

**BYLAWS OF
U.S. GREEN BUILDING COUNCIL – FLORIDA CAPITAL REGION
CHAPTER, INC.,**

A NOT-FOR-PROFIT CORPORATION

**ARTICLE I
Offices**

SECTION 1. Name. The name of the corporation is the U.S. Green Building Council - Florida Capital Region Chapter, Inc., a Florida not-for-profit corporation.

SECTION 2. Offices. The principal office of U.S. Green Building Council - Florida Capital Region Chapter, Inc. a Florida not-for-profit corporation (the “Chapter”) in the State of Florida, is to be located at P.O. Box 14303, Tallahassee, FL 32312, which principal office may be changed from time to time by resolution of the Board of Directors of the Chapter (the “Board” or “Board of Directors”). The Chapter may have other such offices, either within or without the State of Florida, as the Board of Directors may designate or as the business of the Chapter may require from time to time.

SECTION 3. Affiliation. The Chapter is a chapter of the U.S. Green Building Council, incorporated in the District of Columbia (“USGBC”) to address the impact of the built environment on our natural environment, economy, health and productivity.

SECTION 4. Governance. The Chapter shall be governed and operated in accordance with the laws of the State of Florida, the laws of the United States, the provisions of the USGBC Bylaws, the regulations and requirements for conduct of chapters of the USGBC as adopted from time to time by the USGBC Board of Directors, these Bylaws, and the rules and instructions issued through the Chapter’s Officers, provided that such rules and instructions are not in conflict with these Bylaws or the laws governing the Chapter. In the event that there is a conflict between any of the governing documents, the documents will govern in order of priority as listed above.

SECTION 5. Geographic Domain. The domain of the Chapter shall generally encompass the Florida counties of Holmes, Washington, Jackson, Calhoun, Gulf, Franklin, Liberty, Gadsden, Wakulla, Leon, Jefferson, Madison, Taylor. See attached territory map.

**ARTICLE II
Purpose**

SECTION 1. Purpose, Mission, Goals and Objectives. The name, funds, and influence of the Chapter are to be used exclusively for the purposes set forth in the Articles of Incorporation. The Mission, Goals and Objectives of the Chapter shall be as determined from time to time by the Board of Directors, consistent with such purposes.

ARTICLE III
Membership

SECTION 1. Non-discrimination Policy. The Chapter shall maintain a nondiscriminatory policy as to membership and shall not restrict membership based on a classification or any other practice except as outlined in the USGBC Bylaws.

SECTION 2. Qualification and Manner of Admission. Any individual in good standing with the USGBC shall be eligible for membership in the Chapter and they shall be admitted in the manner upon which the Board agrees. Any employee of a member company of the USGBC may be a full member of the Chapter. Any employee of a member organization in good standing with USGBC may be eligible for membership in more than one chapter. Such members shall join the additional chapter(s) upon the payment of dues to that chapter and shall be eligible to vote or hold elective office in the additional chapter(s). Other categories of membership, including Associate Members and Emerging Green Builders, are individual members admitted in the manner upon which the Board agrees, in accordance with USGBC policy.

SECTION 3. Voting and Eligibility. Only full members of the Chapter as defined under Section 2 and who have paid their annual dues shall be eligible to vote at Chapter meetings and to be elected to Office. Associate members shall not be eligible to vote or belong to the Board of Directors. Emerging Professionals Members shall not be eligible to vote or belong to the Board of Directors. Eligible full members of the Chapter shall have one vote at Chapter meetings. Electronic meetings and voting will be permitted.

SECTION 4. Dues. Annual dues shall be determined by the Board of Directors and be paid in accordance with the USGBC Chapter Policy. Such dues shall be in addition to dues paid to USGBC by member organizations.

SECTION 5. Refunds. Dues may not be refunded.

ARTICLE IV
Meetings

SECTION 1. Annual Meeting. The annual meeting of the members shall be held once annually at such hour as may be specified in a notice of meeting or in a duly executed waiver of notice thereof, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

SECTION 2. Regular Meetings. Regular meetings shall be held quarterly, except when otherwise directed by the Board.

SECTION 3. Special Meetings. Special meetings of the members, for any purpose or purposes, may be called by the Board of Directors, by not less than one-tenth (1/10) of all the members of the Chapter entitled to vote at the meeting, or by the President of the Chapter.

SECTION 4. Place of Meeting. The Board of Directors may designate any place, either within or outside the State of Florida, unless otherwise prescribed by statute, as the place of meeting for any annual meeting of members or for any special meeting of members called by the Board of Directors. Notwithstanding the first two sentences of this section, a waiver of notice signed by all members entitled to vote at a meeting, whether an annual or special meeting, may

designate any place, either within or without the State of Florida, unless otherwise prescribed by statute, as the place of the holding of such meeting.

SECTION 5. Notice of Meeting. Written or oral notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member of record entitled to vote at such meeting not less than ten (10) nor more than thirty (30) days before the date of the meeting, either personally, by electronic transmission or by first-class mail, by or at the direction of the President, the Secretary, or the person or persons calling the meeting. Each Chapter member consents to receiving notice via electronic transmission.

SECTION 6. Fixing of Record Date. The Board of Directors may fix a date not more than sixty (60) and not less than ten (10) days prior to the date set for any meeting of the members as the record date as of when the members of record entitled to notice of and to vote at such meeting and any adjournment thereof shall be determined.

SECTION 7. Voting. Each voting member shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the members. The vote of a majority of the Members present at a meeting which a quorum is present constitutes a passing vote. Electronic voting, via a method approved by the Board of the Directors, will be permitted.

SECTION 8. Removal. Any member may be removed by a vote or agreement in writing by a majority of members. The notice of the meeting of the members to remove a member or members shall state the specific members to be removed. The member(s) in issue shall be afforded the opportunity of due process.

ARTICLE V **Board of Directors**

SECTION 1. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Chapter shall be managed under the direction of, the Board of Directors.

SECTION 2. Duties, Policies, 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 USGBC.

SECTION 3. Number, Tenure, and Qualification. The number of Directors of the Chapter shall consist of a minimum of four (4) Directors and a maximum of fifteen (15) Directors, which shall include the Officers, as fixed from time to time by resolution of the Board of Directors. The number of Directors may be increased or decreased from time to time by amendment of these bylaws.

Directors shall be elected by the vote of members at the Annual Member meeting as described in Article IV, Section 1 of these bylaws. The Board of Directors shall consist of the Chapter President, Vice-President, Secretary, Treasurer; the remaining Directors (the "Elected Directors") shall be elected by and from the Chapter's members. The immediate past President shall serve as a member of the Board. The term for each Board member shall be one year. Each member may serve a maximum of 8 total years as a Board Member for the chapter, but this

stipulation may be overruled by a majority vote of the general members at the annual meeting of the members. Additional nominations of Affiliate members may be made from the floor of the general membership and shall be accepted.

Board seats shall be rotated to the extent possible among Member Categories (as defined in Section 4 of this Article V) each term. To the extent possible no more than two seats will be held during any one term by any one Member Category, nor will more than one individual per firm or organization sit on the Board. Failure to follow the Board membership guidelines shall not invalidate any Board or Board action; nor shall such failure be a basis of any claim or suit against the Board, individual officers or directors, or the Chapter/corporation.

One seat on the Board of Directors shall be reserved for an student member. This student Board member shall have voting privileges.

Each Officer Director shall serve as an Officer Director until his or her successor to office shall have been elected or qualified or until his earlier resignation, removal from office, or death.

Any decrease in the number of Directors shall be effective at the time of the next election of the Directors unless, at the time of such decrease, there shall be vacancies on the Board of Directors which are being eliminated by the decrease, in which case such decrease may become effective at any time prior to the next election of such Directors to the extent of the number of vacancies.

SECTION 4. Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held without other notice than this bylaw, except as provided in Article XII of these bylaws, after the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolution, except as provided in Article XII of these bylaws.

SECTION 5. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any two Directors. The person or persons who call a special meeting of the Board of Directors may fix the place for holding such special meeting.

SECTION 6. Notice. Notice of any special meeting shall be given at least five (5) days before the meeting by oral or written notice delivered personally, by mail, or by electronic transmission to each Director at his preferred address, unless in case of emergency, the President of the Chapter shall prescribe a shorter notice to be given personally, by electronic transmission, or by telephoning each Director at his residence or business address. If a notice of meeting is mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting, before or after the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

SECTION 7. Quorum. A majority of the number of Directors fixed pursuant to Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the

adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors.

SECTION 8. Manner of Acting. 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.

SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of Directors, may be filled by appointment of a replacement by the President with approval by the affirmative vote of two-thirds (2/3) of the remaining Directors. A Director elected to fill a vacancy shall hold office only until the next election of the class for which such Director has been chosen and until his successor shall be elected and qualified or until his earlier resignation, removal from office, or death.

SECTION 10. Presumption of Assent. A Director of the Chapter who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

SECTION 11. Constructive Presence at a Meeting. Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

SECTION 12. Action without a Meeting. Any action required by law to be taken at any meeting of the Directors of the Chapter or any action which may be taken at a meeting of the Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the Directors or all of the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee, and such consent shall have the same effect as a unanimous vote.

SECTION 13. Advisory Council. The Board of Directors may establish an Advisory Council with membership, responsibilities, meetings and procedure as determined by the Board of Directors. Members of the Advisory Council may attend meetings of the Board of Directors and have input into the decision making of the Chapter, as determined by the Board of Directors, but will not have a vote.

SECTION 14. Compensation. Directors shall not receive compensation for their service but may be reimbursed for budgeted Board-approved expenses, in accordance with Board-adopted policy.

SECTION 15. Removal. Any Director may be removed, with or without cause, by a vote or agreement in writing by two thirds of the membership of the chapter entitled to vote. The notice of the meeting of the members to recall a Director or Directors shall state the specific Directors to be removed. The Director at issue will be afforded reasonable due process.

ARTICLE VI
Officers

SECTION 1. Number. The Officers of the Chapter shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the general membership. One or more other Officers and assistant Officers and agents as may be deemed necessary by the Board of Directors may be elected or appointed by the general membership.

SECTION 2. Qualifications. Officers must be Affiliate members of the Chapter who have been elected by a majority vote of a quorum of the Affiliate members. No person may hold more than one office at the same time. The President shall serve a full term as Director before being nominated for the President, either consecutively or non-consecutively, except for the first four years after the adoption of these bylaws.

SECTION 3. Election and Term of Office. The Officers of the Chapter to be elected by the general membership shall be elected at the regular meeting of the general membership its annual meeting or by online vote. The Nominating Committee shall prepare a slate of candidates for each office at least two weeks prior to the annual meeting of the Board of Directors. At least one candidate shall be nominated for each office. All candidates shall consent to serve before elections. The Nominating Committee shall present the slate to the President. The President shall present the slate of candidates for election at the annual meeting of the general membership. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be scheduled. At that time, additional nominations may be made from the floor prior to the election. If there is no majority on the first ballot, the top two candidates will run off against each other and all other candidates will be eliminated. Each Officer shall hold office until his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death. Each member may serve a maximum of 8 total years as an Officer for the chapter, but this stipulation may be overruled by a majority vote of the general members at the annual meeting of the members. Additional nominations of Affiliate members may be made from the floor of the general membership and shall be accepted.

SECTION 4. Removal. Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Chapter would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not of itself create contract rights.

SECTION 5. Vacancies. A vacancy, however occurring, in any office may be filled by the Board of Directors by a majority vote for the unexpired portion of the term.

SECTION 6. President. The President shall be the principal executive Officer of the Chapter and, subject to the control of the Board of Directors, shall in general supervise and control all of the business affairs of the Chapter. He shall, when present, preside at all meetings of the members and of the Board of Directors, unless the Board of Directors has elected a chairman of the Board and the chairman of the Board is present at such meeting. The President may sign, with the Secretary or any other proper Officer of the Chapter thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other Officer or agent of the Chapter, or shall be required by law to be otherwise signed or executed. The President shall in general perform all duties as from time to time may be assigned to him by

the Board of Directors. The President shall also appoint the Chapter's delegates to the annual meeting of the USGBC unless they are otherwise selected by the Chapter members.

SECTION 7. Vice President. In the absence of the President or in the event of his death or his inability or refusal to act, the Vice President shall have the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

SECTION 8. Secretary. The Secretary shall: (a) keep the minutes of all the meetings of the members and the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address and e-mail address of each member which shall be furnished to the Secretary by such member; (e) have general charge of the membership book of the Chapter; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 9. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Chapter; receive and give receipts for monies due and payable to the Chapter from any source whatsoever, and deposit all such monies in the name of the Chapter in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 10. Executive Committee. The Officers shall be a continuing Executive Committee to make operating decisions for the Chapter upon delegation of such authority by resolution of the Board of Directors. Subject to the limitations of such delegation the Executive Committee shall have all the authority of the Board of Directors except as prohibited by law.

SECTION 11. Compensation. Officers shall not receive compensation for their services but may be reimbursed for budgeted Board-approved expenses.

ARTICLE VII **Resignations**

SECTION 1. Resignations. Any Director or Officer of the Chapter may resign at any time by giving written notice to the Board of Directors, to the chairman of the Board, if one is elected, to the President, or to the Secretary of the Chapter. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the Board of Directors.

ARTICLE VIII
Contracts, Loans, Checks, and Deposits

SECTION 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, unless otherwise restricted by law. Such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Chapter and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Chapter, shall be cosigned by such Officer or Officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Chapter not otherwise employed shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE IX
Fiscal Administration

SECTION 1. Fiscal Year. The fiscal year of the Chapter shall begin on January 1 and end on December 31 of each year.

SECTION 2. Annual Dues. Annual dues will be determined by the Board of Directors and paid by members in accordance with USGBC Chapter policy. Such dues will be in addition to those dues paid to the USGBC.

SECTION 3. Membership Categories. The Board may establish membership and dues categories in accordance with USGBC policy, that include Members, Associate Members, students and/or such other categories as may be established.

SECTION 4. Budget. The annual budget shall be presented to the general membership a minimum of two weeks before the annual meeting of the members. The budget shall be approved by a quorum of the members, as defined in section 7, article IV, at or soon thereafter the annual meeting of the members.

ARTICLE X
Indemnification

SECTION 1. Indemnification. The Chapter shall indemnify any Director or Officer or any former Director or Officer, and any person who may be designated from time to time to perform official duties on behalf of the Chapter, to the full extent permitted by law. 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. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

ARTICLE XI
Waiver of Notice

SECTION 1. Waiver of Notice. Unless otherwise provided by law, whenever any notice is required to be given to any member or Director of the Chapter under the provisions of these bylaws or under the provisions of its articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

Property

SECTION 1. Property. No part of the Chapter's property shall inure to the benefit of any Officer, Director, or member of the Chapter. On dissolution or liquidation of the Chapter, any assets remaining after payment of all debts shall be distributed to the USGBC. The Board of Directors may, but is not required to, adopt a policy that permits the Chapter to make a pro-rata distribution of the Chapter's assets to approved spin-off groups when such distribution is in the best interest of the Chapter and is in support of its purpose and policy.

ARTICLE XIII
Dissolution

SECTION 1. Termination of Chapter. 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.

SECTION 2. Dissolution. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes. Preference for distribution of assets on dissolution will be given to any non-profit corporation or association whose objectives are similar to the Chapter's, consistent with the requirements of this Paragraph 2. .

Commented [1]: In the past, have operated using dynamic governance.

ARTICLE XVI
Amendments

SECTION 1. Amendments. These bylaws may be altered, amended, or repealed and new bylaws may be adopted in accordance with the procedure contained herein below. Proposed amendments to the Chapter Bylaws shall first be submitted in duplicate, accompanied with two (2) copies of the complete, current Bylaws to the USGBC for approval. After USGBC approval, the amendments shall be publicized in the regular Chapter newsletter or by written notice issued to the Directors at least thirty (30) days prior to a regular or specially called Director meeting. The amended bylaws may then be adopted by a vote of two-thirds (2/3) of the Directors present, at any annual, regular or special meeting at which a quorum is present, provided notice of the proposed change is given in the notice of such meeting. If there is a proposed change to the bylaws to be taken up at a regular meeting of the Board, notice of such meeting must be given under the terms of Article III, Section 6 of these bylaws, as if the meeting were a special meeting.

Original Adoption by action of Board of Directors:

Adoption date: _____

Signed by Chairman: _____