

## By-laws of the Green Building Association of Central Pennsylvania

Adopted: April 11, 2001

Amended last: February 9, 2009

The following are the bylaws for the Green Building Association of Central Pennsylvania, an unincorporated association (“GBACPA”). The members shall govern the organization. When the members are not meeting, the Board shall govern for them.

### Article I. Board Structure

- Section 1. The Board shall consist of eleven (11) directors selected from the full general membership body of the GBACPA), together with one (1) director from each GBACPA recognized branch (a “Branch”) located within the GBACPA region (the “GBACPA Region”), as designated by the United States Green Building Council (“USGBC”). Each director will be elected in accordance with the By-laws of the GBACPA, provided that director representing a Branch shall be selected from the representative members of the respective Branch. No director shall be allowed to occupy more than one position on the Board, and all directors shall be subject to all other rules and By-laws set forth regarding GBACPA directorship.
- Section 2. All members of the Board of Directors must be members in good standing. A Director must participate in committee service, in fundraising, and attend at least 50% of the Board meetings per year to remain a member of the Board of Directors.
- Section 3. Directors will be elected to serve on the Board by the membership for two (2) year terms, except that the retiring Chair shall automatically serve an additional year as a Director at his or her discretion.
- Section 4. The two-year terms of the Directors shall be staggered, allowing roughly half of the positions to be eligible for election each year.
- Section 5. A Board of Directors vacancy shall be filled with a member within three (3) months of a vacancy.
- Section 6. The Executive Officer positions will be:  
A. Chair;  
B. Vice-Chair;  
C. Treasurer/Secretary.
- Section 7. The Board shall elect the officers in the order listed above beginning with the Chair. A member may be nominated for more than one position, but may accept only one position.
- Section 8. A person must be an active Director for a least one year in order to be eligible for Executive Officer position.
- Section 9. The Board of Directors shall develop operating guidelines. All Board Members and staff must sign the Conflict of Interest policy on an annual basis as a condition of continued service to the GBACPA.

Section 10. A quorum of the Board is a simple voting majority of its Membership at the time the meeting is convened.

Article II. Election of Board of Directors

Section 1. Half of the Board of Director positions as defined in Article I, Section 4 shall be considered open at the end of each term. Existing Directors may be re-elected to additional terms following the procedure outlined below.

Section 2. Nominations will be requested from the membership for the open board positions (existing Directors whose term has expired must submit for nomination to be considered for an additional term). Nominations can be self nominations. All candidates will be required to provide a personal resume/bio as part of the nomination process.

Section 3. A nominating committee comprised of 3 Directors will be established to review the nominations. The nominating committee will consist of the Chairman, Vice-Chair and past Chairman. If any of these Directors are nominees the Treasurer/Secretary shall be the first alternate. Additional members will be appointed by the Chairman as required to fill the nominating committee.

Section 4. The nominating committee will provide a recommended slate of Directors to fill the open positions to the full board for approval. The nominating committee shall provide their recommendations at the last board meeting prior to the annual meeting.

Section 5. The existing full board will vote to accept or reject the recommended full slate (following discussion). A simple majority of the board is required to accept or reject the new Directors.

Section 6. If the board rejects the recommended slate of new Directors a new slate of recommended board members will be brought by the nominating committee to a special board meeting that must occur before the annual meeting for approval. New Directors must be approved by the board before the annual meeting.

Section 7. If any Director resigns before the end of their term, the above described process (Sections 1 through 6) shall be used to provide a replacement Director. Replacement Directors must be in place within two months of the board accepting the previous board members resignation.

Article III. Committees

Section 1. A quorum for a Committee shall be a simply majority.

Section 2. Committees shall be formed as needed by the Chair and approved by a majority of the Board of Directors.

Article IV. Membership

- Section 1. The organization shall have a minimum of one (1) annual meeting for the purpose of reporting the financial status and well-being of the organization.
- Section 2. The membership annual dues and benefits levels shall be as directed by the Board of Directors and shall be periodically reviewed and adjusted to meet current and suitable market and business objective.
- Section 3. The membership shall consist of those individuals and business representatives maintaining their annual dues in good standing.
- Section 4. The membership may bring to a vote of the membership any issue with a petition stating the issue and signed by at least 50% of the members in good standing.
- Section 5. The membership shall defer all other business to the Board of Directors except where described herein.
- Section 6. The bylaws shall be changed only by a 2/3 majority of the Board and shall be in effect thereafter unless rejected by the next annual meeting.
- Section 7. The meeting of the organization and the Board shall be governed by Robert's Rules of Order unless some other such rules are adopted.

Article V. Branch Formation

- Section 1. Any group of members located within the GBACPA Region may elect to form a Branch, provided, however, that no such Branch shall be recognized as such prior to approval by the Board of Directors.

This document constitutes the Bylaws of the Green Building Association of Central Pennsylvania.

Amended this 9th day of February, 2009, Jack Berger, Secretary-Treasurer.