



Central Texas - Balcones Chapter

P.O. Box 157
Austin, TX 78767
<http://www.usgbc-centraltexas.org>

Board of Directors Election Fact Sheet

INTRODUCTION

The Central Texas – Balcones Chapter of the U.S. Green Building Council is a 501c3 non-profit dedicated to accelerating the transformation toward sustainable building and land development practices in Central Texas through innovation, advocacy and partnerships. It is responsible for promoting green building and sustainable development in its 55 county area, which includes the metropolitan areas of Austin, San Antonio and Waco.

Our Chapter Board of Directors consists of 15 representatives from a diverse range of disciplines associated with the Chapter's mission. This includes 13 voting Board members and 2 alternate Board members, who serve as non-voting members of the Board until in the event that a Board seat becomes vacant prior to the end of a term they are invited to fill the seat.

Each year the Chapter holds formal Board elections in accordance with our Chapter Bylaws. The Chapter's long-term objective is to have a diverse Board representing the membership structure.

This year, 5 Board seats are available, each for a two-year term and 8 Board members will return to serve the second year of their current term. Additionally, the 2 Board alternate positions are available. Current Board alternates may apply for a voting position on the Board in the following year's elections.

MEETING ATTENDANCE REQUIREMENTS

Each year there are six face-to-face Board meetings (January, March, May, July, September and November on the second Monday of each month from 3:00-5:30 p.m.) and one conference call Board meeting (February, also on the second Monday of that month). Board members are encouraged to physically attend all seven meetings as meeting in person supports a healthy BOD relationship and supports completion of BOD business in a timely manner.

More than two absences from the seven total meetings will provide grounds for Board dismissal. Since a call-in to a face-to-face meeting is more participation than no participation, two call-ins will be allowed in lieu of one of the absences.

CANDIDATE QUALIFICATIONS

Qualified candidates for the USGBC Central Texas - Balcones Chapter Board of Directors shall meet all of the following criteria:

1. The primary residence of the Candidate shall be located within the geographic boundary of the Central Texas-Balcones Chapter.
2. The primary place of business of the Candidate shall be located within the geographic boundary of the Central Texas-Balcones Chapter.
3. The Candidate shall be a member in good standing of the Central Texas - Balcones Chapter as of July 1, 2010.
4. The Candidate will abide by the USGBC's conflict of interest policy.
5. The Candidate is able and willing to attend at least of the twelve Board meetings each year.



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Ideal candidates will also possess the following characteristics:

1. Previous experience serving the Chapter in a committee leadership position.
2. Brings substantive knowledge and experience from the pertinent membership category to help the Chapter design and implement programs relevant to that sector.
3. Brings important knowledge and contributions from one or more areas of special interest to the Chapter.
4. Contributes to the Board's diversity in geography, skills and overall perspective.
5. Brings leadership expertise to contribute to the Chapter's governance.
6. Brings the ability and willingness to influence key players and sectors in the industry including high priority sectors of real estate, corporate, energy/utility, finance, educational institutions and product manufacturers.
7. Is able and willing to recruit new members for the USGBC and Chapter.
8. Is able and willing to serve on committees as needed including leadership positions.
9. Brings the ability and willingness to help secure funding for the Chapter's programs through sponsorships, corporate and charitable sources and other significant sources of funding.

COMPOSITION OF THE BOARD

The Board of Directors is currently comprised of 13 persons. The makeup of the Board must satisfy the following requirements of the Chapter by-laws.

1. It is not required that all board members are employed by USGBC national member organizations. However, at least two-thirds of the members of the Board of Directors must be employees of USGBC member organizations.
2. At least three-fourths of the Officers of the Board of Directors (Executive Committee) must be employees of USGBC member organizations.
3. No more than one representative from any one USGBC member company or organization may serve on the Board in any year.

BOARD DIVERSITY

Current Chapter By-laws provide for a Board of Directors of up to 13 representatives from the following USGBC membership categories. The Board may consist of a maximum of 4 members from any of these categories:

1. Product Manufacturers, Building Controls and Service Contractors, Distributors
2. Corporate and Retail
3. Utilities/Energy Service Companies
4. Real Estate/Real Estate Service Providers (Building Owners, Facility Managers, Developers, Brokers, Property Managers, Appraisers)
5. Nonprofit & Environmental Organizations
6. Professional Societies and Trade Associations
7. State & Local Governments
8. Professional Firms – Building Industry (Architects, Commissioning Providers, Consultants, Engineers, Landscape Architects, Planners)
9. Professional Firms – Non-Building Industry (Accountants, Attorneys, Marketers, Public Relations, Press)
10. Contractors and Builders



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11. Insurance Companies/Financial Institutions
12. Educational Institutions (K-12 School Systems, Universities, Research Institutes)
13. Federal Government and GOCOs (Government Owned Contractor Operated Laboratories)

Chapter By-laws also express a goal to maintain geographic diversity on the Board of Directors.

BOARD RESPONSIBILITIES

USGBC By-laws identify the following general responsibilities: 1) to supervise, control and direct the affairs of the Chapter, its committees and activities; 2) to elect the Chapter Chairperson, Vice Chairpersons, Secretary and Treasurer and to hire and supervise staff; 3) to actively pursue the Chapter's objectives and supervise the disbursement of its funds; 4) to adopt a policy on conflicts of interest; and, 5) to take such actions as may be necessary to conduct the organization including but not limited to adopting rules and regulations for the conduct of its business as shall be deemed advisable, establishing policies from time to time, and delegating certain authority and responsibility to the Executive Committee if one exists.

The National Center for Non-profit Boards describes the following basic responsibilities, which are also germane for assessing needs and qualifications for the Chapter Board: ¹

- Determine the organization's mission and purposes;
- Ensure effective organizational planning;
- Ensure adequate resources;
- Manage resources effectively;
- Determine, monitor, and strengthen the organization's programs and services;
- Enhance the organization's public standing;
- Ensure legal and ethical integrity and maintain accountability; and
- Recruit and orient new board members and assess board performance.

ELECTION PROCEDURE

The election will be conducted on-line. Each Chapter member will have the opportunity to cast votes for up to 5 candidates. The 5 board member positions and the 2 alternate positions will be selected by popular vote, except when the results of the popular vote violate the Chapter by-laws. In the event of a conflict with the by-laws, the Nomination Committee will review the election results and determine the final slate of board members and alternates.

WRITE-IN CANDIDATES

Chapter members may vote for a write-in candidate(s) during the election period by adding a name(s) to the ballot. Write-in candidates are not part of the slate put before the membership by the Nominating Committee and cannot be represented as such; nor, is the Chapter obligated to distribute any informational materials on write-in candidates on its Web site or in any other Chapter forum. Write-in candidates are also subject to the same campaign guidelines described above relating to Internet and other communications.



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USGBC'S CONFLICT POLICY (SUMMARIZED)

Leaders must avoid activities and situations that actually, potentially or apparently conflict with the Council's or Chapter's interests or interfere with the role models' duty to serve the Chapter with undivided loyalty ("conflicts"). Conflicts include: 1) having a direct financial or close personal interest in a company, service or product that could be affected (in a positive or negative manner) by a decision of a board, committee or other Chapter governing body on which the Leader serves, 2) revealing or misusing confidential information, 3) accepting or offering substantial gifts, excessive entertainment, favors or payments which may reasonably be construed to constitute undue or to otherwise improper influence, 4) breaching any fiduciary duty owed to the Chapter, 5) participating in any private inurement transactions, which include transactions where the Chapter's resources are transferred to an individual solely by virtue of the individual's relationship with the Chapter and without regard to accomplishing the Chapter's purposes, 6) exploiting opportunities for personal or private benefit that could otherwise benefit the Chapter, and 7) taking direct action on behalf of the Chapter that may result in material personal or private benefit that may result in a material adverse impact to a personal or private competitor.