

**BYLAWS  
OF  
THE U.S. GREEN BUILDING COUNCIL --  
MISSISSIPPI HEADWATERS CHAPTER, INC.**

**Amended 9/11/2007, approved by membership 11/27/07.**

**ARTICLE I.**

**Name**

Section 1.1 Name. The name of the organization is the U.S. Green Building Council-Mississippi Headwaters Chapter, Inc., a nonprofit corporation incorporated in the state of Minnesota. The association shall maintain its principal office for the transaction of business at such place or places as the Board of Directors may designate.

**ARTICLE II.**

**Purpose**

Section 2.1 Purpose. The primary purpose of this Corporation is exclusively charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or Federal Law as may from time-to-time be applicable. This Corporation shall not be operated for profit but shall be operated exclusively for charitable, environmental and/or educational purposes. The specific purposes of this Corporation are to: (a) provide regularly scheduled opportunities for members to network with others with similar interests; (b) raise awareness of green building principals and practices among the design, construction and real estate communities, as well as the general public; (c) provide forms for networking and exchange of ideas and information; (d) partner with other local building-related and environmental organizations for education and networking; and (e) promote membership in the U.S. Green Building Council. Only legal acts will be performed by the Corporation.

### **ARTICLE III.**

#### **Property and Seal**

Section 3.1 Property. No part of the chapter's property shall inure to the benefit of any Officer, Director, or member of the Chapter. The Corporation shall not have a seal.

### **ARTICLE IV.**

#### **Membership**

There are three types of chapter membership: 1) Individual Chapter Member, 2) Individual Associate Member, and 3) Individual Chapter Student

Section 4.1 Individual Chapter Members - Individual Chapter Members shall have one vote at Chapter meetings and may serve on the Board of Directors or as Officers.

Section 4.2 Individual Associate Members - Any individual may become an Individual Associate Member if not a National USGBC member, but will not have local voting privileges or serve on the Chapter Board. They may serve on or chair any committee and may participate in all other Chapter activities.

Section 4.3 Individual Chapter Student - Any individual currently enrolled in an educational institution at least 50 percent time may become an Individual Student Member, but will not have local voting privileges or serve on the Chapter Board. The student may serve on any committee and participate in all other Chapter activities.

### **ARTICLE V.**

#### **Dues**

Section 5.1 Dues - Local Chapter member dues shall be determined annually by the Board and approved by the National Council.

## ARTICLE VI.

### **Board of Directors**

Section 6.1 **Directors** - The governing body of the Chapter is the Board of Directors, which has the authority and responsibility for the supervision, control, and direction of the Chapter.

Section 6.2 **Duties** - Subject to the provisions of Minnesota Statute Chapter 317A, the Corporation's Articles of Incorporation, and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers exercised by or under the direction of the Board of Directors. It shall be the duty of the Directors to: (a) perform all duties imposed by Minnesota Statutes Chapter 317A, the Articles of Incorporation, or these Bylaws; (b) appoint and remove, employ, supervise, discharge, prescribe the duties and fix the compensation, if any, of all officers, agents, contractors and employees of the Corporation; and (c) meet at such times and places as required by the Corporation's Articles and Bylaws.

Section 6.3 **Composition of the Board** - The Board of Directors consists of no less than five (5), but no more than eleven (11) Regular Members elected by and from the membership with no more than three members representing each of the diverse membership categories of the Council. No more than one individual from a given organization may serve on the Board of Directors at any one time. The Immediate Past President will serve as one of the eleven members of the Board of Directors and will have voting privileges.

Section 6.4 **Membership Categories** - Board members shall be representative of the USGBC membership categories, i.e.:

- Building Product Manufacturers
- Building Owners, Managers, Users, and Brokers
- Financial and Insurance Firms
- Professional Societies
- Design, Architectural, Engineering and Technical Firms
- Contractors and Builders
- Environmental Groups
- Utilities
- Universities and Technical Research Institutes
- State, Local, and Federal Governments
- Building Control Service Contractors and Manufacturers

Section 6.5. **Terms** - Directors will serve a term of two (2) years. Board seats will be rotated among member categories. Directors may serve up to two consecutive terms. After a one-year hiatus they may be re-elected. Since Officers of the Chapter are required to be Chapter Board members, this rule may be exempted in the case where the Vice-President has served two (2) terms and is moving up to the President. The first year

of election, one-half of the Board members will be elected for a one (1) year term, and the remaining Board members will be elected for a two (2) year term. Board members may be removed with or without cause by a vote of a majority of the Board at a duly held meeting.

**Section 6.6 Elections for the Board of Directors** - At each Annual Meeting of the Chapter, elections will be held to fill vacancies of the Board of Directors.

**Section 6.7 Attendance** - More than two unexcused absences from Board meetings may result in removal from the Board of Directors. A two-thirds vote of the Board of Directors is required for removal.

**Section 6.8 Resignation** - A director may resign at any time by giving written notice to the Corporation. The resignation is effective when received by the Corporation, unless a later date has been specified in the notice.

**Section 6.9 Vacancies** - If a vacancy occurs on the Board of Directors for any reason, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the Board of Directors present at a duly held meeting following nomination by the Nominating Committee.

**Section 6.10 Meetings** - The Board of Directors will meet at least quarterly at whatever time and place it selects. A majority of Directors shall constitute a quorum. A simple majority is required on all votes except where some other number is required by law or these Bylaws. The President will only vote on tie votes.

**Section 6.11 Written Action** - Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of the written action's text and effective date, except that failure to provide such notice does not invalidate the written action.

**Section 6.12 Special Meetings** - Special meetings of the Board of Directors may be called at any time upon request of the President or Vice President, or any two directors, provided that any such request shall specify the purpose(s) for the meeting. The President shall set a date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) days or more than thirty (30) days written notice of the time, place and purpose of the special meeting.

**Section 6.13 Notice** - Whenever notice is required under these Bylaws, notice shall be construed to require notice delivered via hand delivery, facsimile or by U.S. Mail, postage prepaid, to the director at the director's last known residential address, business address or facsimile number.

**Section 6.14 Compensation** - Directors shall not be compensated for their duties, except that a director may receive compensation for their services as an employee of the Corporation, and may be reimbursed for expenses incurred on behalf of the Corporation.

Section 6.15 Committees - Within 30 days after the annual elections, the Board of Directors will elect a three (3) member Nominating Committee. The Nominating Committee will include the immediate past President and two current board members. The Finance Committee will consist of the executive committee and be chaired by the Treasurer. The Board may appoint other committees, working groups or task forces as necessary to carry out the business of the organization.

## **ARTICLE VII.**

### **Officers**

Section 7.1 Officers - The Officers of the Chapter shall be a President, Vice-President, Secretary, and Treasurer.

Section 7.2 Qualifications - Officers must be Individual Chapter Members of the Chapter who have been elected to the Board of Directors. No person may hold more than one office at the same time. The Vice-President shall succeed the President. Officers, other than the President, may serve a maximum of three consecutive years. No more than one representative of a given organization will serve as an officer during a given year.

Section 7.3 Elections - The Board of Directors shall vote for and elect the Officers for the coming fiscal year.

Section 7.4 Duties - Officers shall perform those duties usual and customary to their positions and as outlined in the policies of the Chapter.

Duties of Individual Officers are as follows:

- A. The President shall be the principal executive officer of the Council Chapter and shall preside at all meetings of the Board of Directors and membership. The President shall execute all corporate documents and contracts into which the Council Chapter may enter unless execution thereof is delegated by the Board of Directors or these Bylaws to some other officer(s) or agents of the Council Chapter. The President shall also serve as the secondary signatory on all funds withdrawn from any Council Chapter account over the amount of \$2,000.00. The President shall sign all tax forms and other forms required by governmental agencies, on behalf of the Council Chapter.
- B. The Vice President shall, in the absence of the President, fill all of the duties of the President. The Vice President shall also serve as the secondary signatory on all funds withdrawn from any Council Chapter account over \$2,000.00. Additional responsibilities may be determined and assigned by its President.
- C. The Treasurer is the financial officer of the Chapter and shall assure that the Council Chapter's funds are kept safe and that full and accurate accounts of receipts and disbursements are prepared. The Treasurer will also prepare,

annually, a proposed budget for the Council that will be discussed and approved by the Board of Directors and the membership. Additionally, the Treasurer serves as the main signatory on all Council Chapter banking accounts. The President may appoint an Assistant Treasurer to assist the Treasurer.

- D. The Secretary shall take and disseminate minutes, prepare and sign corporate documents, etc. and perform the duties normally assigned to a Secretary. The President or Secretary may appoint an Assistant Secretary to assist the Secretary.

Section 7.5 **Resignation** - An officer may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective date is named in the notice.

Section 7.6 **Vacancies** - If a vacancy occurs among the Officers, for any reason, the Nominating Committee shall nominate replacements and put it to the Board for a vote. An Officer may be removed with or without cause by majority vote of the Board of Directors at a duly held meeting.

Section 7.7 **Compensation** - Officers do not receive compensation for their services but may be reimbursed for expenses.

## **ARTICLE VIII.**

### **Meetings**

Section 8.1 **Annual Membership Meeting** - The Chapter will hold an annual membership meeting at the place and on the date decided by the Board of Directors.

Section 8.2 **Notice** - The Board of Directors must give members a thirty-day (30) notice of all annual and special meetings. The notice must include a description of the business to be discussed.

Section 8.3 **Emergency meetings** - The Board of Directors may call an Emergency or special meeting at any time with seven (7) days email notice and phone confirmation.

Section 8.4 **Voting** - The presence of thirty three (33%) percent of the membership shall constitute a quorum. A simple majority is required on all votes except where some other number is required by law or these Bylaws. Decisions requiring the vote of the regular membership include elections, and any other matters the Board deems necessary. Proxy voting is permitted when executed by the member or his/her duly authorized representative. A proxy is valid for only one meeting. E-mail proxy is acceptable and valid for voting.

**Section 8.5 Special Meeting** - In the event at least twenty (20) members demand a special meeting by written notice provided to the Board, within thirty (30) days after receipt of the written demand, the Board shall cause a special meeting of the Members to be called and held following written notice no later than ninety (90) days after receipt of the written demand. Voting shall be recorded and take place as set forth in this Article.

**Section 8.6 Termination** - Membership shall terminate at the end of the stated term of membership. A Member shall not be expelled or suspended, and membership may not be terminated or suspended before the end of the stated term, other than for a non-payment of dues or fees (if any), except where the Member is given: (a) not less than fifteen (15) days prior written notice of the expulsion, suspension or termination, and the reason therefore; and (b) an opportunity for the Member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension or termination by a person authorized by the Board of Directors to rule upon the proposed expulsion, termination or suspension.

**Section 8.7 Written Action** - An action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written action signed by all the Members entitled to vote on that action. The written action shall be effective when signed by all those Members, unless a different effective time is provided in the written action.

## **ARTICLE IX.**

### **Nominations and Elections**

**Section 9.1 Recommendation** - The Nominating Committee shall prepare a recommended slate of candidates for the Board of Directors at least sixty (60) days before the Annual Meeting.

**Section 9.2 Notice of Nomination** - The Chapter President shall present the recommended slate of Board candidates to the Chapter at least forty five (45) days prior to the Annual Meeting. Additional nominations may be made from the membership until 35 days prior to the election. No less than thirty (30) days prior to the election, the Chapter President will present the full slate of candidates to the Chapter.

**Section 9.3 Election** - A majority of votes cast shall elect. If there is no majority on the first ballot, the top tied candidates will run off against each other.

## **ARTICLE X.**

### **Standard of Care**

**Section 10.1 Standard** - It is the responsibility of each officer and Director of the corporation to discharge their duties in good faith and in a manner reasonably believed to be in the best interest of the Corporation. A contract or transaction between the Corporation and one or more of its Directors, or between the Corporation and an organization in which a Director or officer possesses a material financial interest, it is not void or voidable if approved at a properly noticed meeting if (a) the contract or transaction is established as fair and reasonable to the Corporation at the time of approval; or (b) the material facts as to the contract or transaction and the Director or officers' interest are fully disclosed and known to the Board, and the Board authorizes and ratifies the contract or transaction in a good faith majority without participation or vote by the interested Director or officer. For purposes of this Section, a Director does not have material financial interest in a resolution fixing the compensation of the Director or another Director as a Director, officer, employee or agent of the Corporation; and, a director has a material financial interest in each organization in which the Director or a relative thereof have a financial interest.

## **ARTICLE XI.**

### **Finance**

**Section 11.1 Funds** - Any dues, contributions, grants, bequests, gifts, funds raised through events or fundraising to the Corporation shall be accepted and/or collected only as authorized by the Board of Directors. All such funds shall be deposited to the credit of the Corporation under conditions and in those financial institutions designated by the Board of Directors.

**Section 11.2 Contracts and Property** - All contracts, checks or other orders for payment, receipt or deposit of funds, and access to the Corporation's security shall be as provided by the Board of Directors. Title to all property shall be held in the name of the Corporation.

**Section 11.3 Budget** - The annual budget of estimated income, expense and capital expense shall be approved by the Board of Directors. A summary report of the financial operation of the Corporation shall be made by the Treasurer at least annually to the Board of Directors.

## **ARTICLE XII.**

### **Indemnification**

**Section 12.1 Indemnification** - To the full extent permitted by the Minnesota Non-Profit Corporation Act, as amended from time-to-time, or other provision of law, each person who was or is a party is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, by whomever brought, whether civil, criminal, administrative or investigative by reason of the fact that the party is or was a member, director or officer of the Corporation, or was serving at the request of the Board of Directors of the Corporation, shall be indemnified and defended (including attorney fees and costs) by the Corporation to the fullest extent permissible under the laws of the State of Minnesota. This indemnification shall inure to the benefit of the members, directors and officers, heirs, executors and administrators. The Corporation may purchase and maintain insurance on behalf of any member, officer or director against any liability inserted and incurred with respect to such positions.

## **ARTICLE XIII.**

### **IRC 501(C)(3) Exemption**

**Section 13.1 Purpose** - All purposes of the Corporation shall be confined and exercised so that the Corporation's operation shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code, as amended. No substantial part of the activities of the Corporation shall include lobbying or other attempts to influence legislation, and the Corporation shall not participate in any political campaign on behalf of or in opposition to any candidate for public office, except to the extent (if any) permitted by the Internal Revenue Code of 1986, as amended, and negotiations issued thereunder.

**Section 13.2 Liquidation or Dissolution** - No Member that is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any officer or director of the Corporation (or other private individual) shall be entitled to share in the distribution of corporate assets upon liquidation, distribution or winding up of the Corporation. No part of the net earnings of the Corporation shall be paid or distributed to the Corporation's members, directors, officers or trustees, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered on behalf of the Corporation and make payments and distributions in furtherance of the legitimate business purposes of the Corporation.

## **ARTICLE IV.**

### **Committee**

Section 14.1 **Committees** - The President, with the aid and consent of the Board of Directors, shall establish and appoint the membership of such committees as may be necessary to carry out the purposes and objectives of the Corporation.

## **ARTICLE XV.**

### **Dissolution**

Section 15.1 **Dissolution** - 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. On the dissolution or liquidation of the Chapter, any of its assets remaining after payment of all liabilities shall be distributed by a vote of the Chapter Board of Directors to any non-profit corporation or association whose objectives are similar to the Chapter's.

**ARTICLE XVI.**

**Amendments**

Section 16.1 Amendment - Amendments to these Bylaws may be presented at any General meeting. After a thirty (30) day notice to the membership, the amendment(s) may be adopted upon a two-thirds vote of the membership present and voting. Emergency amendments may be made at any time by a quorum vote of the Board of Directors, but emergency amendments are temporary and subject to subsequent approval by a majority vote at the next General meeting of the membership.

**THE UNDERSIGNED SECRETARY** of the Corporation hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of the Corporation at a duly called meeting of the Board of Directors of the Corporation effective as of the date set forth below.

Dated: \_\_\_\_\_, 2004

\_\_\_\_\_  
Sheri Brezinka, Secretary

ATTEST:

\_\_\_\_\_

*trd non-profits US Green bylaws*