

**USGBC
CENTRAL
PENNSYLVANIA
CHAPTER**

BY-LAWS

2011

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Adopted by the Board of Directors March 2011**

Table of Contents:

Article I.	Name and Purpose.....	3
Article II.	Membership.....	3
Article III.	Meeting of Membership.....	4
Article IV.	Dues.....	4
Article V.	Board of Directors.....	4
Article VI.	Officers.....	6
Article VII.	Committees.....	8
Article VIII.	Finances.....	8
Article IX.	Indemnification.....	9
Article X.	Amendments.....	9
Article XI.	Executive Director and Staff.....	9

Article I. Name and Purpose

Section 1 – Name. The name of the organization is the Green Building Association of Central Pennsylvania, doing business as USGBC Central Pennsylvania Chapter, a non-profit corporation incorporated in the state of Pennsylvania.

Section 2 - Purpose. Green Building Association of Central Pennsylvania, doing business as USGBC Central Pennsylvania Chapter, is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, and may make expenditures for one or more of these purposes.

Section 3 – Corporate Office. USGBC Central Pennsylvania Chapter’s principle office will be in the central Pennsylvania area or in a location approved by the Board of Directors (Board).

Section 4 – Corporate Seal. The Board may adopt and alter the seal of the corporation.

Article II. Membership

Membership Qualifications:

Section 1 - Members. Individuals who have paid dues as set by the USGBC Central Pennsylvania Chapter Board and adhere to the standards for members as may be established from time to time by the USGBC Central Pennsylvania Chapter and which are consistent with USGBC Chapter Membership Policy, shall be considered members in good standing of USGBC Central Pennsylvania Chapter. No organization or corporate entity may become a member of the Chapter.

Section 2 - 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 Central Pennsylvania Chapter may be terminated when:

- A. A member resigns by giving notice to the USGBC Central Pennsylvania Chapter. In the event of resignation, dues already paid for the current year will not be refunded.
- B. Dues or other financial obligations to the Chapter have not been paid 90 days from the date of the invoice or expiration date, whichever is later.
- C. The member is expelled for actions which the Board determines are prejudicial to the welfare, interest or character of USGBC Central Pennsylvania Chapter, including willful violation of these Bylaws. The member in good standing is entitled to due process as established by the Board of Directors.

Article III. Meeting of Membership

Section 1 – Annual Membership Meeting. USGBC Central Pennsylvania Chapter shall hold an annual membership meeting at a place and on a date decided by the Board of Directors.

Section 2 - Special Meetings. The Board of Directors, Chair, Vice-Chair, Secretary, or Treasurer may call special meetings at any time for any purpose or purposes, unless otherwise prescribed by statute. Special meetings may also be called at the written request of at least 10% of the voting members.

Section 3 - Notice. The Board of Directors shall give members no less than 30-days notice of all annual meetings and 14-days notice of special meetings. The notice shall include a description of the business to be discussed.

Section 4 - Quorum. The presence of 10% of the membership in person, proxy or by teleconference constitutes a quorum for the transaction of business. A simple majority of votes by 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 membership and shall constitute the act of and be binding upon the Chapter.

Section 5 - Voting. Each member in good standing is entitled to one (1) vote.

Section 6 - Proxies. Unless otherwise prohibited by law, proxy voting is permitted when executed by the member or his/her duly authorized representative. All proxies (i) shall be in writing, (ii) shall be signed and dated by the member entitled to vote, (iii) shall indicate the name of the person authorized to vote the proxy for such member, and (iv) shall be filed with the Secretary at or prior to the time of the meetings to which the proxy pertains. A proxy is valid for only one meeting. The number of proxies that a member may represent shall be limited to one.

Article IV. Dues

Section 1 - Dues. Annual dues will be determined by the Board in accordance with USGBC Chapter Membership policy.

Section 2 - Refunds. No fees will be refunded.

Article V. Board of Directors

Section 1 – Responsibilities. The governing body of USGBC Central Pennsylvania Chapter is the Board of Directors, which has the authority and is responsible for the supervision, control and direction of the Chapter. The Board shall have all of the powers and duties reasonably necessary for the maintenance, supervision, control and direction

of the Chapter and may do all such acts and things except as prohibited by law, the Articles of Incorporation or these Bylaws, the policies of USGBC and/or the Chapter Charter in effect between USGBC and the Chapters (“Chapter Charter.”) The powers and duties of the Board shall be subject to by the members only when such approval is specifically required by law or the governing documents of the Chapter.

Section 2 – Eligibility. Any USGBC Central Pennsylvania Chapter member in good standing is eligible to serve on the Board, provided, however, that no more than one employee of any one organization may serve as a Director in any year. The Board shall comply with USGBC Chapter Membership Policy with regard to the proportion of directors who are USGBC national member organization employees.

Section 3 – Composition. The Board consists of no fewer than 7 persons and no more than 15 persons elected by and from the USGBC Central Pennsylvania Chapter membership. The Chapter shall strive for diversity among its directors in the broadest sense, including persons diverse in geography, age, gender and ethnicity and reflecting the broad constituency of the green building movement.

Section 4 - Voting. Each Director is entitled to one vote. In the absence of the Board, only action authorized by the unanimous written consent of the Board shall constitute a valid action of the Board. Such consent and writing shall have the same force and effect as a unanimous vote and may be described as such in any document executed by the Corporation. 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. From time to time the Board may also allow an issue to be voted on at a later date by electronic mail.

Section 5 - Nominations. A Governance Committee shall prepare a slate of candidates for the USGBC Central Pennsylvania Chapter Board. In preparing the slate the Committee shall strive for diversity in its broadest sense, including but not limited to diverse stakeholders from the sustainable building industry and persons diverse in gender, ethnicity, geography and age. The Committee shall announce the slate the membership at least two weeks prior to the election.

Section 6 – Elections. USGBC Central Pennsylvania Chapter Board elections shall be held annually as directed by the Board of Directors and in conformance with these Bylaws. The Board shall provide all members at least thirty (30) days notice as to the manner and means by which to elect any open Director seats.

Section 7 – Terms and Term Limits. Director terms are two years. Each Director shall serve for a term of two (2) years or until he or she is otherwise removed or replaced in accordance with these Bylaws. Directors may serve for a maximum of three (3) consecutive terms, except in instances where the Vice-Chair becomes the Chair of the

Board, in which case the term may be extended by one (1) year.

Section 8 - Vacancies. If a vacancy occurs on the Board of Directors for any reason, the Governance Committee may nominate an individual to fill a board vacancy during mid-term. Such replacement shall be confirmed by the affirmative vote of a majority of the remaining Directors. The confirmed Director shall serve for the unexpired portion of the term or until the next election cycle, whichever comes first. The period of replacement shall be counted towards term limits, should that Director be re-elected.

Section 9 - Removal. Any Director may be removed, with or without cause, at a meeting of the Board of Directors. The notice of such meeting must state that the purpose, or one of the purposes, is the removal of the Director or Directors and state the specific Director(s) to be removed. The removal of a Director shall be effective only upon the affirmative vote of a two-thirds majority of the Board of Directors in attendance at a meeting where quorum has been established.

Section 10 - Meetings. The Board of Directors meets at least quarterly in person or by telephone conference at such time, date and place as shall be determined by the Chair. Roberts Rules of Order Newly Revised shall govern, except when otherwise provided in these Bylaws or specifically authorized by the Board. The Board may allow attendance by invited guests at any meeting.

Section 11 - Quorum. A majority of voting directors present 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. A majority is required on all votes, except where some other number is required by law or these Bylaws. 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 12 - Compensation. Directors shall not receive compensation for their service. However, a Director may be reimbursed for the reasonable costs of expenses incurred by the Director in the performance of his or her duties in accordance with USGBC Central Pennsylvania Chapter policy and the USGBC Central Pennsylvania Chapter's annual budget.

Article VI. Officers

Section 1 - Officers. The Officers of Chapter shall be a Chair, Vice-Chair, Secretary, and Treasurer.

Section 2 - Qualifications. Officers must be members of the board in good standing for one year. No person may hold more than one office at the same time. Composition of the officers shall be in accordance with USGBC Chapter Membership Policy, with regard to the proportion of officers who are USGBC national member organization employees.

Section 3 – Terms and Term Limits. Officer terms are one year and officers may serve up to two (2) consecutive terms.

Section 4 - Nominations. The Governance Committee shall prepare a slate of candidates for each office at least three weeks prior to the first meeting of the USGBC Central Pennsylvania Chapter Board following the completion of the Board elections, ensuring that at least one candidate shall be nominated for each office and that the slate is in compliance with the USGBC Chapter Membership Policy. All candidates shall consent to serve before elections. The Chair shall present the slate of candidates for election two weeks prior to the first meeting of the Board following the Board elections. At that time additional nominations may be made from the floor prior to the election.

Section 5 - Elections. The Board shall vote and elect the following officers: Chair, Vice-Chair, Secretary, and Treasurer, according to a process set and agreed to by the Board.

Section 6 - Duties. Officers shall perform those duties usual and customary to their position and as outlined in these Bylaws and the policies of the Chapter.

Chair. The Chair shall be the chief executive officer of the Chapter. The Chair shall preside at all meetings of the Chapter and of the Board and, in general, shall have all of the same powers and duties as would be attendant to the office of president of a nonprofit corporation organized in the Commonwealth of Pennsylvania.

Vice-Chair. The Vice-Chair shall assume the powers and duties of the Chair whenever the Chair is absent from any meeting of the Chapter or the Board or is unable to act in his/her capacity as Chair. If neither the Chair nor the Vice-Chair is able to act, a majority of the remaining Directors shall appoint some other Officer to act in the place of the Chair, on an interim basis. The Vice-Chair shall also perform such other duties as shall from time to time be delegated to him or her by the Board or by the Chair.

Secretary. The Secretary shall ensure that minutes are kept of all meetings of the Chapter and of the Board and shall have charge of such books and papers as the Board may direct and shall, in general, perform all duties incident to the office of the secretary of a nonprofit corporation organized in the Commonwealth of Pennsylvania.

Treasurer. The Treasurer shall keep full and accurate financial records and books of account for the chapter, be responsible for the preparation of all required financial data. The Treasurer shall perform all of the duties as would be incident to the office of treasurer of a nonprofit corporation organized in the Commonwealth of Pennsylvania.

Section 7 - Vacancies. If a vacancy occurs among the officers for any reason, the Executive Committee shall nominate, and the Board shall elect, an individual to serve in the position for the unexpired portion of the term.

Section 8 - Removal. An officer may be removed with or without cause at a meeting of the Board. The notice of such meeting shall state the purpose, or one of the purposes, is the removal of an officer or officers and state the specific officer(s) to be removed. The removal of an officer shall be effective only upon the affirmative vote of no less than two-thirds of the board when taken at a meeting where quorum has been established.

Article VII. Committees

Section 1 – Executive Committee. There shall be an Executive Committee of the Board which shall have as members the Chair, Vice-Chair, Secretary, and Treasurer, and shall have and be able to exercise the authority of the Board as delegated by the Board.

Section 2 – Other Committees. The Board may establish additional committees, including those to develop programs, as it deems appropriate, and shall establish the powers of each. The Board shall appoint a Governance Committee, a Finance Committee, an Advocacy Committee, Membership Committee, and a Programs Committee, and shall appoint Chairs to each to serve a one-year term.

Article VIII. Finances

Section 1 - Contracts. The Board may authorize any officer or officers, agent or agents of the Chapter, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances.

Section 2 – Signature on Checks and Notes. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter shall be signed by those officers or agents of the Chapter and in a manner as shall be determined by resolution of the Board.

Section 3 - Deposits. All funds of the Chapter shall be deposited to the credit of Chapter in the banks, trust companies, or other depositories as the Board may select.

Section 4 - Gifts. The board may accept on behalf of the Chapter any contribution, gift, bequest or device for the general purposes or for any special purpose of the Chapter.

Section 5 - Audit. The accounts of Chapter shall be audited not less than every two years, as long as the annual budget is less than \$1,000,000, and then every year once the annual budget reaches \$1,000,000, by a Certified Public Accountant who shall be recommended by the Finance Committee and appointed by the Chapter Executive Committee, with the approval of the Board. The CPA shall provide a report to the Board.

Section 6 - Operating Reserve Fund. The Board may adopt policies and procedures for an operating reserve fund.

Article IX. 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 or as otherwise limited by applicable state law. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled. This clause in itself does not mean that indemnified individuals are actually protected unless the Chapter provides insurance or other means by which to provide such indemnification. The Chapter shall purchase insurance to provide for such indemnification.

Article X. Amendments

These Bylaws may be amended by two-thirds vote of the board.

Article XI. Executive Director and Staff

Section 1 – Employment. The Board may retain a salaried staff head who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Board.

Section 2 – Authority and Responsibility. The Executive Director shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. The Executive Director shall perform all duties incident to her/his 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 Executive Director 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. The Executive Director shall also prepare, annually, a proposed budget for the Chapter and submit it to the Board. The Executive Director may hire and/or discharge as necessary appropriate Chapter staff to provide administrative and program management services and negotiate employment and/or management contracts on the Chapter's behalf. These duties include fixing compensation for such Chapter staff within the approved budget.