



# **U.S. Green Building Council Bylaws**

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## **Bylaws of the U.S. Green Building Council**

### **ARTICLE I – NAME AND OFFICE**

**Section 1 – Name:** The name of the corporation is the U.S. Green Building Council, Inc., also known as “USGBC.”

**Section 2 – Office:** The USGBC’s principal office will be in the metropolitan Washington D.C. area or in another location approved by the Board of Directors.

### **ARTICLE II – MEMBERSHIP**

**Section 1 – Members:** Membership organizations (“Members”) of the USGBC are divided into the following membership groups (“Membership Groups”) for organizational purposes: 1) Building Product Manufacturers (including Building Controls Manufacturers/Building Operations and Maintenance); 2) Contractors and Builders; 3) Corporate and Retail; 4) Educational and Research Institutions (both public and private including K-12, colleges and universities); 5) 501(c)(3) Environmental and other 501(c)(3) Nonprofit Organizations; 6) Federal Government; 7) Finance and Insurance Community (institutions, appraisers, accountants); 8) Professional Firms (including, but not limited to architectural, engineering, consultants, legal, design and technical); 9) Professional Societies and Trade Associations and other 501(c) Nonprofit Organizations; 10) Real Estate and Real Estate Service Providers (including building owners, developers, property managers); 11) State and Local Governments; 12) Utilities, ESCOs and Energy Service Providers, 13) USGBC Chapters, and 14) international Green Building Councils. Members shall complete an application, agree to meet and comply with all policies set forth by USGBC in the Membership Policies and Procedures, and pay dues and any other fees that the Board may establish. The Board of Directors may set fees in such amounts as it shall deem necessary, including, and without limitation, annual dues.

**Section 2 – Acceptance Procedure:** Each membership application will be reviewed to verify that the applicant meets the membership criteria described in Article II, Section 1, including identifying the appropriate Membership Group.

**Section 3 – Termination:** Resignation or termination of membership will not relieve a Member of responsibility for any financial obligations, including dues and other amounts due, accrued up to the effective date of membership termination. Membership in the USGBC may be terminated when:

- A. A Member resigns by giving notice to the USGBC. In the event of resignation, dues already paid for the current year will not be refunded.

- B. Dues or other financial obligations to the USGBC have not been paid as of the expiration date.
- C. The Member is expelled, pursuant to procedures set forth in the Membership Policies and Procedures, for actions which the USGBC determines are prejudicial to the welfare, interest or character of the USGBC, including willful violation of these Bylaws.

**Section 4 – Review:** The Board shall evaluate all USGBC membership requirements periodically and remove or enact requirements as appropriate for achieving the mission of the USGBC.

### **ARTICLE III – MEMBER MEETINGS AND VOTING**

**Section 1 – Rating System Balloting:** The Board of Directors shall adopt policy and guidance on voting on rating system balloting procedures which shall strive to achieve the goal of consensus.

**Section 2 – Representation:** Each Member shall be entitled to one vote on each matter submitted to a vote of the membership. USGBC shall utilize proportional voting, by which any employee of a USGBC Member who has a site-user account on the USGBC web site linked to the Member may cast a proportional share of the vote for that Member.

**Section 3 - Annual Meeting:** An annual meeting of the membership for business or other purposes—as may be stated in the notice of the meeting—will be held once a year at a time, place and date to be determined by the Board of Directors.

**Section 4 – Special Meetings:** Special meetings may be called by the President, Chair, Chair-elect, Secretary, Treasurer or Board of Directors at their discretion or at the written request of at least 10% of the voting Members.

**Section 5 – Notice:** Written notice of a meeting, annual or special, stating the place, date and hour of the meeting, (and in cases of a special meeting, stating the purpose or purposes for which the meeting is called) will be given to each Member entitled to vote at such meeting, not less than 20 days or more than 50 days before the date of the meeting. Notice may be given by mail, courier, facsimile, or email. Notice will be deemed given if it is sent to the last address, fax number or email address, as applicable, provided by the Member to the USGBC.

**Section 6– Quorum:** Only Members current in their dues payments are entitled to vote. One-tenth (10%) of voting Members present in person, proxy or by teleconference, will constitute a quorum for the transaction of business. The affirmative vote of a majority of the Members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Members. The Members present at a duly organized meeting may continue to do business until

adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. If a quorum is not present or represented at a meeting, the Members present at such meeting will have the power to adjourn the meeting until a quorum is present, at which time any business may be transacted that would have been transacted at the meeting as originally called.

**Section 7 – Proxies:** At any meeting of the membership, a Member entitled to vote may vote by proxy executed in writing by the Member or their 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 – Voting:** A Member may vote by mail, telephone call, electronic mail, or any other means of electronic or telephonic transmission (such vote to be cast at a Member meeting). Members who vote by electronic or telephonic transmission are deemed present in person for purposes of determining whether a quorum is present.

#### **ARTICLE IV – BOARD OF DIRECTORS**

**Section 1 – Composition:** The Board of Directors’ composition will transition between 2009 and 2012 to the following: (a) 15 elected directorships, representative of perspectives agreed on by the Board of Directors; (b) 5 appointed directorships; (c) Officers whose terms as Directors have otherwise expired; and (d) the President/CEO, who shall serve, ex-officio, as a non-voting member of the Board of Directors. The maximum number of Directors is 25, excluding the President/CEO. There is no requirement that all seats be filled.

The specific timing and procedures for such transition, including without limitation the procedures for nomination to types of directorships being phased out, the terms for Directors newly elected to directorships being phased out, and the phased retirement and introduction of types of directorships shall be in accordance with a plan approved by the Board, provided that no currently seated Directors shall be removed before the end of their current term.

#### **Transition Composition**

##### **The initial 2010 Board:**

##### Officers

Chair	Tim Cole (term: 2010)
Chair-Elect	Mark MacCracken (term: 2010)
Immediate Past Chair	Gail Vittori (term: 2010)
Treasurer	Anthony Bernheim (term: 2010-2011)
Secretary	Vivian Loftness (term: 2010)
President, CEO &	S. Richard Fedrizzi (ex-officio)

## Founding Chairman

### Directors

Ann Archino Howe	(Chapter Community director; 2010)
Maria Atkinson	(appointed; 2010-2011)
Carlton Brown	(appointed; 2009-2010)
Walter Cuculic	(appointed; 2009-2010)
John Dalzell	(appointed; 2010-2011)
Mick Dalrymple	(Regional Council director; 2008-2010)
Nathan Gauthier	(elected, Member Community director; 2010-2012)
Bob Harris	(Chapter Community director; 2010)
Elizabeth Heider	(elected, Member Group director; 2008-2010)
Mike Hess	(Chapter Community director; 2010)
Punit Jain	(Chapter Community director; 2010)
Dennis Maloskey	(elected, Member Group director; 2008-2010)
Michael McCally	(appointed; 2010-2011)
Mark Robertson	(Chapter Community director; 2010)
Tom Scarola	(elected, Member Community director; 2010-2012)
Allan Skodowski	(elected, Member Community director; 2010-2012)
Lisa Shpritz	(elected, Member Community director; 2009-2011)
Charlie Tomlinson	(Chapter Community director; 2010)
Ted van der Linden	(Regional Council director; 2008-2010)
Elizabeth Whalen	(elected, Member Group director; 2008-2010)

### **The initial 2011 Board:**

5 Officers (Chair, Chair-Elect, Immediate Past Chair, Secretary, Treasurer)  
President/CEO (Ex-officio)  
5 appointed directors  
4 member community directors (continuing from 2010 Board)  
7 community directors (elected to the 2011 Board)

### **The initial 2012 Board:**

5 Officers (Chair, Chair-Elect, Immediate Past Chair, Secretary, Treasurer)  
President/CEO (Ex-officio)  
5 appointed directors  
3 Member Community directors (continuing from the 2011 Board)  
12 community directors (7 continuing from the 2011 Board, 5 elected to the 2012 Board)

**Section 2 – Responsibilities:** The Board of Directors’ primary responsibilities are:

- A. To adopt policies and procedures that will carry out the mission of the USGBC.
- B. To articulate and uphold the vision, values and mission of the USGBC.

- C. To continuously assess the effectiveness of the USGBC's work in the achievement of its mission and to engage in generative dialogue for the purpose of addressing threats to and leveraging opportunities for such work.
- D. To work with the USGBC's committees and staff to develop and approve strategic goals and initiatives for the purpose of advancing the USGBC's mission.
- E. To oversee, control and direct the affairs of the USGBC, its committees and publications.
- F. To elect the USGBC Chair, Chair-elect, Secretary and Treasurer.
- G. To appoint/hire a President/CEO and assess his or her effectiveness annually.
- H. To actively promote the Council's objectives and take the necessary steps to meet the fiduciary responsibilities of the Board.
- I. To adopt such policies as are required by law or are otherwise appropriate.
- J. To take such actions as may be necessary to conduct the organization, including establishing policies from time to time and delegating certain authority and responsibility to the Executive Committee.

**Section 3 – Eligibility and Nominations:** Nominations for elected directorships shall be put forward according to guidelines set by the Board of Directors, which may include specific requirements for the eligibility of candidates. Subject to such requirements, employees of Members in good standing may be eligible for nomination as elected directors, except that no more than one representative of a given Member may run for a directorship (and all candidates from a Member that puts forth more than one candidate will be disqualified if the Member fails to select one of the candidates to run) or simultaneously serve as a member of the Board of Directors during a fiscal year. Board appointed directors shall not be required to be employed by a USGBC Member. Further, due to conflicts of interest inherent in such positions, no employee of a USGBC Chapter or of an international Green Building Council shall be eligible to be elected or appointed as a director. A Nominating Subcommittee of the Governance Committee shall review all nominees to insure that they meet the eligibility requirements and fulfill diversity and leadership criteria for board membership. The Nominating Subcommittee shall then formulate and announce the slate of candidates for directorships to the Members by either electronic mail or U.S. Mail.

**Section 4 – Term:** Terms for Members Community, Chapter Community and Regional Council directorships shall be three (3) years and until their successors are chosen, whichever is later, and may be extended no more than one additional consecutive three (3) year term. The Chapter Community directorships open for the 2010 Board shall be elected for one (1) year terms. Terms for Regional Council directorships may be extended

no more than one (1) additional consecutive three (3) year term. Terms for appointed directorships shall be two (2) year terms and may be extended no more than one (1) additional consecutive two (2) year term.

**Section 5 – Term Limits:** Individuals may serve as Directors for no more than a total of two terms, whether or not consecutively served, provided however that the President/CEO is exempt from such term limit. Further, no individual may serve on the Board in the capacity of a Director and/or Officer of the Board or the Corporation, for a total of more than nine (9) years, except for the President/CEO, who serves ex-officio. For the purpose of determining the limit of the Board service, service as a Board member for a year or less in filling a vacancy or as an initial term shall not be counted as a term.

**Section 6 – Election:** The election process shall be open to all USGBC Members in compliance with the Membership Policies & Procedures for a period of not less than 30 days. The elected Directors shall be elected by the Members pursuant to policy and procedures enacted by the Board of Directors. USGBC shall utilize proportional voting, by which any employee of a USGBC Member who has a site-user account on the USGBC web site linked to the Member organization may cast a proportional share of the vote for that Member, and then this shall continue unless the Board acts to return to single company votes. Regional Council and Chapter Community directorship nominees shall be affirmed by the sitting Board of Directors subject to meeting all eligibility requirements as set forth in Article IV, Section 3. The Board shall appoint Directors for the appointed seats pursuant to its policies.

**Section 7 – Voting:** Each Board member is entitled to one vote, provided however that the President/CEO serves as a non-voting Board member. Voting on all matters, including election of Officers or amendments to the Bylaws, may be conducted only in accordance with these Bylaws. Voting by the Board shall occur in a properly noticed meeting of the Board. Directors may participate in such meetings by conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. Votes during an official meeting may be registered by voice, hand or ballot delivered in person or electronically. Any action required to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall be the same as a unanimous vote at a properly called meeting.

**Section 8 – Quorum:** A simple majority (51%) of voting Board members present in person or by teleconference will constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The Board members present at a duly organized meeting may continue to do business until either adjournment or the withdrawal of enough Board members to leave less than a quorum.

**Section 9 – Meetings:** An annual meeting of the Board of Directors shall be held at a location determined by the Board of Directors. Written notice of such meeting will be given to each Board member at least 30 days prior to the proposed meeting date. Regular meetings of the Board of Directors may take place as determined by the Board. Any particulars concerning regular meetings, including but not limited to notice, time and location, shall be determined by the Board, to the extent that these particulars are not determined by these Bylaws. The order of business for meetings of the Board shall be determined by the Executive Committee. The order of business may be altered at any meeting by request of a majority of Board members present. *Robert's Rules of Order Newly Revised* shall govern, except when otherwise provided in these Bylaws or specifically authorized by the Board. The Board of Directors may allow attendance by invited guests at any meeting.

**Section 10 – Special Meetings:** Special meetings of the Board of Directors may be called by the President/CEO, Chair or a majority of the Directors, and shall be held at such time and place as the person or persons calling the meeting shall designate. Notice of special meetings shall be given at least forty-eight (48) hours prior to the meeting and may be given either personally, by mail, courier, facsimile, telephone, email, or any other form of wire or wireless communication.

**Section 11 – Vacancies:** If a vacancy occurs in any elected position because of resignation or termination, the Board may appoint an individual to fill that seat until the next annual Board election, provided that the appointee meets the relevant eligibility requirements for elected Directors. At the next annual Board election, the seat shall be open for election to fill the remainder of the original term, if any, or to start a new term. If a vacancy occurs in an appointed seat, the Board may appoint an individual to fill the remainder of the term.

If a vacancy occurs in a Regional Council or Chapter Community seat, the appropriate Regional Council may nominate an individual for the balance of that term, provided that the appointee meets relevant eligibility requirements.

**Section 12 – Removal from Office:** An elected Director will be removed from the Board of Directors if the person becomes unaffiliated with any Member. A Director, whether elected or appointed, may be removed, with or without cause, by a two-thirds vote of the Board of Directors at a properly called meeting of the Board of Directors where quorum is present. Causes for such action may include, but shall not be limited to, failure to abide by the USGBC's Bylaws or Code of Conduct, or no longer meeting eligibility requirements set forth in these bylaws or otherwise approved by the Board.

**Section 13 – Compensation of Board of Directors Members:** Board members, except for the President/CEO, shall not be entitled to any compensation for their service on the Board of Directors. The Board of Directors shall determine the amount of compensation for the President/CEO. Travel expenses for Board members may be reimbursed in accordance with the USGBC's adopted Travel and Expense procedures.

## **ARTICLE V– OFFICERS**

**Section 1 – Officers:** The Officers (the “Officers”) of the Board of Directors shall be a Chair, a Chair-elect, and an Immediate Past Chair. The Officers (the “Officers”) of the Corporation shall be a Secretary, a Treasurer and a President/CEO. The Board may appoint other officers, each of whom shall have such title and perform such duties as the Board may designate.

**Section 2 – Eligibility:** Only persons serving as duly elected and not appointed Directors of the Board of Directors shall be eligible to be elected to serve as Chair-Elect, Chair, Secretary, or Treasurer, provided however that this requirement shall not apply to the President/CEO.

**Section 3 – Duties of the Officers:** Duties of individual Officers, in addition to serving on the Executive Committee, are as follows:

- A. The Chair shall preside at all meetings of the Board of Directors and membership, and shall fulfill the duties of the Chair as set forth in Board-approved policies.
- B. The Chair-elect shall exercise the responsibilities of the Chair in the event of the Chair’s absence or disability and shall fulfill the duties of the Chair-elect as set forth in Board-approved policies. Additional responsibilities may be determined and assigned by the Chair.
- C. The Treasurer shall use reasonable business judgment to safeguard the funds of the USGBC and ensure that accurate accounts of receipts and disbursements are prepared. The Treasurer will also review, annually, the budget submitted by the President/CEO to the Council to be discussed and approved by the Board of Directors. The Chair may appoint an Assistant Treasurer to assist the Treasurer, and who may perform the same duties as the Treasurer. The Treasurer shall fulfill the duties of the Treasurer as set forth in Board-approved policies.
- D. The Secretary shall ensure the taking and dissemination–of minutes, prepare and sign corporate documents, etc. and perform the duties normally assigned to a Secretary. The Chair–may appoint an Assistant Secretary to assist the Secretary, and who may perform the same duties as the Secretary. The Secretary shall fulfill the duties of the Secretary as set forth in Board-approved policies.
- E. The Immediate Past Chair shall work closely with and provide support to the Chair and Chair-Elect and shall fulfill the duties of the Immediate Past Chair as set forth in Board-approved policies.

**Section 4 – Nomination & Election:** The Board of Directors shall vote for and elect the following Officers: Chair-Elect, Secretary and Treasurer, according to a process and

timeline set and agreed to by the Board. The Nominating Subcommittee of the Governance Committee shall solicit nominations and present to the Board candidates for Officers. The Board will convene a meeting within a specified period of time after receipt of the candidates to vote and elect the Officers.

**Section 5 — Terms:** The Chair, Immediate Past-Chair and Chair-elect shall each hold office for one (1) year. The Chair-Elect shall assume the office of Chair at the conclusion of the current Chair's term. The terms of office of both the Secretary and the Treasurer shall each be two (2) years, with the Secretary term ending in even-numbered years and the Treasurer term ending in odd-numbered years. An Officer shall continue to serve in his or her term as Director, provided however that if such Officer term extends beyond the term of the directorship, then the Officer shall be deemed to continue as a Board member ex officio, only until the end of the term of office as Officer. The size of the Board shall be enlarged as necessary to accommodate Officers who are no longer representing directorships as such directors were originally elected. The size of the Board shall be reduced as Officers leave Board positions created solely for their continued participation.

**Section 6 – Vacancies:** Should any office become vacant, the Board of Directors shall nominate and vote upon, within 60 days, a member of the Board to complete the remainder of the term involved, provided that at least half of the term remains. If less than half of the term remains, the Executive Committee shall nominate, and the Board of Directors vote upon, within 60 days, a member of the Board to complete the remainder of the term. In either case, such Officers shall meet the eligibility requirements set forth in Section 2 above. In the event of a vacancy in the position of Immediate Past Chair, the position may not be filled, at the sole discretion of the Board of Directors.

**Section 7 – Removal from Office:** An Officer may be removed by a two-thirds vote of the Board of Directors at a properly called meeting of the Board of Directors where quorum is present. Causes for such action may include, but shall not be limited to, failure to abide by USGBC's bylaws or Code of Conduct, or failure to meet Officer duties as provided for in these bylaws or in Board-approved policies.

## **ARTICLE VI – PRESIDENT/CEO AND STAFF**

**Section 1 – Appointment:** The Board of Directors shall appoint and employ a salaried staff head who shall have the title of President/CEO and whose terms and conditions of employment shall be specified by the Board of Directors, which may be delegated by the Board to a committee of the Board.

**Section 2 – Authority and Responsibility:** The President/CEO shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. The President/CEO shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise

expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President/CEO shall, in the name of the corporation, execute such contracts, checks, or other instruments, which may from time to time be authorized by the Board of Directors, and shall appoint signatories appropriate to their responsibility and level of authority and in line with recognized accounting principles. The President/CEO will also prepare an annual business plan including a proposed budget for the USGBC that will be reviewed by the Officers and then submitted to the Board of Directors. The President/CEO may hire and/or appoint as necessary appropriate USGBC staff to provide administrative and program management services and negotiate employment and/or management contracts on the USGBC's behalf. These duties include fixing compensation for such USGBC staff within the approved budget.

## **ARTICLE VII – FINANCES**

**Section 1 – Signature on checks and notes:** All checks shall be signed by the President/CEO or his or her designee, or as the Board of Directors may from time to time designate, or as stated in these Bylaws.

**Section 2 – Fiscal Year:** The fiscal year of the corporation will be the calendar year.

**Section 3 – Audit:** The accounts of the USGBC shall be audited not less than annually by a Certified Public Accountant who shall be recommended by the Finance and Audit Committee and appointed by the Executive Committee, with the approval of the Board of Directors and who shall provide a report to the Board of Directors.

**Section 4 – Operating Reserve Fund:** The Board may adopt policies and procedures for an operating reserve fund.

## **ARTICLE VIII– INDEMNIFICATION**

USGBC shall indemnify any present or former director, officer, employee, agent, and/or volunteer of USGBC against any threatened, pending or completed action, claim, suit, liability or proceeding, including all associated actual and reasonable legal fees and other expenses incurred, to the fullest extent legally permissible under the provisions of the District of Columbia Nonprofit Corporation Act as it may from time to time be amended. As used herein the term “volunteer” means a person who holds a position on an official USGBC Board Committee, Panel, Steering Committee, Committee of a Steering Committee, Technical Advisory Group, or Working Group as defined in the USGBC policies and procedures for committees and working groups. The phrase “employee” means a person who performs or has performed services to USGBC for a salary or wages. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled hereunder. This right of indemnification shall be in addition to, and not exclusive of, all other rights to which any person may be entitled.

Indemnification shall extend only to acts undertaken on behalf of USGBC, and further, only to the extent that such conduct related to, and arose from, such person's official duties as a director, officer, employee, agent, and/or volunteer of USGBC, or other corporation, enterprise, or subsidiary for which services are performed at USGBC's request.

Indemnification shall not be provided for any person who is subject to liability for conduct constituting the following: i) a breach of the duty of loyalty to USGBC; ii) an act or omission by such person not in good faith, or which involves intentional misconduct deliberately opposed to the best interests of USGBC; iii) an intentional infliction of harm to USGBC; iv) a knowing violation of the law; or v) a transaction from which such person derived an improper personal benefit. Further, indemnification shall not be provided if such person is subject to judgments, penalties, fines, settlements or expenses arising from any proceeding by, or in the right of, USGBC.

Advanced funds for reasonably anticipated expenses prior to a final determination of liability may be granted at the sole discretion of the Board of Directors and may be withheld unless otherwise required by law. Prior to the distribution of advanced funds, the recipient must provide an affirmation indicating such person's good faith belief that his or her conduct is in compliance with the provisions of this policy thereby warranting indemnification, and that all funds advanced will be repaid to USGBC if it is ultimately determined that indemnification was not appropriate under the terms of this policy. It is the burden of the indemnified party to demonstrate the actual and reasonable expenditure of all funds provided by USGBC. Persons representing themselves pro se shall not be reimbursed for self-performed legal services.

Indemnification shall not be provided for any action, suit, or proceeding brought by, or on behalf of, USGBC, or any existing or previous director, officer, employee, agent, and/or volunteer, unless such action is explicitly approved and directed by the Board of Directors.

USGBC shall purchase insurance to provide for the indemnification.

## **ARTICLE IX – COMMITTEES**

**Section 1 – Executive Committee:** There shall be an Executive Committee of the USGBC which shall have as members the Chair, Chair-elect, Immediate Past Chair, Secretary, Treasurer and the President/CEO. The Executive Committee shall be a committee of the Board, having and able to exercise the authority of the Board as delegated by the Board. The Executive Committee shall appoint two (2) representatives to the Board of Directors of the affiliated Green Building Certification Institute, who shall be either former or current members of the USGBC Board of Directors, and shall appoint all Directors of any supporting corporation of the USGBC, as defined under IRC §509a3.

The Executive Committee shall fulfill its duties as laid out in Board-approved policies, and shall:

- A. Direct the implementation of programs, activities and recommendations of the approved Strategic Plan.
- B. Review and recommend the Annual Business Plan submitted by the President/CEO for presentation to and approval by the Board of Directors.
- C. Review and recommend the annual budget submitted by the President/CEO for presentation to and approval by the Board of Directors.

**Section 2 – Other Committees:** There shall be a Governance Committee and a Finance and Audit Committee. The Board may establish additional committees to assist the Board in carrying out the work of the Board. The majority of members must be current or past Board members. The number of members serving on these committees and members' term length shall be in conformance with committee policies and the committees' charters. Quorum is a simple majority of the committee membership. The Executive Committee shall appoint the members, chairs and vice-chairs of these committees in conformance with committee policies.

The Board may establish other committees and working groups, including those to develop programs, as it deems appropriate, and shall establish the powers and duties of each. The Executive Committee may establish working groups and shall appoint individuals to serve on committees and carry out other duties as delegated by the Board in committee policies.

**Section 3 – Balance:** The USGBC shall seek to create and maintain its committees in a fair and balanced manner, appropriately representing multiple viewpoints, without dominance by a single member category. The Board, or any committee designated by the Board, shall review the composition and leadership of committees. Criteria for balanced committee makeup shall be set forth in Board-approved committee policy.

**Section 4 – Meetings and Action of Committees:** Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provision of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provision of these Bylaws.

**Section 5 – Voting:** Voting by committees and working groups may be in person, or via telephone, video conference, U.S. mail or electronically as described in the committee policies approved by the Board.

## **ARTICLE X – CHAPTERS**

**Section 1 – Definition:** A chapter is an incorporated association of persons who have joined together to further the interests of the USGBC and which has signed a Chapter Charter prepared by the USGBC.

**Section 2 – Formation:** The USGBC may, at its discretion, create any number of chapters it deems appropriate.

**Section 3 – Chapter Rules:** The bylaws, acts, and decisions of all chapters must be in accordance with the USGBC Articles of Incorporation and these Bylaws and their chapter charters.

**Section 4 – Policies:** The Board of Directors may establish policies and guidelines for chapters and other forms of affiliation.

## **ARTICLE XI - AMENDMENTS**

These Bylaws may be amended by two-thirds vote of the Board of Directors. These Bylaws may also be amended by the affirmative vote of a majority of the members, in person or by proxy, at any regular or special meeting of the membership or by electronic ballot, provided that notice of the substance of the proposed amendment has been sent to each member at least thirty working days prior to the date of the regular or special meeting involved or prior to the day the electronic ballot is sent.