



## Central Texas–Balcones

P.O. Box 157  
Austin, TX 78767-0157  
[www.usgbc-centraltexas.org](http://www.usgbc-centraltexas.org)  
512-470-9923

### BOARD OF DIRECTORS

**Jeff Haberstroh**  
2011 Chair  
Boerne ISD  
**Dr. Diana Glawe**  
Co-Vice Chair – San Antonio  
Trinity University

**Effie Weaver**  
Co-Vice Chair - Austin  
ClearResult

**Andrew Kelch**  
Treasurer  
Wells Fargo Advisors

**Liza Meyer**  
Secretary  
City of San Antonio

**James Andrews**  
Immediate Past Chair  
Overland Partners

**Gerry Acuna**  
Board Member  
TRI Recycling

**Cliff Braddock**  
Board Member  
Robust Energy

**Heather Holdridge**  
Board Member  
Lake|Flato

**Dana Nichols**  
Board Member  
SAWS

**Eduardo Parra**  
Board Member  
CDM

**Marc Stroope**  
Board Member  
The Gardner Law Firm

**Kalpana Sutaria**  
Board Member  
City of Austin

**John Walewski**  
Board Member  
Texas A&M University

**Erin Zayko**  
Board Member  
Lockheed Martin

**Larry Zinn**  
Board Member  
Law Office of Larry Zinn

**Jane Baxter Lynn**  
Executive Director

**Kathy Zarsky**  
SCRC Representative  
Holos Collaborative

**Nominees:** Please answer the following questions in the space provided and return this completed Application Form plus the signed attached Commitment Form to [buhlrich@usgbc-centraltexas.org](mailto:buhlrich@usgbc-centraltexas.org) in an electronic format by 5:00 pm, **Friday, September 9, 2011**. Email or call Brian Uhlrich at 210-546-0200 with any questions.

This application will be made available to the Nominations Committee for evaluation and to the Chapter membership for consideration during the election process. The Committee reserves the right to delete narrative exceeding the space provided. Thank you!

### Submitted By:

Name:

Title:

Company/Organization:

Address:

Telephone:

Email:

Membership Category (Primary business of your company or organization – see list in Board of Directors Fact Sheet):

- i. Is your company or organization a member of the National USGBC? Y / N
- ii. Are you a member of the USGBC Central Texas – Balcones Chapter? Y / N

If yes, when did you become a member?

Signature:

Date:

\_\_\_\_\_  
Print Name

*Accelerating the transformation toward sustainable building and land development practices  
in Central and South Texas through innovation, education, advocacy and partnerships*



- g. Outline any leadership positions (volunteer or professional staff) with nonprofit governance
  
- h. Other areas of your qualifications and experience you believe are critical for the Chapter.
  
- i. Please identify any affiliations, memberships, and accreditations you have which may be pertinent for Chapter leadership.
  
- j. Are you a Chapter Member in good standing and employed in the membership category you listed?
  
- k. Are you aware of any extenuating circumstances which might prevent your attendance at the six face-to-face Board meetings (2 each on the second Monday afternoon of the relevant months - San Marcos [January, July]; Austin [March, September], and San Antonio [May, November], and one Conference Call (second Monday in February)? If so, please indicate what they are.
  
- l. The Board's Conflict of Interest policy is summarized in the Board of Directors Fact Sheet. As the full statement indicates, conflicts are not inherently improper but Directors must be conscious of such conflicts and act with candor and care in dealing with such situations. Will you abide by the Chapter's conflict policy and can you do so without significantly affecting your Board responsibilities?



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## Board of Directors Election Fact Sheet

### INTRODUCTION

The U.S. Green Building Council Central Texas – Balcones Chapter (USGBC CT-B) is a mission-driven, 501(c)(3) nonprofit dedicated to promoting the benefits of sustainable building and land development practices in Central and South Texas. USGBC CT-B serves community members from Austin, San Antonio, Waco, Rio Grande Valley, and the 72 surrounding counties, an area that encompasses over 6.5 million people and growing.

The Chapter has more than 500 members and an e-mail listserv of more than 4,000 interested people. The Chapter region boasts more than 1,000 LEED Accredited Professionals, over 100 LEED certified buildings, and more than 300 registered LEED projects in the planning or construction stage.

Our role is to educate, influence and advocate on the importance of sustainable communities, which ensure that we grow a healthy job market, save money so businesses can invest in doing the right thing, and healthy living, school and working environments are provided for all.

Founded in 2003, USGBC CT-B is the local chapter of the national U.S. Green Building Council (USGBC), the leader in promoting sustainable building practices throughout the country and developer of the LEED® rating system.

The Chapter presents education programs, advocates on the positive aspects of high performance building and provides networking opportunities between a wide variety of groups, including building and associated industry professionals, educators, lawmakers, and the community at large.

Our work is made possible by funding from sponsorships and donations, National and individual memberships, program revenues and grants.

Our Chapter Board of Directors consists of 17 representatives from a diverse range of disciplines associated with the Chapter's mission. This includes 15 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 both geographic and membership diversity.

This year, eight (8) Board seats are available, each for a two-year term and seven (7) Board members will return to serve the second year of their current term. Additionally, one of the two (2) Board alternate positions is available. Current Board alternates may apply for a voting position on the Board in the following year's elections.

### 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.



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- 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, 2011.
- 4) The Candidate will abide by the USGBC's Conflict of Interest policy.
- 5) The Candidate is able and willing to attend at least five of the seven Board meetings each year.

Ideal candidates will also possess the following characteristics:

- 1) Previous experience serving the Chapter in a committee leadership position.
- 2) Have substantive knowledge and experience in the pertinent membership category to help the Chapter design and implement programs relevant to that sector.
- 3) Bring important knowledge and contributions from one or more areas of special interest to the Chapter.
- 4) Contribute to the Board's diversity in geography, skills and overall perspective.
- 5) Brings leadership expertise to contribute to the Chapter's governance.
- 6) Brings an ability and willingness to influence key players and high priority sectors including 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 15 voting and two non-voting 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 15 representatives from the following USGBC membership categories. The Board may consist of a maximum of four (4) members from any of these categories:

- Product Manufacturers, Building Controls and Service Contractors, Distributors
- Corporate and Retail
- Utilities/Energy Service Companies
- Real Estate/Real Estate Service Providers (Building Owners, Facility Managers, Developers, Brokers, Property Managers, Appraisers)
- Nonprofit & Environmental Organizations
- Professional Societies and Trade Associations
- State & Local Governments



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- Professional Firms – Building Industry (Architects, Commissioning Providers, Consultants, Engineers, Landscape Architects, Planners)
- Professional Firms – Non-Building Industry (Accountants, Attorneys, Marketers, Public Relations, Communications, Media)
- Contractors and Builders
- Insurance Companies/Financial Institutions
- Educational Institutions (K-12 School Systems, Universities, Research Institutes)
- 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.

### 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 meetings, as meeting in person supports a healthy BOD relationship and encourages 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.

### BOARD RESPONSIBILITIES

USGBC Chapter By-laws identify the following general responsibilities for its Board of Directors:

- 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.

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: <sup>1</sup>

- 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.



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### ELECTION PROCEDURE

The election will be conducted on-line. Each Chapter member will have the opportunity to cast votes for up to eight (8) candidates. The eight (8) Board member positions and the one (1) alternate position will be selected by popular vote, except when the results of the popular vote are not in line with the Chapter By-laws. In the event of a conflict with the By-laws, the Nominations Committee will review the election results and determine the final slate of Board members and alternates for ratification by the current Board.

### 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 Nominations 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.

### 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.

8.1.2011



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*Board Member*  
Law Office of Larry Zinn

**Jane Baxter Lynn**  
*Executive Director*

**Kathy Zarsky**  
*SCRC Representative*  
Holos Collaborative

## 2012-2013 Commitment Form

**If elected to the USGBC Central Texas-Balcones Chapter Board of Directors, I will commit to the following basic responsibilities of a Director as requested:**

- Help determine the organization’s mission and purposes;
- Hire staff (if applicable);
- 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.

**If elected to the Board, I will also commit to the following specific responsibilities reflected in the election materials:**

1. Remain a Chapter member in good standing;
2. Serve on the Board for two years;
3. Donate or raise a minimum of \$2,500 each year for the Chapter;
4. Help secure funding for the Chapter’s programs through sponsorships, corporate and charitable sources, and other significant sources of funding;
5. Contribute knowledge and experience to help assure success of priority programs and needs of the Chapter;
6. Help influence key players and sectors in the industry including high priority sectors of real estate, corporate, energy/utility, finance, residential and product manufacturers;
7. Help recruit new members for the Chapter;
8. Serve as Board liaison for a standing committee as needed;
9. Abide by the USGBC’s conflict of interest policy;
10. Make every attempt to attend the six face-to-face Board meetings and February conference call. However, I will attend at least five of the seven meetings.

\_\_\_\_\_

Name

\_\_\_\_\_

Date