

**THE U.S. GREEN BUILDING COUNCIL – NJ CHAPTER
A NEW JERSEY NONPROFIT CORPORATION**

**Chapter Bylaws
Updated June 3, 2009**

**Article I
Name**

Section 1.1

The name of the organization is the U.S Green Building Council – NJ Chapter (USGBC-NJ), a nonprofit corporation incorporated in the state of New Jersey.

**Article II
Property**

Section 2.1

No officer, director or member will have any right, title, or interest in any of the property or assets, including any earnings or investment income of this corporation, nor will any of such property or assets be distributed to any member on its dissolution or winding up. No part of the Chapter's property shall inure to the benefit of any Officer, Director, or member of the Chapter.

**Article III
Chapter Membership**

Section 3.1

Classes of Members: There shall be two classes of Members in the Organization (i) Voting Members(local chapter member in good standing, chapter type is "member"), and (ii) Non-Voting Members(chapter type is "associate", or "student").

Section 3.2

Qualifications: Voting Member Qualifications: Any local chapter member in good standing with the US Green Building Council and USGBC-NJ has one vote. (It is not a requirement that USGBC NJ Chapter members be USGBC National members to vote within the Chapter). Non-Voting Members may be active members of the organization and may participate in the general membership, on committees and in the role of a non-voting member.

Section 3.3

Liability of Members: No member of this corporation will be personally liable for any of its debts, liabilities, or obligations, nor will any member be subject to any assessment. Chapter must keep a certificate of insurance on file that offers proof of indemnification.

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**Article IV
Dues**

Section 4.1

Dues: Annual dues for local membership in the USGBC-NJ will be determined by the National Organization. Such dues will be in addition to chapter member dues paid to the USGBC. No dues will be refunded.

**Article V
Executive Director**

Section 5.1

The executive director shall be hired by the Board. An executive director search committee of Board members selected by the Board shall identify and vet candidates. The executive director will be chosen through the dynamic governance process. The executive director will serve at the pleasure of the Board and report directly to the Chair.

**Article VI
Board of Directors**

Section 6.1

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 6.2

Composition of the Board: The Board of Directors will consist of an odd number of persons elected by and from the membership from among the various categories of Council membership. Board members shall be representative of the fourteen (14) USGBC membership categories (see attachment). The minimum number of Board members shall be not less than three (3) and not more than twenty five (25) in number. No more than one person from one company shall actively serve on the board at one time. Legal Counsel, the EGB-NJ Chair and the Communications Committee Chair will be appointed by the board and invited to closed board meetings but are not voting board members unless they are elected Board members in an election or appointed by the Board to fill out an unexpired term under Section 6.7. The immediate Past Chair is the most recent

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chair to rotate out of the position and is a non-voting board member. The Executive Director is not a board member and therefore does not have voting rights.

Section 6.3

Terms and succession: The nominating committee shall look to provide candidates to promote board diversity. A board member's term is for two years. A board member may serve as many terms as he/she is elected to the board of directors. Officers of the Chapter are deemed to be Chapter Board members. Officers are discussed in Article VI.

Section 6.4

Powers:

(a) The powers of this corporation will be exercised, its properties controlled, and its affairs conducted by the board, which may, however, delegate the performance of any duties or the exercise of any powers to the Executive Director, and to such officers and agents as the board may from time to time designate.

(b) Management of income property: The board may determine, from time to time duly adopted, to delegate in whole or in part, the management, investment, and disposition of the corporation's property for the purpose of earning an income from that property.

Section 6.5

Elections: Annual Chapter board elections will be held, the timing of which will conform to the Chapter's fiscal year.

Section 6.6

Board Membership

Board members shall remain in good standing with the US Green Building Council and USGBC-NJ. USGBC National Membership is not required.

Section 6.7

Resignation and Vacancies:

(a) If a board member resigns, or if a vacancy occurs for any reason, the executive committee will activate and make a recommendation for a replacement and the chair will make the appointment.

(b) If an Officer resigns or if a vacancy occurs for any reason, the Chair will appoint a replacement from among the current active slate of Officers and Directors, subject to a majority approval of the Board.

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(c) If the Chapter Chair resigns, the Vice-Chair will assume the duties of the Chair. A new vice chair will be voted in by majority approval of the Board. (see 7.5) (d) Leave of Absence: A Board member may request and/or the Board may grant a leave of absence for a period of time not to exceed 90 calendar days. A granted leave of absence is intended to preserve a Board member's seat and status in light of extreme personal conflict such as illness, family crisis, temporary transfers, etc. Within such 90 day period, the Board may reinstate said Board member without prejudice or change of status.

(e) Attendance: Failure to attend 75% of the Board meetings may result in removal from the Board. The board may elect to move on a motion to remove a board member by quorum vote.

(f) Any person appointed to fill a vacancy in the board will hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated below.

Section 6.8

Voting: A quorum is two thirds of the Board and Officers. A simple majority is required on all votes except where some other number or method (i.e., dynamic governance) is required by law or these Bylaws. The immediate Past Chair is a non-voting member of the board, except in the instance of reaching quorum or breaking a tie. Voting via conference call (by Board members) or email (by Board and general membership) may be permitted under special circumstances at the discretion of the Executive Committee.

Section 6.9

Compensation: Directors and Officers do not receive compensation for their service but may be reimbursed for expenses, upon approval of said expenses by the Board, which has the right to establish policies in regard to reimbursement procedure and approvals.

Section 6.10

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 US Green Building Council. A Board member of this chapter may not serve as a Board member for another chapter but may serve as a general member of multiple chapters provided they are in good standing and abide by USGBC policy.

Section 6.11

Committees: The Board of Directors may appoint committees, working groups or task forces as necessary to carry out the business of the organization. Each committee shall have a liaison from the board. The committee liaison may appoint the committee's chairperson. The committee chairperson must be a full member in good standing. At a minimum, there shall be four working committees: the Executive Committee, a Program Committee, a Membership

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Committee, and a Finance Committee. The Finance Committee shall be Co-Chaired by the Treasurer and therefore does not need a Liaison. The Executive Committee consists of the officers of the board and the immediate past chair as well as the Executive Director. Legal Counsel may be invited to counsel the executive committee work, but is not a member of the committee.

Section 6.12

Branches: The Board of Directors may create branches necessary to carry out the business of the organization. These branches will comply with the guidelines provided by USGBC NJ Branch Chairs do not have voting rights unless he/she is a USGBC NJ Board member. Each Branch shall have a Chairperson appointed by the Board Chair. The branch chairperson must be a full member in good standing. This person will serve a 1 year term, and may serve as many terms as approved by the Board Chair. Branches report to the Executive Director and Board of Directors.

Article VII Officers

Section 7.1

Designation of Officers: The Officers of the Chapter shall be a Chair, Vice-Chair, Secretary, and Treasurer.

Section 7.2

Qualifications: Officers must be USGBC NJ members in good standing.

Section 7.3

Elections and Term of Office: Officers shall serve a term of one year, but may run for election for the same position in successive years with the approval of a majority of the Board of Directors.

Section 7.4

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 Chair acts in the place of the Chair when the Chair is not available. The Treasurer is the financial officer of the organization.

Section 7.5

Vacancies: No person may hold more than one office at the same time, with the exception of the Vice-Chair who shall also hold the position of Chair for an unexpired term due to

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resignation or vacancy. If a vacancy occurs among the other Officers, for any reason, the Board may elect to fill the position with one of the current Board members for the unexpired term. An Officer or Director may be removed for cause by two-thirds vote of the Board of Directors or Dynamic Governance whenever in its judgment via motion and discussion the corporation's interests would be best served.

Section 7.6

Compensation: Officers do not receive compensation for their services but may be reimbursed for expenses upon approval of the Board.

Section 7.7

Chair: The Chair will exercise general supervision and control over all activities of the corporation. The Chair:

- (a) Will preside at all meetings of members and of the Board;
- (b) May sign, with the secretary or other officer duly authorized by the board, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board, except in cases where the signing and execution of such instruments has been expressly delegated by the board by these bylaws, or to some other officer or agent of the corporation by law; and
- (c) Will perform all other duties generally incident to the office of Chair and such other duties as may be prescribed by the board.

Section 7.8

Vice-Chair: In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice-Chair will perform the duties of the Chair, and when so acting, will have all the powers of, and be subject to all the restrictions on, the Chair. Any Vice-Chair will perform any additional duties as may from time to time be assigned to him or her by the Chair or by the board.

Section 7.9

Treasurer: If so required by the board, the treasurer will::

- (a) Be bondable for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the board may deem appropriate;
- (b) Have charge and custody of, and be responsible for, all funds and securities of the corporation;
- (c) Receive and give receipts for moneys due and payable to the corporation from any source and deposit all such moneys in the corporation's name in such banks, trust companies, or other depositories as selected by the board; and
- (d) Perform all duties generally incidental to the office of treasurer and such other duties may from time to time be assigned to the treasurer by the Chair or by the board.

Section 7.10

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Secretary: The secretary will make certain that the following duties are performed:

- (a) Keep the minutes of Board meetings of members and the Board, in one or more books provided for that purpose; and review minutes for accuracy.
- (b) See that all notices are duly given in accordance with these bylaws or as required by law;
- (c) Be custodian of the corporate records and of the corporate seal;
- (d) Keep a membership book containing the names and addresses of all members and Board of Directors of the corporation, and with respect to any membership which has been terminated, record that fact together with the date of termination; and
- (e) Exhibit to any board member, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the certificate of incorporation, the membership book, the minutes of any meeting, and the other records of the corporation.

Article VIII Meetings

Section 8.1

Board of Director Meetings: The Board will meet regularly to conduct chapter business and plan general membership meetings and events. The Board of Directors meets monthly, but may meet more times or fewer, as may be required to address pending Chapter business as determined by the Executive Committee. The Board will meet at whatever time and place it selects, based upon majority agreement as to dates, time and general location.

Record keeping: minutes will be taken at each board meeting from which future policies may emerge. These minutes will be posted to the chapter website for access by membership.

Section 8.2

General Membership Meetings. The Chapter holds membership meetings at the place and on the dates decided by the Board of Directors.

Section 8.3

Annual Meeting. The first annual meeting of the Members shall be held on such date as is fixed by the Board, which date shall in no event be held more than thirty (30) days after the organizational meeting of the Board. All annual meetings, thereafter, shall be held on such day and month of the year to be established by the Board.

Section 8.4

Special meetings: Special meetings may be called by the Board of Directors at any time. .

Section 8.5

Notice of Meetings: The Board of Directors must give members a thirty day notice of all special meetings called for the purpose of discussing matters pertinent to significant changes proposed to the organization's governance. The notice must include a description of the business to be discussed.

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Section 8.6

Voting at meetings: A simple majority of at least a quorum is required on all Board votes. When Dynamic Governance is used, a quorum is still required.

Section 8.7

Voting by Phone: See Section 6.8

Section 8.8

Voting Rights: See Section 3.2.

Article IX Nominations and Elections

Section 9.1

The Nominating Committee shall be defined as those board members who are at minimum in the 2nd year of their term. This nominating committee shall prepare a slate of candidates for each open board member position to be presented to the Board of Directors for discussion and approval by a majority vote prior to the election announcement and process.

Section 9.2

The general Chapter membership shall vote for and elect the Board for the following fiscal year from a slate of candidates presented by the current Board and supplemented with nominations taken from the floor from members at the general membership meeting prior to the election period. Nominations can only be made by members in good standing for full members in good standing that are willing to serve.

Section 9.3

All nominations for board shall be presented in writing to the general membership for voting after nominations from the floor at the general membership meeting are closed. The written announcement of elections shall include a brief description of candidates, voting instructions, and the election closing date. The election period shall be open for a minimum of three weeks, and the closing date shall precede the first general membership meeting of the new fiscal year by at least two months to allow for preparation of a transfer of positions.

Section 9.4

All positions shall be elected by a simple majority of the chapter voting membership that casts a written vote, by mail or electronically. Each member may cast one vote for each open position. A majority of votes cast shall elect.

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Section 9.5

If there is a tie, the election shall be determined by vote of the Board between the tying candidates.

Section 9.6

The Board of Directors shall elect Officers annually. See Section 7.3.

Section 9.7

A minimum of 10% of the full members in good standing must vote for the election to be official.

Article X Miscellaneous

Section 10.1

Books and Records: The corporation will prepare and maintain correct and complete books and records of account and will also keep minutes of the meetings of its members, board of directors, and committees, and will keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any board member, or member, or the agent or attorney of either, or any proper person, at any reasonable time.

Section 10.2

Fiscal Year: The fiscal year of the corporation will begin on the first day of January and end on the last day of December in each year.

Section 10.3

Corporate Seal: The Board of Directors will provide a corporate seal if required by law.

Section 10.4

Waiver of Notice: Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act of New Jersey or under the provisions of the certificate of incorporation or the bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

Section 10.5

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,

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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.

Section 10.6

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 non-profit corporation or association whose objectives are similar to the Chapter's or to a non-profit organization as approved by a majority vote of the Board.

Article XI Amendments

Section 11.1

Power of Board to Amend Bylaws: Subject to the limitations of the certificate of incorporation, these bylaws, and the Nonprofit Corporation Act of New Jersey, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by two-thirds vote of the voting membership.