

BYLAWS  
OF  
ST. LOUIS REGIONAL GREEN BUILDING COUNCIL

ARTICLE I. NAME AND OFFICES

The Corporation shall be known as St. Louis Regional Green Building Council. The Corporation is formed under the Missouri Nonprofit Corporation Act, Chapter 355 of the Revised Statutes of Missouri, as amended (the “Act”).

The principal office of the Corporation in the State of Missouri shall be located at 3617 Grandel Square, St. Louis, Missouri 63108 or such other place as designated by the Board of Directors. The Corporation may have such other office(s), either within or without the State of Missouri, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The registered office of the Corporation required by the Act to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. Its functions shall include, although not be limited to, a working Board for organization, structure, planning, policy, finances, fund raising, program planning and public education, consistent with the purposes of the Corporation.

Section 2. Number, Term and Qualifications. The number of directors of the Corporation shall be not less than seven (7) and not more than fifteen (15). All members of the first Board of Directors shall be appointed for a term of three (3) years. After the first term of office, the directors shall be classified in respect to the time they shall severally hold office, by dividing them into three (3) classes, each class consisting of one-third (1/3) or as near to that as possible of the whole number of the Board of Directors. Except as otherwise provided, the directors of the first Board of Directors, first class shall be elected for a term of one (1) year; the directors of the second class shall be elected for a term of two (2) years; the directors of the third class shall be elected for a term of three (3) years. At each annual meeting, the successors to the directors of the class whose term shall expire shall be elected to hold office for a term of three (3) years so that there shall be one class of directors expiring each year.

Section 3. Election of Directors. The Board of Directors shall be self-perpetuating. The first Board of Directors shall consist of those persons set forth in the Articles

of Incorporation. Thereafter, the Directors shall be elected by the Board of Directors by majority vote of the Directors then in office.

Section 4. Regular Meeting. The annual meeting of the Board of Directors shall be held on the first Wednesday in the month of December, in each year, beginning with the year 2002, at the hour of 10:00 a.m., or such other time in the month of December, in each year, as designated by the Board of Directors. The Board of Directors may provide for the holding of additional regular meetings without notice thereof by fixing the time and place, either within or without the State of Missouri, of such regular meetings in these Bylaws.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within or without the State of Missouri, as the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice. Notice of any meeting shall be given not less than five (5) nor more than forty (40) days before the date of the meeting. Notice may be communicated in person, by telephone, telegraph, teletype, or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated if communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (1) When received;
- (2) Five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;
- (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
- (4) Thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

Section 7. Waiver of Notice. A director may at any time waive any required notice. Except as set forth below, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records of the Corporation. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act, the Articles of Incorporation or these Bylaws objects to lack of notice and does not vote for or assent to the objected-to action.

Section 8. Quorum; Participation by Telephone. A majority of the Directors in office immediately preceding a meeting shall constitute a quorum for the transaction of business. Members of the Board of Directors may participate in and act at any meeting of the Board of

Directors, whether regular or special, through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting in this manner shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes, including fulfilling the requirements of Sections 8 and 9 hereof.

Section 9. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum of directors is present shall be the act of the Board of Directors, unless the act of a different number is required by statute, the Articles of Incorporation or these Bylaws.

Section 10. Resignations. Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Any written notice shall be effective upon its receipt by the Board of Directors, President or Secretary, as the case may be, unless otherwise provided therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

Section 11. Removal of Directors. Any director elected by the Board of Directors may be removed without cause by the vote of two-thirds of the Directors then in office. Notice of the proposed removal shall be given to all directors of the Corporation prior to action thereon. A director may also be removed, at the discretion of the Board of Directors, if said director has unexcused absences for more than three consecutive meetings; provided, however, that the director may be removed only if a majority of the directors then in office vote for the removal.

Section 12. Vacancies. In case of the death, removal, incapacity or resignation of one or more of the directors, a majority of the directors remaining in office, although less than a quorum, may designate the person or persons who shall fill such vacancy or vacancies, to serve the remaining term of such director.

Section 13. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director shall file his or her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 14. Committees. The Board of Directors, by resolution approved by a majority of all the directors then in office, may designate two or more directors to constitute (a) an executive committee, which committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation, or (b) any other committee which shall have the name, purpose, power and authority delegated to it by such resolution. A committee of the Board of Directors may not:

(1) Authorize distributions to directors, officers, agents or employees except in exchange for value received;

(2) Approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets;

(3) Unless otherwise provided in these Bylaws or the Articles of Incorporation, elect, appoint or remove directors or fill vacancies on the Board of Directors or on any of its committees; or

(4) Adopt, amend or repeal the Articles or Bylaws.

Section 15. Action Without a Meeting. Any action that may be taken at a meeting of the Board of Directors or of a committee of directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the members of the Board of Directors or of the committee, as the case may be. Such written consent shall be filed by the Secretary with the minutes of the proceedings of the Board of Directors or of the committee, as the case may be, and shall have the same force and effect as a unanimous vote at a meeting duly held.

Section 16. Compensation. The Board of Directors shall serve without compensation.

Section 17. Annual Audit. The Board of Directors may annually arrange for an audit of the Corporation. The audit shall be prepared for and reported directly to the Board of Directors.

### ARTICLE III. OFFICERS

Section 1. Number. The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. All said officers shall be directors presently serving on the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually at the Annual Meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be arranged. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer may be removed by a vote of a majority of the entire Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Any written notice shall be effective upon its receipt by the Board of Directors, the President or the Secretary, as the case may be, unless otherwise provided therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, incapacity, resignation, removal, disqualification or otherwise, may be filled by a vote of a majority of the entire Board of Directors for the unexpired portion of the term.

Section 6. President. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation 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 Corporation, or shall be required by law to be otherwise signed or executed. The President may vote in person or by proxy shares in other Corporations standing in the name of this Corporation. The President shall in general perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. The Vice-President. In the absence of the President, whether due to resignation, incapacity or any other cause, or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice-President shall exercise such powers only so long as the President remains absent or incapacitated, or until the Board of Directors elects a new President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. The Secretary. The Secretary shall (a) keep the minutes of the proceedings of the meetings of 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 and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each director and member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 9. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (c) 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 the Treasurer by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

#### ARTICLE IV. MEMBERS

The Corporation shall not have any class of voting members, but the Board of Directors may establish in these Bylaws such class or classes of non-voting members, with such rights and privileges, as the Board of Directors of the Corporation may determine.

#### ARTICLE V. 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 Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans and Indebtedness. No loans or indebtedness shall be contracted on behalf of the Corporation and no evidences 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. In no event shall any loans be made by this Corporation to its officers or directors.

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 Corporation, shall be signed by the President or Treasurer or such officer or officers, agent or agents of the Corporation 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 Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

#### ARTICLE VI. FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31 or as fixed from time to time by the Board of Directors by resolution.

#### ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify those persons required to be indemnified pursuant to any provision of the Articles of Incorporation or the Act. The Corporation may indemnify those persons permitted to be indemnified under any provision of the Articles of Incorporation or the Act.

## ARTICLE VIII. CORPORATE SEAL

The Board of Directors shall provide a corporate seal in the form of a circle and inscribed with the organization and the words "Corporate Seal." Such seal shall be in the charge of the Secretary.

## ARTICLE IX. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or of the Articles of Incorporation or of the Act, 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 X. RECORDS

Section 1. Retention of Records. The Corporation shall keep as permanent records current and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

Section 2. Records to be kept at Principal Office. The Corporation shall keep a copy of the following records at its principal office:

- (1) Its Articles or Restated Articles of Incorporation and all amendments to them currently in effect;
- (2) Its Bylaws or Restated Bylaws and all amendments to them currently in effect;
- (3) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members;
- (4) A list of the names and business or home addresses of its current directors and officers;
- (5) Its most recent annual report delivered to the secretary of state; and
- (6) Appropriate financial statements of all income and expenses.

Section 3. Inspection of Records. The Corporation shall make such records as are required under the Act or any other applicable law available for inspection and copying to those persons and to the extent required under the Act or any other applicable law. Such inspection and copying shall be accomplished at a reasonable time and location specified by the Corporation. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided.

#### ARTICLE XI. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by action approved by a majority of the directors in office at the time the amendment is adopted. The Corporation shall provide notice of any meeting of directors at which an amendment is to be approved. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to these Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

#### ARTICLE XII. DISSOLUTION OF THE CORPORATION

The Corporation may be dissolved in accordance with the procedure prescribed in the Act. At any time when the dissolution of the Corporation is authorized, the Board of Directors then holding office shall distribute the assets of the Corporation remaining after the payment, satisfaction and discharge, or adequate provision therefor, of all liabilities and obligations of the Corporation, in accordance with the provisions of the Articles of Incorporation.

#### ARTICLE XIII. ADOPTION

These Bylaws shall become effective immediately upon their adoption by a vote of a majority of the Board of Directors of the Corporation or a written consent in lieu thereof.