

## **Article I. Name**

The name of the organization is the U.S. Green Building Council – Mississippi Chapter, a non-profit corporation incorporated in the State of Mississippi (the “Chapter”).

## **Article II. Property**

No part of the Chapter’s property shall inure to the benefit of any Officer, Director, or member of the Chapter.

## **Article III. Membership**

Membership Qualifications:

1. Member – a person employed by USGBC Member company, organization, institution, etc. in good standing.
2. Associate Member – a person who is not employed by a USGBC Member company, organization, institution, etc.
3. Student/Emerging Green Builder – EGB is a member currently defined as a student or an emerging professional who is within five (5) years of graduation.

## **Article IV. Dues**

1. Dues. Annual Chapter dues will be determined by the Chapter Board of Directors in accordance with USGBC policy.
2. Refunds. No dues or fees of any kind will be refunded.

## **Article V. Board of Directors**

1. Responsibilities. 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.
2. Composition of the Board. The Board of Directors consists of at least seven (7) and no more than eleven (11) persons elected by and from the membership from among the various categories of USGBC membership, which shall be determined by resolution of the Board of Directors. Any Chapter member in good standing whose organization is a member of the USGBC is eligible to serve on the Board.

Board members may be representative of any of the USGBC membership categories:

3. Terms. Directors shall serve for terms of two (2) years. Directors may serve up to three (3) consecutive terms with a one (1)-year hiatus prior to re-election. If a succession policy is followed whereby the individual who fills the role of Chapter Chair passes through the position of Vice-Chair, this rule may be exempted by the Board of Directors.
4. Nominations. A Nominating Committee shall prepare a slate of candidates for the Chapter Board. The committee shall announce the slate to the membership and carry out elections in accordance with USGBC policy.
5. Elections. Annual Chapter Board elections will be held in conjunction with USGBC National Board elections as much as possible. Elections may take place via on-line ballot, per the policies of the USGBC.
6. Attendance. Failure to attend a majority of Board meetings may result in removal from the Board. Removal is to be decided by a two-thirds (2/3rds) vote of the Board.
7. Vacancies. If a vacancy occurs on the Board for any reason, the Board shall nominate and elect an individual to serve in the position for the unexpired portion of the term. A vote of approval by two-thirds (2/3rds) of the Board confirms the replacement.
8. Meetings. The Board of Directors meets at least annually at whatever time and place it selects. A quorum is two-thirds (2/3rds) of the Board and must be present to carry on official board business. A simple majority is required on all votes except where some other number is required by law or these Bylaws.
9. Compensation. Directors shall not receive compensation for their service but may be reimbursed for expenses approved by the Board.
10. Duties: Policy and Procedure. 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.
11. Committees. The Board of Directors shall appoint a Program Committee, a Membership Committee and a Finance Committee, with Chairs to serve a one (1)-year term. The Board may appoint other committees, working groups or task forces as necessary to carry out the business of the organization.

## **Article VI. Officers**

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

2. **Qualifications.** Officers shall be Chapter Members in good standing who have been elected to the Board of Directors. No person may hold more than one (1) office at the same time. Officers may serve two (2) consecutive years.
3. **Terms.** Each officer shall be elected to serve for a term of one (1) year.
4. **Nominations.** The Nominating Committee shall prepare a slate of candidates for each office at least two (2) weeks prior to the first meeting of the Chapter Board following the Board elections. At least one (1) candidate shall be nominated for each office. All candidates shall consent to serve before elections. The Nominating Committee shall present the slate to the Chapter Chair. The Chapter Chair shall present the slate of candidates for election at the first meeting of the Chapter Board following the Board elections. At that time additional nominations may be made from the floor prior to the election.
5. **Elections.** Election of officers shall be by voice or roll call vote or written ballot if there are two (2) or more nominees for an office. Each member may cast one (1) vote. A majority of votes cast shall elect each officer. If there is no majority on the first ballot, the top two (2) candidates will run off against each other and all other candidates will be eliminated.
6. **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.
7. **Vacancies.** If a vacancy occurs among the Officers for any reason, the Officers shall nominate and the Board shall elect an individual to serve in the position for the unexpired portion of the term.
8. **Removal.** An Officer or Director may be removed for cause by two-thirds (2/3rds) vote of the Board of Directors.
9. **Compensation.** Officers shall not receive compensation for their services but may be reimbursed for expenses approved by the Board.

## **Article VII. Meetings of Membership**

1. **Annual Membership Meeting.** The Chapter holds an annual membership meeting at the place and on the date decided by the Board of Directors.
2. **Special meetings.** The Board of Directors may call special meetings at any time.
3. **Notice.** The Board of Directors must give members at least thirty (30) days' notice of all annual and special meetings. The notice must include a description of the business to be discussed.

4. Voting. A simple majority of the membership is required on all matters put before the members except where some other number is required by applicable law or these Bylaws. Voting by mail or by electronic means is permitted in appropriate circumstances determined by the Board of Directors. A decision shall be made by a majority of those responding.

#### **Article VIII. Indemnification**

The Chapter shall indemnify members of the Board of Directors and Officers 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 IX. 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 USGBC. Upon the dissolution or liquidation of the Chapter, all Chapter assets remaining after payment of all liabilities shall be distributed by a vote of the Chapter Board of Directors to any entity exempt from tax under Section 501(c) of the Internal Revenue Code of 1986, as amended whose objectives are similar to the Chapter's.

#### **Article X. Amendments**

These Bylaws may be amended by two-thirds (2/3rds) vote of the Board of Directors. These Bylaws may also be amended by the affirmative vote of a majority of the members, in person or by proxy, at any regular or special meeting of the membership or by electronic ballot, provided that notice of the substance of the proposed amendment has been sent to each member at least thirty (30) working days prior to the date of the regular or special meeting involved or prior to the day the electronic ballot is sent.