members in good standing who shall also be members of the Board of Directors, but must include the President, President-elect, immediate Past-president, Secretary and Treasurer. Such persons shall be appointed by the President and ratified by the Board of Directors. The Executive Committee shall have fill power and authority to conduct every aspect of the business and affairs of the Chapter between the regular meetings of the Board of Directors subject only to written minutes of the meetings of the Executive Committee being presented to the Board of Directors at the meeting of the Board next following such Executive Committee meeting. The Executive Committee shall hold meetings at a time and place called by the President

SECTION 8.03 Governance Committee: The Governance Committee shall consist of members in good standing including at minimum one Board of Directors member to act as Board Liaison. The Governance Committee shall have several important roles including but not limited to the following (1) establishing and maintaining all official chapter documents including policies and procedures and bylaws, (2) assist the Board of Directors in self-assessment and identifying potential new board members to meet the diversity standards set in these bylaws, and (3) acting as the nominating committee for annual Board of Directors elections. These duties are further explained in the Chapter policies and procedures manual. Other duties may be assigned to this committee at the request of the President or Executive Committee. The Governance Committee shall hold meetings at a time and place called by the Chairperson.

Article IX. MEETINGS AND VOTING

Section 9.01 ANNUAL MEMBERSHIP MEETING: The Chapter holds an annual membership meeting at the place and on the date decided by the Board of Directors.

Section 9.02 REGULAR MEETING: Regular meetings are held as scheduled in advance monthly at a date and time determined by the Board of Directors.

Section 9.03 SPECIAL MEETING: Special meetings may be called by the Board of Directors at any time.



Section 9.04 NOTICE: The Board of Directors must give Chapter members a thirty day notice of annual meeting and fourteen day notice of any special meetings. The notice must include an agenda and general description of the business to be discussed.

Section 9.05 VOTING: A simple majority of the voting members present is required on all votes except where some other number is required by law or these Bylaws. If there is a tie, the election shall be determined by the Board of Directors decision by majority vote.

Section 9.06 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 9.07 MAIL OR ELECTRONIC: Voting by mail or by electronic means (e-mail) is permitted. 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.

Section 9.08 VOTING ELIGIBILITY: Only USGBC Nevada Members in good standing are allowed to vote in the election of the Board of Directors or on other Chapter business matters.

Article X. INDEMNIFICATION

Section 10.01 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 11.01 DISSOLUTION: The Chapter status may be revoked by failure to meet the Chapter standards established by the U.S. Green Building Council, 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 12.01 AMENDMENTS: Amendments to these Bylaws may be proposed by any member 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

This document was approved by a majority of the members present on 5th day of July, 2011.

A handwritten signature in black ink, appearing to read "J. Turchin".

Jennifer Turchin, Secretary