



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

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



The member may appeal the staff decision to USGBC's Board of Directors by making a written appeal within 30 calendar days of receipt of the decision. Such appeal shall be sent by mail to the attention of the USGBC legal department. The written appeal should detail the reasons the member believes the staff decision to have been in error and/or should request sanctions other than those determined by staff. USGBC's Board of Directors shall consider such request at its next regularly scheduled telephone meeting. The member may request the opportunity to participate in the meeting. In its sole discretion, the Board of Directors shall determine whether to permit the member to make an oral presentation to the Board of Directors and at which meeting such presentation shall occur. The Board of Directors shall make a decision on the appeal within 20 days of the later of the meeting at which it reviewed the appeal or the meeting at which the member presentation occurs and shall cause its decision to be rendered to the member in writing. The decision of the Board of Directors is final and may not be further appealed.

USGBC may remove a member's access to discounted pricing if USGBC, in its sole discretion, makes a determination that a member has misused USGBC intellectual property or if a member has provided unauthorized access to the member's account and/or discounted purchase price benefit. As provided in greater detail in USGBC's *Membership Policies and Procedures*, USGBC staff shall notify the member before making such determination.

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

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

**Section 1 Rating System Balloting:** The Board of Directors









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 the Board may appoint an individual to fill that seat until the next annual Board election, provided that the appointee meets the relevant eligibility criteria 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.

**Section 12 Removal from Office:** An elected Director will be removed from the Board 10

- B. The Vice Chair shall exercise the responsibilities of the Chair in the event of the Chair's absence or disability and shall fulfill the duties of the Vice Chair as set forth in Board-approved policies. Additional responsibilities may be determined and assigned by the Chair.
  
- C. The Secretary-Treasurer shall use reasonable business judgment to safeguard the funds of USGBC and ensure that accurate accounts of receipts and disbursements are prepared. The Secretary-Treasurer will also review, annually, the budget submitted by the CEO to be discussed and approved by the Board of Directors. The Chair may appoint an Assistant Treasurer to assist the Secretary-Treasurer, and who may perform the duties as the Treasurer to the same extent. The Secretary-Treasurer 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-Treasurer, and who may perform the duties as the Secretary to the same extent. The Secretary-Treasurer shall fulfill the duties of the Secretary-Treasurer as set forth in Board-approved policies.

Board to a committee of the Board. The CEO shall select and employ other staff whose terms and conditions of employment shall be specified by the CEO.

**Section 2 Authority and Responsibility:** The 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 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 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 CEO will also prepare an annual business plan including a proposed budget for USGBC that will be reviewed by the Officers and then submitted to the Board of Directors. The 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 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 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 shall be the calendar year.

**Section 3 Audit:** The accounts of 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 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 and hold ha1 0 021(n)-Bi6ee ativ 0 (a)-21W\*nBTq0.000009g50(t)12(45 TETQqc1

proceeding by or in the right of USGBC other than for reasonable expenses incurred in connection with the proceeding; or (b) liability arising out of conduct

